Planning document - passed
Highlights changes

ANTIOCH
UNIVERSITY

OFFICE OF THE CHANCELLOR

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MEMORANDUM

TO: Bob Krinsky, Board of Trustees Chair
FROM: Ad Hoc Committee on By-Laws
DATE: September 15, 2000
SUBJECT: By-Laws Revisions

Attached hereto is the text of a number of proposed revisions to the Antioch University By-Laws. The ad hoc committee recommends that the Board adopt this amended version which involves changes believed to be "non-substantive" and non-controversial in nature.

The recommended deletions are shown as lined-out text; the recommended additions are shown as underlined. A short vertical line in the margin indicates where a change has been made.

Most of the recommended changes are editorial, either reflecting changes already authorized by the Trustees, or reflecting changes that support established practice. Standing Committee descriptions reflect current names and a proposed mandate.

The following issues were discussed and determined to be substantive and should be considered as such.

2.2.1 The permitted number of trustees is increased to forty, subject to a specific authorization by the Board to increase beyond the current number of thirty. The change recommended is technical in nature. It will simplify future increases of authorized trustees by enabling such to be made by board resolution instead of by amending the by-laws. Alternatively, the Board of Trustees may want to make such change by amending the by-laws after discussion at the October board meeting.

2.2.3 The Antioch University Alumni Association does not currently exist. The Board may wish to consider that issue prior to changing the by-law text. The change recommended will sanction current practice of having the College Alumni Association president serve as a voting member of the University Board of Trustees. Also raised is whether or not "constituent" trustees should be voting members of the Board.

3.4.2 The recommendation of ten affirmative votes reflects the expectation of an increased overall membership. The purpose of the provision is to have a minimum vote that might be greater than a simple majority vote when only a bare minimum quorum of trustees are present for a meeting (e.g., if only 15 trustees are in office and only 8 attend a meeting,a simple majority would permit action by as few as 5 trustees; only one-third of the total).

4.1.1 The Board has not been electing a Chair of the Executive Committee and should consider whether the Chair of the Board and the Chair of the Executive Committee ought to be the same person.

4.1.5 The ad hoc committee also considered the process by which the Board Chair appoints committee members and committee chairs. Further discussion of this may be useful at the October Board meeting.

Bob, if you concur with these changes, the By-laws will be forwarded to the Board of Trustees with the requisite memo giving notice of intent to amend the Antioch University By-laws.

Enclosure

BYLAWS
OF
ANTIOCH UNIVERSITY

ARTICLE I. NOMENCLATURE

These Bylaws shall constitute the Code of Regulations of Antioch University.

ARTICLE II. BOARD OF TRUSTEES

2.1 Members and Trustees

2.1.1 The trustees of the Corporation shall constitute the membership of the Corporation under all circumstances where action of the membership is either desirable or required by law.

2.1.2 The authority of the Corporation shall be exercised by or under the direction of its trustees.

2.2 Number of Trustees

2.2.1 The number of trustees shall be not less than fifteen and not more than ~~thirty~~ forty persons of legal majority. The number of trustees may be fixed or changed by the trustees acting as members of the Corporation, at the annual meeting of the Corporation or at any meeting called for the election of trustees, by the affirmative vote of a majority of the trustees present, if a quorum is present. Until changed, the number of authorized trustees shall be thirty. No reduction in the number of trustees shall have the effect of shortening the term of any incumbent trustee.

2.2.2 The President of the Corporation, who shall be referred to as the Chancellor of the University shall be a non-voting, ex-officio member of the Board of Trustees and shall not be included in the whole authorized number of trustees fixed pursuant to the Section 2.2.1.

2.2.3 The President of the Antioch ~~University~~ College Alumni Association (~~AUAA~~ACAA) shall be a voting, ex-officio member of the Board of Trustees; unless such President is ~~a University~~an employee of the Corporation, in which case, said position shall be filled by majority vote of the ~~AUAA~~ ACAA Board of Directors.

2.3 Election of Trustees

2.3.1 Trustees shall be elected from among those persons recommended by the ~~Nominating~~ Trusteeship Committee of the Board of Trustees. All trustees shall serve at large. Employees of ~~the University~~ the Corporation shall not be nominated or elected as trustees.

2.3.2 Trustees shall be elected for terms of three years, which shall commence on the first day of July next following their election. A trustee who has served four full three-year terms shall not be eligible for election for any term commencing within one year of the last day of such trustee's prior term, except

(1) in the case where the trustee is also elected to serve as ~~Chairperson~~Chair Designate or ~~Chairperson~~Chair- of the Board of Trustees for the ensuing year, in which event the trustee's term on the Board shall be extended automatically for so long as the trustee continues to serve as ~~Chairperson~~Chair Designate or ~~Chairperson~~Chair, and

(2) in the case where the ~~Chairperson~~Chair of the Board of Trustees completes service as Board Chair on or after serving four full three-year terms, in which event said ~~Chairperson~~Chair may be elected to serve one additional year as a member of the Board ~~and~~ as Immediate Past Chair.

2.3.3 The trustees, acting as members of the Corporation, at a meeting called for the election of trustees, by the affirmative vote of a majority of the trustees present, if a quorum is present, may classify the trustees and provide for the staggered expiration of their respective terms of office; provided, however, that such action shall not operate to shorten the term of any incumbent trustee without such person's consent.

2.3.4 The trustees shall be elected by the trustees, acting as the members of the Corporation, at the regular meeting of trustees designated as the annual meeting, or at a special meeting called for that purpose. Only persons recommended by the ~~Nominating~~ Trusteeship Committee shall be eligible for election as trustees. Those nominees receiving the greatest number of votes shall be elected.

2.4 Vacancy and Removal

2.4.1 The office of a trustee becomes vacant if such person dies or resigns. A resignation shall take effect immediately unless the trustee who is resigning shall otherwise specify.

2.4.2 A trustee may be removed from office if such person shall become unfit to discharge or shall persistently neglect the duties of trustee. The removal of a trustee shall require the affirmative vote of three-fourths of the trustees present and voting at a meeting at which a quorum is present or majority of the total authorized number of trustees, whichever shall be the greater number.

2.4.3 The remaining trustees, although less than a majority of the whole authorized number of trustees, may, by the affirmative vote of a majority of their number, fill any vacancy in the Board of Trustees for the unexpired term. A vacancy shall exist if a trustee dies, resigns, or is removed, or if the trustees, as members, enlarge the authorized number of trustees but fail to elect the additional trustees provided therefor, or fail to elect the whole authorized number of trustees.

ARTICLE III. MEETINGS - MEMBERS & TRUSTEES

3.1 Regular, Special and Annual Meetings

3.1.1 A regular meeting of the Board of Trustees shall be held during the fall, winter and spring.

3.1.2 The regular spring meeting ~~meeting held in the academic term which includes the month of May~~ shall ~~be preceded by or~~ constitute the Annual Meeting of the Corporation at which the trustees as members shall consider all appropriate matters and elect trustees.

3.1.3 Special meetings of the Board of Trustees, whether as trustees or members, may be held at any time at the call of the ~~Chairperson~~Chair of the Board of Trustees, the Executive Committee, the Chancellor of the University or any ~~Vice President~~officer authorized to act in the event of the death, disability or absence of the Chancellor. Special meetings shall also be called upon the written request of one-third (1/3) or more of the trustees in office.

3.2 Place and Method of Meeting

3.2.1 Meetings of the trustees may be held either in or out of the State of Ohio, whether they are acting as the members of the Corporation or as trustees.

3.2.2 Meetings of the trustees may be held through any type of communications equipment if all persons participating can hear each other and participation pursuant to this provision shall constitute presence of the trustee at such a meeting.

3.3 Notice and Waiver of Notice

3.3.1 Written notice of the time, place and purpose of each regular meeting of the trustees and each annual meeting of the trustees as members shall be delivered in person or mailed to each trustee not less than thirty (30) days prior to the date of such meeting.

3.3.2 Notice of the time, place and purpose of each special meeting of the Board of Trustees or the trustees as members shall be given to each trustee either in writing delivered personally, by facsimile, by U.S. Mail, or by other means or given orally by telephone or in person at least four (4) days prior to the date of such meeting.

3.3.3 Notice of the time, place and purposes of any meeting of the trustees or the trustees as members, whether required by law, or these Bylaws, may be waived in writing, either before or after the holding of such meeting, by any trustee or trustee as a member, which writing shall be filed and entered on the books of the meeting. The attendance of any trustee or trustee as a member, at any meeting, without protesting prior to or at the commencement of such meeting, the lack of proper notice shall be deemed to be a waiver by such trustee of such notice.

3.4 Quorum and Vote

3.4.1 A majority of the trustees in office shall constitute a quorum for the transaction of business at any meeting of the trustees or of the trustees as members of the Corporation, except the adjournment of the meeting. The majority of the trustees in office shall constitute a quorum for filling a vacancy in the Board of Trustees.

3.4.2 The affirmative vote of a majority of the trustees present and voting at a meeting at which a quorum is present, but in no event fewer than ~~seven (7),~~ten (10) shall be sufficient to constitute or authorize the action of the Board of Trustees or of the members as the case may be, which was voted upon; provided, however, a greater or lesser vote may be required by the Amended Articles of Incorporation or these Bylaws and, in such instance, such greater or lesser vote shall be necessary or sufficient.

3.5 Action in Writing Without a Meeting

3.5.1 If the trustees are acting as members of the Corporation and if the proposed actions have been distributed to all trustees, any action which may be authorized or taken at a meeting of the trustees as members may be authorized or taken without a meeting with the written affirmative vote or approval of not less than a majority of the trustees who would be entitled to notice of a meeting for such purpose, unless the Amended Articles of Incorporation or these Bylaws require a greater affirmative vote in which case the greater vote shall be necessary.

3.5.2 Any action which may be authorized or taken at a meeting of the trustees may be authorized or taken without a meeting with the written affirmative vote or approval of all of the trustees who would be entitled to notice of a meeting for such purposes.

3.5.3 Written action by the trustees or by the trustees as members may be in one or more writings; and each writing or separate writings affixed together shall be filed with or entered upon the records of the Corporation.

ARTICLE IV. COMMITTEES

4.1 Authorization of Committees

4.1.1 The Board of Trustees shall annually appoint five or more of its members to act as an Executive Committee to which shall be committed, during the intervals between the meetings of the Board of Trustees, the general control, management and regulation of all matters pertaining to the Corporation. The Board of Trustees shall elect one of the persons so appointed as ~~Chairperson~~Chair of the Executive Committee. The Chancellor of the University shall be an ex-officio, non-voting member of the Executive Committee. The minutes of the meetings of the Executive Committee shall be distributed promptly after each meeting to each member of the Board of Trustees. At each meeting of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported.

4.1.2 Committees shall exist at the pleasure of the Board of Trustees. Members of the committees shall serve at the pleasure of the Chair of the Board of Trustees

4.1.~~2~~3 The Board of Trustees shall have the following standing committees whose responsibilities shall be:

(1) ~~Nominating~~Trusteeship Committee: The ~~Nominating~~ TrusteeshipCommittee shall present to the Board all nominations for election to the Board of Trustees, for appointment to the Executive Committee, and for election as ~~Chairperson~~Chair, Vice-~~Chairperson~~Chair, Treasurer, Secretary and such other officers and assistant officers as the Board deems necessary. At least annually, the ~~Nominating~~Trusteeship Committee shall invite each trustee, administrative officer and the Antioch ~~University~~ College Alumni Association to solicit and submit for consideration of the ~~Nominating~~Trusteeship Committee names of persons believed to be qualified to serve as trustees. The ~~Nominating~~Trusteeship Committee shall attempt to secure as nominees for trustees those persons with demonstrated interests in and commitment to the

Corporation and its purposes.

(2) Finance/~~Audit~~ Committee: The Finance/~~Audit~~ Committee shall review annual operating and capital budgets and make recommendations with respect thereto to the Board of Trustees. It shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board of Trustees or Executive Committee. It shall also recommend to the Board of Trustees or to the Executive Committee the policies to be employed in the investment of funds and in the acquisition or disposition of assets of the Corporation. The Chair may appoint an Investment Sub-Committee for this purpose. Additionally, it shall periodically review the financial control and accounting systems of the Corporation and recommend any changes it deems appropriate. It shall cause to be prepared and submitted to the Board of Trustees at least once a year an audited statement of the financial condition of the Corporation. The Treasurer of the Corporation shall serve as ~~Chairperson~~Chair of the Finance~~/Audit~~ Committee. It shall annually review the performance and compensation of the officers of the Corporation and report to the Board of Trustees any recommendations for adjusting their compensation.

~~3. Personnel/Compensation Committee: The Personnel/Compensation Committee shall review policy matters affecting employees of the Corporation. It shall recommend to the Board of Trustees those employees to be considered for tenure or emeritus status. It shall annually review the performance and compensation of the officers of the Corporation and report to the Board of Trustees any recommendations for adjusting their compensation.~~

(3) Educational Affairs Committee: The Educational Affairs Committee shall, in consultation with the Chancellor and other academic officers of the Corporation, study and appraise the quality of the academic program, formulate enrollment goals and recommend adoption of appropriate policies or directives by the Board of Trustees. It shall recommend new program degrees for approval. It shall recommend to the Board of Trustees those employees to be considered for tenure or emeritus status

(4) Development~~/Communications~~ Committee~~:~~ The Development~~/Communications~~ Committee shall consider matters relating to the development of the University and shall recommend to the Board of Trustees, policies and programs concerning ~~public~~ constituent and community relations and all fund-raising activities for annual support and capital development. The Committee shall consider and may recommend for

approval by the Board of Trustees~~,~~ all fund-raising campaigns on behalf of the University.

(5) ~~Property~~ Physical Facilities Committee: The ~~Property~~ Physical Facilities Committee shall review all proposed acquisitions, dispositions, and capital improvements to the physical assets of the University ~~comprising the plant fund and~~ and proposed facility leases and recommend appropriate action to the Board of Trustees with respect thereto. The ~~Property~~ Physical Facilities Committee shall also undertake such other functions pertaining to the University's physical plant, including its leased facilities, as the ~~Chairperson~~Chair of the Board of Trustees ~~shall~~ may from time to time request.

~~7. Student Life Committee: The Student Life Committee shall review matters affecting students of the University. It shall recommend to the Board of Trustees the adoption of appropriate policies, directives and programs concerning students and student life.~~

~~8. Admissions Committee: The Admissions Committee shall review matters affecting the recruitment and retention of students at all campuses of the University. It shall recommend to the Board of Trustees the adoption of appropriate admissions policies, directives and programs.~~

(6) Campus Committees: Each campus of the University shall have a campus committee to review matters pertaining to the recruitment, admission and retention of students and other matters affecting student life. Campus committees will recommend to the Board of Trustees for adoption appropriate policies, directives and programs concerning the recruitment and admission of students and other matters affecting student life on their respective campuses.

4.1.~~3~~4 The Board of Trustees may authorize additional standing committees and special committees. ~~The Chairperson of the Board shall appoint three or more of the trustees to serve on each standing or special committee.~~ The Board of Trustees may delegate powers in addition to those granted by these Bylaws to be exercised by each such committee under the control and direction of the Board. Each committee shall report directly to the Board and shall not act to bind the Board except as specifically empowered by the Board pursuant to this provision.

4.1.~~4~~5 The Chair of the Board shall appoint three or more of the trustees to serve on each standing or special committee. The ~~Chairperson~~Chair of the Board of Trustees shall appoint one person from among the trustees appointed to each standing or special committee to serve as ~~Chairperson~~Chair of the committee.

~~4.1.5 Committees shall exist at the pleasure of the Board of Trustees. Members of the committees shall serve at the pleasure of the Chairperson of the Board of Trustees.~~

4.2 Committee Meetings, Quorum & Vote

4.2.1 Meetings of the Executive Committee or any standing or special committee shall be held pursuant to the call of the ~~Chairperson~~Chair of the Board, the ~~Chairperson~~Chair of the Executive Committee or the ~~Chairperson~~Chair of the standing or special committee with respect only to the meeting of the particular committee which such person chairs or at the request of any two members of the committee.

4.2.2 Meetings of a committee may be held either in or out of the State of Ohio. Notice of any committee meeting shall be given either in a writing delivered personally or by mail or orally by telephone or in person at least 48 hours prior to any such meetings. Such notice may be waived by any committee member either before, after or at such meeting in writing or by attendance at or by participation in any meeting without protest prior to or at the commencement of such meeting.

4.2.3 Meetings of any committee may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this section constitutes presence at a meeting.

4.2.4 The presence of a majority of the members appointed to a committee shall constitute a quorum for the transaction of business. At any meeting at which a quorum is present, the affirmative vote of a majority of the trustees present shall be necessary to authorize or to take the action upon which the vote is taken, unless the Amended Articles of Incorporation or these Bylaws require a greater or lesser vote in which case such greater or lesser vote shall be necessary or sufficient.

4.2.5 Minutes of all committee proceedings shall be kept and regularly recorded in the records of the Corporation.

4.3 Action in Writing Without a Meeting

4.3.1 Any action which may be authorized or taken at a meeting of the Executive Committee or any standing or special committee of the Board of Trustees may be authorized or taken without a meeting with the written affirmative vote and approval of all the members of such committee who would be entitled to notice of a meeting for such purpose; provided, however, that the writing or writings so signed shall be filed with or entered on the records of the committee and the Corporation.

ARTICLE V. OFFICERS

5.1 General Provisions

5.1.1 The Board of Trustees shall elect a ~~Chairperson~~Chair unless during the immediately preceding calendar year it has elected a ~~Chairperson~~Chair Designate, in which case the ~~Chairperson~~Chair Designate shall become ~~Chairperson~~Chair without further action of the Board of Trustees on July 1 of the calendar year following his or her election as ~~Chairperson~~Chair Designate. The Board of Trustees shall also elect a Vice ~~Chairperson~~Chair, a Treasurer, a Secretary, a President of the University and the Corporation, who shall be referred to as the Chancellor of the University, one vice president for each of the University's campuses (as designated by the Board of Trustees), and such other officers and assistant officers as the Board may from time to time deem necessary.

5.1.2 The ~~Chairperson~~Chair, Vice-~~Chairperson~~Chair, ~~and~~ Treasurer and Secretary shall be trustees. Other officers need not be trustees; the Chancellor of the University and President of the Corporation shall be a member of the trustees, ex-officio and without vote.

5.1.3 The officers of the Corporation, except for the Chancellor for whom provision is hereafter made, shall be elected by majority vote at a regular or special meeting of the Board of Trustees at which a quorum is present to serve at the pleasure of the Board for indefinite terms. The Chancellor shall be elected by the affirmative vote of ~~the greater of (1)~~ two-thirds of the number of trustees who are duly elected, qualified and serving at the time of the election~~, or (2) thirteen trustees~~, to serve at the pleasure of the Board.

5.1.4 Any officer, except the Chancellor, may be removed, with or without cause, by the majority vote at a regular or special meeting of the Board of Trustees at which a quorum is present; provided, however, that such removal shall not impair the contract rights of such person. The Chancellor may only be removed, with or without cause, upon the affirmative vote of a majority of the trustees who are duly elected, qualified and serving at the time of the removal action at a meeting called solely or partially for the purpose of considering such removal upon thirty (30) days' written notice to the Chancellor and to all members of the Board. Removal of the Chancellor shall not impair the contract rights of such person.

5.1.5 If any office of the Corporation except the office of Chancellor becomes vacant due to the death, resignation or removal of the incumbent, the Board of Trustees may fill such vacancy at any regular or special meeting called for such purpose. If the office of Chancellor becomes vacant because of disability, removal or resignation, the Executive Committee shall forthwith name an Acting Chancellor to serve pending the election of a successor. Until the Executive Committee so acts, the powers and duties of the Chancellor shall devolve on the

~~Chairperson~~Chair of the Board, who shall retain his voting rights on the Board while acting as Chancellor. In the event of a vacancy in the office of Chancellor, a Chancellor ~~Chancellor's Nominating~~Search Committee, representative of the University, shall be appointed by the Board of Trustees.

5.1.6 The officers shall have such authority and perform such duties, as between themselves and the Corporation, as are customarily incident to their respective offices, as may be more particularly defined in these Bylaws and as may be determined by the Board of Trustees.

5.1.7 The officers may receive reasonable compensation as determined by the affirmative vote of a majority of the trustees present at a meeting at which a quorum is present acting upon the recommendation of the ~~Personnel/Compensation~~Finance Committee.

5.2 ~~Chairperson~~Chair and Vice-~~Chairperson~~Chair of the Board

5.2.1 The ~~Chairperson~~Chair of the Board shall preside at all meetings of the Board of Trustees and shall discharge other duties as authorized by the Board of Trustees.

5.2.2 The Vice-~~Chairperson~~Chair of the Board shall preside at all meetings of the Board of Trustees when the ~~Chairperson~~Chair is absent and shall discharge such other duties as authorized by the Board of Trustees.

5.2.3 The ~~Chairperson~~Chair Designate of the Board shall assist the ~~Chairperson~~Chair of the Board as requested and shall discharge other duties as authorized by the Board of Trustees.

5.3 President of the Corporation and Chancellor of the University

5.3.1 The President of the Corporation and Chancellor of the University, who shall be referred to as the Chancellor of the University, shall be the chief executive officer of the Corporation and shall perform the duties appertaining to that station. He or she shall have the charge and general management of the University administration subject to the direction of the Board of Trustees. The Chancellor shall recommend to the Board policies and plans and shall monitor the implementation of all Board policies. The Chancellor shall chair the University Leadership Council (ULC) and shall perform such other duties as the Board from time to time may prescribe.

5.4 Treasurer

5.4.1 The Treasurer shall monitor the Corporation's financial operations and report to the Board.

5.5 Secretary

5.5.1 The Secretary shall keep the minutes of the Board and of the Executive Committee, and perform such other duties as the Board may prescribe.

5.6 Vice President of the Corporation and President of Antioch College

5.6.1 The Vice President of the Corporation and President of Antioch College, who shall be referred to as the President of Antioch College, shall be the chief executive officer of the University's campus designated as Antioch College. The President, in collaboration with the Chancellor, shall perform the duties appertaining to that station. The President shall have the charge and general management of Antioch College subject to the direction of the Board of Trustees. The President shall serve as a member of the ULC and shall perform such other duties as the Board from time to time may prescribe.

5.7 Vice President of the Corporation and President of the Antioch New England Graduate School

5.7.1 The Vice President of the Corporation and President of the Antioch New England Graduate School, who shall be referred to as the President of the Antioch New England Graduate School, shall be the chief executive officer of the University's campus designated as the Antioch New England Graduate School. ~~The~~ ,The President, in collaboration with the Chancellor, shall perform the duties appertaining to that station. The President shall have the charge and general management of the Antioch New England Graduate School subject to the direction of the Board of Trustees. The President shall serve as a member of the ULC and shall perform such other duties as the Board from time to time may prescribe.

5.8 Vice President of the Corporation and President of Antioch Seattle

5.8.1 The Vice President of the Corporation and President of Antioch Seattle, who shall be referred to as the President of Antioch Seattle, shall be the chief executive officer of the University's campus designated as Antioch Seattle. The President, in collaboration with the Chancellor, shall perform the duties appertaining to that station. The President shall have the charge and general management of Antioch Seattle subject to the direction of the Board of Trustees. The President shall serve as a member of the ULC and shall perform such other duties as the Board from time to time may prescribe.

5.9 Vice President of the Corporation and President of Antioch Southern California

5.9.1 The Vice President of the Corporation and President of Antioch Southern

California, who shall be referred to as the President of Antioch Southern California, shall be the chief executive officer of the University's campus designated as Antioch Southern California. The President, in collaboration with the Chancellor, shall perform the duties appertaining to that station. The President shall have the charge and general management of Antioch Southern California subject to the direction of the Board of Trustees. The President shall serve as a member of the ULC and shall perform such other duties as the Board from time to time may prescribe.

5.10 Vice President of the Corporation and President of the McGregor School

5.10.1 The Vice President of the Corporation and President of the McGregor School, who shall be referred to as the President of the McGregor School, shall be the chief executive officer of the University's campus designated as the McGregor School. The President, in collaboration with the Chancellor, shall perform the duties appertaining to that station. The President shall have the charge and general management of the McGregor School subject to the direction of the Board of Trustees. The President shall serve as a member of the ULC and shall perform such other duties as the Board from time to time may prescribe.

ARTICLE VI. UNIVERSITY LEADERSHIP COUNCIL

6.1 University Leadership Council

6.1.1 The University Leadership Council (ULC) shall be composed of the Chancellor, the Chief ~~Fiscal~~ Financial Officer of the University, the President of each of the campuses of the University and such other administrative employees of the University as the Board or the Chancellor may from time to time deem necessary.

6.1.2 The ULC shall consider all significant administrative matters and shall recommend to the Chancellor those policies which it believes are necessary or desirable for the proper functioning of the University, for submission by the Chancellor to the Board of Trustees.

ARTICLE VII. CONFLICTS OF INTEREST - TRUSTEE STANDARD OF CARE

7.1 Conflicts of Interest

7.1.1 A trustee shall abide by the Conflicts of Interest Policy for Trustees and Officers adopted by the Board, as it may from time to time be amended.

7.1.~~1~~2 No contract or transaction is void or voidable with respect to the Corporation because the contract or transaction is between the Corporation and one or more of the Corporation's trustees or officers, or between the Corporation and any other person in which one or more of the Corporation's trustees are directors, trustees or officers, or in which one or more of the Corporation's trustees or officers have a financial or personal interest; or because one or more interested trustees or officers participate in or vote at the meeting of the trustees or a committee of the trustees that authorizes the contract or transaction, if ~~the material facts as to any such interested trustee's relationship or interest and as to the contract or transaction are disclosed or are known to the trustees or the committee, and the trustees or committee, in good faith reasonably justified by the material facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested trustees, even though the disinterested trustees constitute less than a quorum~~ it is approved in accordance with the Conflicts of Interest Policy for Trustees and Officers adopted by the Board, as it may from time to time be amended.

~~7.1.2 Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the trustees or of a committee of the trustees that authorizes the contract or transaction.~~

7.2 Trustee Standard of Care

7.2.1 A trustee shall perform the duties of a trustee, including the duties as a member of any committee of the trustees upon which such trustee may serve, in good faith, in a matter such trustee reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of trustee, such person is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, that are prepared or presented by (1) one or more trustees, officers, or employees of the Corporation whom the trustee reasonably believes are reliable and competent in the matters prepared or presented; (2) counsel, public accountants, or other persons as to matters that the trustee reasonably believes are within the person's professional or expert competence; and (3) a committee of the trustees upon which such trustee does not serve, duly established in accordance with the provision of the Bylaws, as to matters within its designated authority, which committee the trustees reasonably believe to merit confidence.

7.2.2 A trustee shall not be considered to be acting in good faith if such trustee has knowledge concerning the matter in question that would cause reliance on information, opinions, reports or statements that are prepared or presented by the persons described in Section 7.2.1 of these Bylaws to be unwarranted.

ARTICLE VIII. AMENDMENT AND FORMER BYLAWS

8.1 Amendments

8.1.1 These Bylaws may be amended by the affirmative vote of a majority present and acting at any meeting of the trustees acting as members of the Corporation if a quorum is present providing that the notice for such meeting shall state the purpose of such meeting, shall include the substance of the proposed amendments and shall be mailed or personally delivered to each trustee at least ten (10) days before the meeting.

8.1.2 The Bylaws also may be amended by the written affirmative vote and approval of a majority of the whole number of trustees, without a meeting, pursuant to Section 3.5 of these Bylaws.

8.2 Former Bylaws

8.2.1 These Bylaws supersede any bylaws and any amendments thereto previously adopted.

* * * * *

ADOPTED: October 25, 1980

1st Amendment:	February 5, 1983; Section 2.3.2; Section 4.1.2
2nd Amendment:	June 11, 1983; Section 2.2.3; Section 2.3.2
3rd Amendment:	October 15, 1983; Section 2.2.3
4th Amendment:	October 18, 1985; Section 4.1.2
5th Amendment:	June 20, 1986; Section 2.3.2; Section 5.1.5; Section 5.2.3
6th Amendment:	June 19, 1987; Section 2.2.1
7th Amendment:	February 13, 1988; Section 2.2.1; Section 2.2.3
8th Amendment:	June 24, 1988; Section 2.3.2
9th Amendment:	October 21, 1988; Section 5.1.4
10th Amendment:	June 10, 1989, Section 4.1.2(7)
11th Amendment:	October 21, 1989; Section 2.4.2
12th Amendment:	February 8, 1992; Section 2.3.2; Section 4.1.2.7; Section 4.1.2.8
13th Amendment:	October 23, 1993, EFFECTIVE JULY 1, 1994; Section 2.2.2; Section 3.1.3; Section 4.1.1; Section 4.1.2.4; Section 5.1.1; Section 5.1.2; Section 5.1.3; Section 5.1.4; Section 5.1.5; Section 5.3.1; Section 5.6.1; Section 5.7.1; Section 5.8.1; Section 5.9.1; Section 5.10.1; Section 6.1.1; Section 6.1.2; Section 7.1.1; Section 7.1.2; Section 7.2.1; Section 7.2.2; Section 8.1.1; Section 8.1.2; Section 8.2.1
14th Amendment:	June 8, 1996, EFFECTIVE JULY 1, 1996: Article VI (and all other appropriate sections) University Policy Council (UPC) changed to University Leadership Council.

15th Amendment: June 8, 1996, EFFECTIVE JULY 1, 1996:

Article II, Section 2.3.2 re term of office for ~~Chairperson~~Chair and ~~Chairperson~~Chair Designate; including provision for Immediate Past Chair.

16th Amendment: October 19, 1996: Section 3.3 re Notice of Meetings.

17th Amendment: February 7, 1998

Section 5.7, 5.7.1, 5.8, 5.8.1, 5.9, 5.9.1, 5.10, 5.10.1, 6.1.1 re redesignation of "Provosts" to "Presidents".

18th Amendment:

(Revised 10/17/00~~7-2-98~~)