



**Council of Trustees
Bylaws & Regulations**



Pennsylvania State System of Higher Education

Council of Trustees Bylaws and Regulations

(Revised October 2009)

Whereas, the Council of Trustees of Kutztown 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, 24 P.S. 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 Kutztown University of Pennsylvania, this 26th day of October 1989, does hereby enact and establish the following bylaws.

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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 recommendation to the Chancellor for submission to the Board.

ARTICLE II - MEMBERSHIP

(Reference Act 188, Section 20-2008-A, 1982)

Section I. Council of Trustees: The Council of Trustees shall consist of 11 members who shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least two members of the 11-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 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 (s)he is a full-time undergraduate student in attendance at the institution of which (s)he 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. Student members of the Council of Trustees shall be appointed by the Governor and shall not be subject to Senate confirmation.

ARTICLE III - MEETINGS

Section I. Regular Meetings: A regular meeting of the Council of Trustees shall be held not less than six times each year. The schedule of meetings shall be formulated at the beginning of each academic year and advertised in accordance with Sunshine Act, Act of July 3, 1986, P.L. 388, No. 84, 65 P.S. 271 et seq.

Section II. Annual Meeting: The annual meeting of the Council of Trustees shall be the last regular meeting of the academic year. At this meeting the officers of the Council of Trustees for the next year shall be elected. Those elected shall take office July 1.

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 this meeting shall be in accordance with Sunshine Act, Act of July 3, 1986, P.L. 388, No. 84, 65 P.S. 271 et seq.

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 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 following each meeting of the Council.

Section VII. Order of Business: The order of business at the regular meetings of the Council of Trustees or at the meetings of the Executive Committee unless changed by unanimous consent of those present shall be as follows:

1. Approval of the minutes of the previous meeting of the Council of Trustees or of the Executive Committee
2. Recording of attendance by the Secretary
3. Report of the Chairperson of the Council
4. Report of the President
5. Committee reports
6. Old business
7. New business
8. Adjournment

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 at the annual meeting of the Council each year 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 at least two meetings prior to the annual meeting. 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 Chairperson, Vice Chairperson, Secretary, and Immediate Past Chairperson of the Council. 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 such actions of this committee shall be official; however, they will be subject to ratification of the Council at the next regular Council meeting.

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

1. **Council Committee on Academic and Student Affairs**

Purpose: To keep Trustees informed about academic and student affairs programs and activities, and to review and approve new programs and/or new or renewal of articulation agreements, if and when appropriate.

Function:

- a. To examine and discuss the University's academic and student affairs activities and programs, as well as supporting policies.
- b. To review the process of periodic program evaluation and accreditation.
- c.
- d. To review, provide input into the planning process, and present to the Council for consideration the University's strategic plan.

Ex-officio, nonvoting members are Provost & Vice President for Academic Affairs, and Vice President for Student Services and Campus Life.

2. **Council Committee on Finance, Property and Audit**

Purpose: To assist the Council of Trustees in fulfilling its responsibility for the oversight of the quality and integrity of the accounting, auditing, and reporting practices of the University.

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 fee additions/changes or 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.
- d. To review current financial operations through examination of financial reports.

Ex-officio, nonvoting member is Vice President for Administration and Finance.

3. **Council Committee on Human Diversity**

Purpose: To enhance the Trustees' awareness and support of and participation in the Kutztown University commitment to Human Diversity.

Function:

- a. To review and discuss the University's diversity programs, services, and activities that support the recruitment and retention of social equity group members. (These groups are primarily identified by race, ethnicity, cultural, gender, ability and sexual orientation.)
- b. To provide input into the planning process and the on-going development of services to ensure access, and equal opportunity for people historically underrepresented at Kutztown University.
- c. To continue to support and enhance the development of appropriate strategies to obtain the goals of the programs.
- d. To facilitate communication between and among other appropriate Council committees in their respective oversight roles relating to the mission and vision of Human Diversity.

Ex-officio, nonvoting member is Associate Vice President for Equity and Compliance.

This committee will not meet on a regular basis. The committee chair will present a report to the Council on the annual meeting, and will present updates as necessary.

4. **Council Committee on University Relations and Development**

Purpose: To inform Trustees about the university activities in public relations and community affairs and to provide a vehicle to enhance the Trustee participation in University fundraising through the Kutztown University Foundation and related development activities.

Function:

- a. To review, discuss, and make recommendations regarding the University's public relations/community affairs and fundraising plans and policies.
- b. To develop strategy for Trustees participation in activities to enhance the university's image, strengthen town-gown and community relationships and to provide input into the fund-raising goals and activities.
- c. To join other appropriate council committees in analysis, development and support of academic/student affairs, fiscal and facilities planning, and to develop strategies that will increase alumni, university employee, Trustees, and general citizen participation in the fiscal support of Kutztown University.

Ex-officio, nonvoting member is Vice President for University Advancement.

This committee will not meet on a regular basis. The committee Chair will present a report to the Council on the annual meeting, and will present updates as necessary.

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. When acting for the Council, the President is expected to adhere faithfully to the Council's policies.

ARTICLE VIII - RULES AND REGULATIONS

Section I. Certified Copy of Minutes: A certified 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, Act of July 3, 1986, P.L. 388, No. 84, 65 P.S. 271 et seq.

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 prior to the next regular meeting at which the vote on the changed bylaws shall be taken.

Approved by the Council of Trustees - 10/26/89

Revised by the Council of Trustees - 3/14/91

Revised by the Council of Trustees - 1/28/99

Revised by the Council of Trustees – 1/30/2003

Revised by the Council of Trustees -11/02/2006

Revised by the Council of Trustees – 10/29/2009

