

**APPENDIX A**

Bylaws  
of the  
Board of Governors

October 10, 2014

**BYLAWS**  
**BOARD OF GOVERNORS**  
**TRUMAN STATE UNIVERSITY**

ARTICLE I. GENERAL PROVISIONS.

Section 1. University. The term “University” refers to Truman State University, a public corporation, organized and existing under the provisions of Chapters 172 and 174, Revised Statutes of Missouri.

Section 2. Board of Governors. The term “Board” or “Board of Governors” refers to the governing board of the University and is composed of the governors duly appointed and qualified under the provisions of Sections 174.600 through 174.630, Revised Statutes of Missouri. Seven of the ten governors are voting members and three are nonvoting members of the Board.

Section 3. Chair of the Board. The term “Chair of the Board” refers to the governor who is duly elected or acting chair of the Board of Governors.

Section 4. President of the University. The term “President” or “President of the University” refers to the duly appointed or acting President of the University, who shall be the chief executive and academic officer of the University.

Section 5. Officers and Employees. The officers of the University shall be the President, the Executive Vice President for Academic Affairs and Provost, the General Counsel, and the Treasurer (or Treasurers), and such officers shall be appointed by the Board of Governors, except that the Executive Vice President for Academic Affairs and Provost shall be appointed by the President of the University. The appointments of all officers and employees of the University, although made for administrative or fiscal purposes for a specific term, may be terminated by the Board of Governors at any time at the pleasure of the Board of Governors. Provided, however, any termination shall be held without prejudice to the contract rights, if any, of the person whose appointment is terminated.

ARTICLE II. MEETINGS OF THE BOARD OF GOVERNORS.

Section 1. Annual Meeting. The first regular meeting of the Board of Governors held after January 1st in each year shall be deemed to be the annual meeting of the Board of Governors and shall be held on such date in January, February, or March as selected each year by the Board.

Section 2. Regular Meetings. The Board of Governors shall hold regular meetings at the times and places selected each year by the Board. The time and place of a regular meeting may be changed by action of the Board.

Section 3. Special Meetings. A special meeting of the Board of Governors may be called at any time by the Chair of the Board, or in case of his or her absence, disability or refusal to act, by the joint action of three voting members. At least three days' notice of the time and place of each such meeting shall be given by letter, telegram, or telefax mailed or sent to each governor at his or her address on file with the Secretary of the Board. Such notice may be waived by the governors in writing, and attendance by a governor at a special meeting shall be deemed to be such a waiver. Only those matters specified in the call for a special meeting may be the subject of official action at such special meeting, except by unanimous consent of all voting members then in office.

Section 4. Adjourned Meetings. Meetings may be adjourned by the Board of Governors to a different time and place. 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. Quorum. Four voting members of the Board of Governors shall constitute a quorum for the transaction of any and all business of the Board.

Section 6. Action of the Board. Any action by the Board of Governors may be taken by the majority vote of the voting members present at any meeting of the Board when a quorum is present, unless otherwise specifically provided in these bylaws.

Section 7. Minutes. The Secretary of the Board shall keep the minutes of the meetings of the Board of Governors in which shall be recorded the vote on all motions or resolutions coming before the Board. The ayes and nays of the respective voting members shall be entered in the minutes for all actions in which there are dissenting votes.

Section 8. Parliamentary Procedure. Robert's Rules of Order shall be used as guidelines for the conduct of meetings. On questions of parliamentary procedure, a ruling by the Chair of the Board shall prevail.

Section 9. Individual Attendance Policy.

- A. The Board of Governors recognizes that regular attendance and full participation in Board meetings is vital to the well being of the University. Each member of the Board is expected to attend all Board meetings in their entirety unless excused by the Board or by the Chair of the Board of Governors.
- B. If any member is absent from all or a portion of two consecutive meetings without having been excused by the Board or the Chair of the Board of Governors, then the office of such Board member shall be declared vacant by the Chair of the Board of Governors. The Chair of the Board of Governors shall notify the Governor of Missouri of any vacancy which occurs under these Bylaws or under any other provision of Missouri law within 30 days of such vacancy.

### ARTICLE III. OFFICERS OF THE BOARD OF GOVERNORS.

Section 1. Chair of the Board. The Board of Governors shall elect from its voting members at the annual meeting a Chair of the Board of Governors who shall hold office for a term of one year or until a successor has been elected. The Chair of the Board shall serve as presiding officer for the Board of Governors and shall carry out such duties as may be delegated to him or her by the Board.

Section 2. Vice Chair of the Board. The Board of Governors shall elect from its voting members at the annual meeting a Vice Chair of the Board of Governors who shall hold office 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 his or her absence or inability to serve for any reason.

Section 3. Secretary of the Board. The Board of Governors shall elect from its voting members at the annual meeting a Secretary of the Board of Governors who shall hold office for a term of one year or until a successor has been elected. The Secretary of the Board shall keep the minutes of the meetings of the Board of Governors, shall be the official custodian of the seal of the University, and shall have such other duties as may be fixed by the Board. The Board may appoint and define the duties of such assistant secretaries of the Board of Governors as it deems desirable.

Section 4. Treasurers. The Board of Governors shall appoint one or more treasurers as the Board may deem necessary and desirable and shall fix their duties and responsibilities. The treasurers shall be covered by the indemnity bond purchased by the State of Missouri for treasurers of the public colleges and universities. The treasurers shall serve under the direction of and at the pleasure of the Board.

Section 5. General Counsel. The General Counsel shall be the chief legal officer of the University and shall be appointed by the Board of Governors to serve at the pleasure of the Board. The General Counsel shall have such duties and responsibilities as may be assigned by the Board of Governors.

Section 6. Vacancies. A vacancy in any of the offices elected or appointed by the Board of Governors may be filled by the Board for the unexpired term.

Section 7. Terms of Office. The Chair, Vice Chair, and Secretary of the Board of Governors, elected at the annual meeting of the Board in December of each year, shall take office for a term of one year commencing at the first regular meeting of the calendar year. The Treasurer (or Treasurers) and the General Counsel, appointed at a regular meeting of the Board in February, March, or April of each year, shall take office for a term of one year on the first day of July following such election. All officers, although elected or appointed for a specific term, shall hold their offices at the pleasure of the Board.

Source: Resolution of the Board dated October 26, 2007

#### ARTICLE IV. COMMITTEES OF THE BOARD OF GOVERNORS.

Section 1. Appointment of Committees. The Chair of the Board may appoint, subject to approval of the Board, standing or special committees from time-to-time and delegate to the committees such authority as the

Board may deem appropriate to carry out the objects of the committees. Membership on such committees need not be limited to members of the Board.

Section 2. Authority of Committees. So much of the authority of the Board of Governors as the voting members deem necessary may be delegated to committees appointed by the Board, provided such delegation of powers is given by recorded action of the Board. Absent such specific delegation of authority, committees shall only have the authority to review matters and report to the full Board of Governors.

Section 3. Voting. Committees need not take formal votes on their proceedings except when acting in accordance with a specific grant of authority from the Board of Governors. In such cases, only members of the committee who have voting authority on the Board of Governors may vote on a committee issue. Otherwise, the committee's function is to facilitate Board of Governors meetings by engaging in fact finding and by reporting their discussions to the full Board of Governors.

Resolution Source: Resolution of the Board dated August 3, 2013

#### ARTICLE V. PRESIDENT OF THE UNIVERSITY.

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

Section 2. Attendance at Board Meetings. The President of the University, so far as duties may permit, shall attend all meetings of the Board of Governors, but may be excused from such meetings by the Board.

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

Section 4. Duties and Responsibilities. The President of the University, as the chief academic officer of the University, shall be responsible to the Board of Governors for the academic programs of the University; the procurement of faculty and staff; the establishment and maintenance 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. The President of the University, as the chief executive officer of the University, shall be responsible to the Board of Governors for fiscal, business, and public relation activities of the University; the procurement of staff; the organization and operation of administrative departments; the custody and maintenance of records; and the development and continuation of positive relations with constituent groups.

Section 5. Meetings of the Faculty. The President of the University, as the chief academic officer of the University, shall have the right to preside and vote at any faculty meeting.

Section 6. Appointment of Committees. The President of the University may appoint committees of faculty, staff, and/or student members as he or she deems appropriate.

#### ARTICLE VI. REPEAL OR AMENDMENT OF BYLAWS.

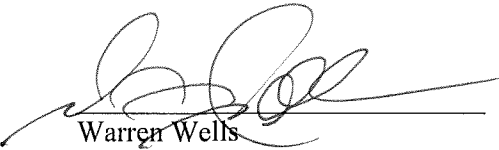
These bylaws may be altered, amended, or repealed and new bylaws adopted, at any regular meeting of the Board of Governors or at any special meeting of the Board called for such purpose, at which a quorum is present, if a majority of all voting members then in office vote for such change. Provided, however, that proper notice of such action to change the bylaws shall be given in writing not less than seven or more than thirty days before such meeting and shall set forth such proposed alteration, amendment, or new bylaws.

Source: Resolution of the Board dated February 17, 2007, pertains to titles "Chair" and "Vice Chair"

#### CERTIFICATION OF ADOPTION

I hereby certify that the above and foregoing bylaws are a true and correct copy of the bylaws as originally adopted at a meeting of the Board of Governors for Northeast Missouri State University now Truman State University duly held on the 21<sup>st</sup> day of June 1991, and as subsequently amended by the Board of Governors prior to October 10, 2014.

Dated this 10<sup>th</sup> day of October, 2014.

  
Warren Wells  
General Counsel

October 10, 2014