

## **Bylaws**

### **Board of Trustees of Austin Peay State University**

**Amended March 18, 2022**

#### **Article I. Governance**

The Board of Trustees is vested by the laws of the State of Tennessee with control of the governance and management of Austin Peay State University, subject to certain powers and duties maintained by the Tennessee Higher Education Commission.

#### **Article II. Purpose of Bylaws**

The Board adopts these Bylaws in order to establish rules for the organization and conduct of its business, as required by Tennessee Code Annotated § 49-8-201. The Bylaws are intended to establish its governance structure and to define the duties, authority limits and operating procedures for the Board and its Trustees. As the University's governing authority, the Board's Bylaws and Policies shall take precedence over any other administrative policies, guidelines, and procedures of the University. Although the Board is empowered to govern and set policy for the University, the Board's focus is one of oversight and direction. The Board entrusts responsibility for the execution of Board policy and the administration of the University to the President and responsibility for the conduct of teaching and research to the University faculty through the President.

#### **Article III. Board of Trustees**

##### **Section 1. Powers and Duties**

The Board has been conferred by the laws of the State of Tennessee with the necessary powers and duty to accomplish the following:

- A. Determine the mission of the University and ensure that the mission is kept current and aligned with the goals of Tennessee's master plan for public higher education through regular periodic review every three years; furthermore, events such as, but not limited to, the appointment of a new president or a change in the highest or lowest degree level offered at the University may trigger an automatic Board review of the University mission;
- B. Select and employ the chief executive officer of the University and to confirm the appointment of administrative personnel, faculty, and other employees of the University and their salaries and terms of office;

- C. Prescribe curricula and requirements for diplomas and degrees in cooperation with other state university boards in the interest of maintaining alignment across state higher education;
- D. Approve the operating budgets and set the fiscal policies for the University and its programs;
- E. Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
- F. Grant tenure to eligible members of the faculty upon the recommendation of the President;
- G. Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
- H. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor;
- I. Purchase land subject to the terms and conditions of state regulations, condemn land, erect buildings, and equip buildings for the University subject to the requirements of the State Building Commission and the terms and conditions of legislative appropriations;
- J. Provide insight and guidance to the University's strategic direction and charge the President with leading the strategic planning process;
- K. Ensure the University's fiscal integrity; oversee the University's financial resources and other assets; review and approve annual University budgets; and preserve and protect the University's assets for posterity;
- L. Ensure and protect, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserve and protect the University's autonomy, academic freedom, and the public purposes of higher education;
- M. Refrain from directing the day-to-day management and administration of the University, which is the responsibility of the President of the University; and from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President;
- N. Act as a body with no individual member speaking for the Board unless specifically authorized to do so by the Board; and
- O. Exercise such other powers, not otherwise prescribed by law, that are necessary to carry out its statutory duties.

## **Section 2. Delegation**

The Board may delegate and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law.

## **Section 3. Communications**

The Board's authority is vested in the Board collectively and not in any individual member. Individual members do not speak on behalf of the Board or APSU unless authorized to do so by the Board or the Board Chair. The Chair is delegated authority to speak on behalf of the Board, unless otherwise determined by the Board.

#### **Section 4. Membership**

The Board shall consist of ten (10) members, nine (9) of which shall be voting members and one (1) member shall be a nonvoting student member. Six (6) voting members shall be residents of Tennessee. Eight (8) Board members shall be appointed by the Governor, three (3) of whom shall be graduates of the University. One (1) voting Board member shall be a faculty member of the University selected in a manner determined by the Faculty Senate. The nonvoting student member shall be appointed by the Board.

#### **Section 5. Expectations of Individual Board Members**

- A. Board members have a fiduciary obligation to the University, and must at all times act in accordance with the fiduciary duties of due care, loyalty, and good faith.
- B. Board members are expected to vote and speak according to their individual convictions, but be willing to support the majority decision of the Board and to work with fellow Board members in a spirit of cooperation.
- C. Board members are expected to review agendas and supporting materials prior to Board and committee meetings.
- D. Board members are expected to attend and actively participate in Board meetings and to serve on Board committees. Board members should be informed about the University's mission, policies, and programs.
- E. Board members should be free of any contractual, employment, or personal or familial financial interest in APSU, except as provided for by law.
- F. Board members should be free from undue influence from political, religious, or other external bodies and should protect APSU from such influence.
- G. Board members are expected to represent the interests of the entire university rather than any single constituent part.

#### **Section 6. Terms**

- A. The initial terms of Board members appointed by the Governor shall be three (3), four (4), and six (6) years. Three (3) members shall serve a (3) three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the terms of the initial Board members expire, successor Board members shall be appointed for six-year terms.
- B. The faculty Board member shall serve a term of two (2) years.
- C. The nonvoting student Board member shall serve a term of one (1) year.

#### **Section 7. Reappointment**

Board members appointed by the Governor shall be eligible to serve for two (2) consecutive terms. A member who serves two (2) consecutive terms on the Board may be reappointed after at least four (4) years have elapsed since the member's last date of service.

## **Section 8. Resignation**

Any Board member may resign at any time by submitting written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

## **Section 9. Removal**

- A. Conflict of Interest. It is unlawful for any Board member to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with the University. A Board member engaging in such conduct shall be subject to removal by the Governor or by the Board as provided for under its Code of Ethics.
- B. Code of Ethics. A Board member may be removed for a material violation of the Board's Code of Ethics by a two-thirds (2/3) vote of the Board membership. No vote may be taken to remove a Board member unless the accused Board member has been afforded a contested case hearing in accordance with the Uniform Administrative Procedures Act, Title 4, Chapter 5, and a finding has been made that the member violated the Board's Code of Ethics.

## **Section 10. Vacancies**

Board vacancies occurring by death, resignation, or removal of a Board member shall be filled for the remainder of the term. A Board member whose term has expired shall continue to serve until a successor is appointed.

When a vacancy is created in the membership of the Board, the Board Secretary shall notify the Governor in the case of a vacancy among the members appointed by the Governor; the Faculty Senate in the case of a Faculty member vacancy; or the Board Chair in the case of a student representative vacancy.

## **Section 11. Compensation: Reimbursement of Travel Expenses**

Board members receive no compensation for their services, but are entitled to reimbursement for travel expenses incurred in the performance of their official duties, in accordance with the comprehensive travel regulations promulgated by the Department of Finance and Administration and approved by the Attorney General and Reporter.

## **Section 12. Board Self-Evaluation**

The Board shall be responsible for defining and regularly evaluating the Board's responsibilities and expectations in order to promote the advancement and continuous improvement of Austin Peay State University. Board members shall complete a biennial self-evaluation, after which the full Board shall review the results of that evaluation.

## **Article IV. Board Meetings**

### **Section 1. Tennessee Open Meetings Act**

A "Public Meeting" of the Board is the convening of the members of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Tennessee Open Meetings Act, T.C.A. § 8-44-101, *et seq.* Meetings of the Board shall be open to the public, except as authorized by a statutory or judicially recognized exception to the Act. A Public Meeting does not include any on-site inspection of any project or program or the convening of Trustees for any purpose for which a quorum is not required.

### **Section 2. Quorum**

Except as provided for in these Bylaws, or where the Board authorizes a committee to act, a quorum of the Board is required to make a decision or to deliberate toward a decision on any matter. Five (5) voting members of the Board shall constitute a quorum for the transaction of business.

### **Section 3. Regular Meetings**

The Board shall have four (4) regular meetings each year, according to a schedule established yearly by resolution of the Board. At such meetings, any business related to the authority of the Board may be discussed and transacted.

Meetings of the Board shall be made available for viewing by the public over the internet by streaming video accessible from the University's web site. Archived videos of the Board meetings shall also be available to the public through the University's web site.

### **Section 4. Special Meetings**

Special meetings may be held at the written request of the Board Chair, the President or any number greater than three (3) voting Board members. The Board Chair or Secretary shall send notice of special meetings to each member of the Board, by regular mail, electronic mail, or other reasonable means, along with a statement of purpose of the meeting. Business transacted at all special meetings shall be confined to the business stated in notice.

### **Section 5. Notice**

- A. Public Notice. Notice to the public of all regular public meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and the principal subjects anticipated to be considered at the meeting. Notice of special meetings of the Board shall be given to the news media and to the general public at least twenty-four (24) hours prior to the hour of the meeting. Notice of emergency meetings of the Board shall be such as is appropriate under the circumstances.
- B. Notice to Board Members. The Secretary shall provide Board members at least five (5) days written notice of a regular meeting of the Board. Notice of special and emergency meetings of the Board must be given to each Board member at least twenty-four (24) hours prior to the hour of the meeting.

## **Section 6. Remote Participation**

The Board may permit any or all members to participate in a meeting by electronic or other means of communication by which all members participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Board member constitutes such Board member's presence in person at the meeting. All such meetings must comply with the requirements of the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et seq.

## **Section 7. Manner of Acting**

- A. Except as otherwise provided in these Bylaws or by law, a majority of votes of those voting members present at any meeting at which a quorum is achieved shall constitute an action of the Board. Voting by proxy is not permitted.
- B. All votes of the Board shall be by public vote as defined by T.C.A. § 8-44-104(b), public ballot, or public roll call. No secret votes, secret ballots, or secret roll call are allowed.
- C. A roll call vote shall be required on all motions providing for any revision of the Bylaws, the adoption of a new Bylaw or the repeal of an existing Bylaw. On any other motion, a roll call vote shall be taken if required by law or deemed desirable in the judgment of the Chair. A Board member present may request a roll call vote before the announcement of a vote otherwise taken. If any member participates in the meeting electronically, a roll call vote shall be taken for each item.
- D. Agenda.
  - 1. An agenda for every meeting of the Board shall be prepared by the Secretary in consultation with the Chair and the President. The agenda shall list each matter to be considered at the meeting. When feasible, a copy of the agenda and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Board members before the meeting date.
  - 2. Consent Agenda
    - i. The Chair, in consultation with the President or committee chair, as appropriate, may designate items to be presented to the Board on a consent calendar.
    - ii. Any item unanimously approved by a committee may be designated by the Chair for unanimous consent at the full Board meeting.
    - iii. Such items shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion.
    - iv. In consultation with the Chair and the President, any member may request to remove an item from the consent agenda by notifying the Secretary prior to the meeting. The request must be approved by a majority of those voting members present and voting.
  - 3. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote of a majority of those voting members present and voting.

## **Article V. Board Officers**

### **Section 1. Officers of the Board**

The officers of the Board are a Chair and a Vice Chair. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board will be elected from the members appointed by the Governor and serve at the pleasure of the Board. Officers have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board or by law. Officers of the Board are not employees of the University by virtue of these Bylaws and are not, as such, agents of the University or authorized to bind the University.

### **Section 2. Chair**

The Chair shall preside at all Board meetings, have the right to vote on all questions, and otherwise serve as a spokesperson for the Board. The Board chair shall serve as an ex-officio voting member of all standing committees.

### **Section 3. Vice Chair**

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, including duties that may be assigned by the Board or Chair from time to time.

### **Section 4. Election and Terms**

The Chair and Vice Chair shall be elected by the Board at the Spring meeting beginning in 2023 and every two years thereafter for a term beginning July 1 of the year they are elected. Each Board officer shall hold office for two (2) years, or until a successor has been duly appointed and qualified or until the officer's death, resignation, or removal. The Chair and Vice Chair may serve a maximum of two full consecutive terms.

### **Section 5. Resignation of Officers**

Any Board officer may resign at any time by submitting written notice to the Board Chair or secretary. Such resignation shall be in effect at the time specified in the notice or within 30 days of the date of its receipt.

### **Section 6. Removal of Officers**

Any Board officer may be removed from office by a two-thirds majority vote of the voting Board members at a meeting of the Board called expressly for that purpose.

### **Section 7. Vacancies**

Board officer vacancies may be filled through a special election at any meeting of the Board.

## **Article VI. University Officers**

### **Section 1. Officers**

The officers of the University shall be the President and Secretary. The President may appoint such other officers and assistant officers as may be necessary or convenient to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.

### **Section 2. President of the University**

The President is the chief executive officer of the University and is responsible for the administration and management of the University and its affairs and such other duties as assigned by the Board. The President serves at the direction and pleasure of the Board, which determines the President's compensation and terms of employment, and conducts an annual review of the President's performance. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President may be removed from office only by a two-thirds majority of voting members then in office, provided that notice is sent to all Board members in accordance with Article IV of these Bylaws.

### **Section 3. Secretary**

The Secretary is appointed by the President. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board; preparation and distribution of agendas and minutes of meetings of the Board; keeping records of all official Board communication, including but not limited to Board meeting minutes and official and/or legal organizational documents, such as bylaws and resolutions. The Secretary shall perform such other duties as assigned by the Board.

## **Article IX. Board Committees**

Subject to the requirements of applicable law, the Board may appoint such committees as it considers appropriate or necessary from time to time and shall define the duties of such committees, committee quorum requirements, and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee serve at the pleasure of the Board.

Members of the committees and committee chairs shall be appointed by the Board Chair. Each committee shall have at least three (3) voting members, including a chair, who shall serve a two-year term beginning July 1 of the year appointed. The Board Chair shall serve as an ex-officio voting member of all committees.

All committees, excluding the Executive Committee, shall meet at least quarterly during each calendar year, and may meet more frequently as deemed necessary. Meetings may be called by the Board Chair, the President of the University or the committee chair. All meetings of committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. §8-44-101, et. seq. Notice requirements shall be the same as for all regular meetings of the Board of Trustees.



A majority of the voting members of each committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

Minutes shall be made of all committee meetings and provided to the Board Chair, the President of the University and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.

#### **Article X. Conflicts of Interest**

It is unlawful for any Board member to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with the University. A Board member engaging in such conduct shall be subject to removal by the Governor or the Board as provided for in Article III of these Bylaws. Board members must comply with the restrictions contained in state law, these Bylaws, and the Board's Code of Ethics and its Conflict of Interest policy.

Board 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 Conflict of Interest Policy, the Board member may be invited by the Board to participate in the discussion. The Board meeting 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 action.

#### **Article XI. Severability**

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.