

**BYLAWS
OF THE
BOARD OF TRUSTEES
ST. BONAVENTURE UNIVERSITY**

**Approved by Resolution of the Board: March 19, 2004
Amended, October 2, 2004
Amended, March 13, 2009**

BYLAWS
BOARD OF TRUSTEES
ST. BONAVENTURE UNIVERSITY
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**CHARTER
OF
ST. BONAVENTURE UNIVERSITY**

Founded in 1858, St. Bonaventure was first established as a college with full powers to confer degrees by an act of the Board of Regents of The University of the State of New York on March 1, 1875. The college was granted a permanent Charter of Incorporation by the State of New York on January 11, 1883. The Charter was amended to include the granting of Graduate Degrees on December 19, 1929. Shortly after St. Bonaventure became home to the School of Franciscan Studies and The Franciscan Institute.

Supplements and amendments to the Charter were enacted on April 16, 1937, and October 18, 1946. St. Bonaventure College received University status by an amendment of the Charter and approval of the State of New York and the Board of Regents on July 21, 1950. Additional supplements and amendments to the Charter were enacted on October 20, 1950, November 21, 1952, June 29, 1973, December 13, 1974, October 24, 1986, and October 16, 1992.

**BYLAWS
OF
ST. BONAVENTURE UNIVERSITY**

The Bylaws of St. Bonaventure University, or standing rules governing the regulations of the University's internal affairs, are revised from time to time. The most recently revised Bylaws were adopted by resolution of the Board of Trustees March 19, 2004.

ARTICLE I
NATURE AND PURPOSE OF THE UNIVERSITY

St. Bonaventure University, founded in 1858 by Franciscan friars and Roman Catholic laypeople, is a private, independent institution of higher learning. The purpose of the University shall be as set forth in its Charter, as from time to time amended, namely, “instruction . . . in the learned languages and in the liberal and useful arts and sciences.” Faithful to the aim of its founders, it shall promote and advance higher education as a Catholic university in the Franciscan tradition. To further this mission, the University shall maintain its historic relationship with the Province of the Most Holy Name of Jesus of the Order of Friars Minor (hereinafter Holy Name Province).

ARTICLE II
BOARD AUTHORITY AND RESPONSIBILITIES

Section 1. Authority of the Governing Board

(a) In accordance with the Charter of St. Bonaventure University (hereinafter also called “the Corporation”), a Board of Trustees and their successors in office shall be and constitute a body corporate having general supervision of the business and affairs of the University.

(b) The Board of Trustees shall have, possess, and enjoy all those corporate powers prescribed by the laws of the State of New York. The Board shall exercise ultimate institutional authority over the University as set forth in these Bylaws and in such other policy documents it deems to be appropriate. These Bylaws and other Board policy statements and determinations shall take precedence over all other institutional statements, documents, and policies.

Section 2. The Board’s Responsibilities

The Board of Trustees shall manage the property and business of the Corporation and shall have the authority to carry out all lawful functions that are permitted by its Charter and these Bylaws. This authority shall include but shall not be limited to these functions:

(a) Periodically review and determine the mission and purposes of the University, except that a fundamental change in mission may authorized only upon concurrence of at least two-thirds (2/3rd’s) of the Trustees.

ARTICLE II (Continued)
GOVERNANCE

(b) Appoint or remove the President, who shall be the chief executive officer of the Corporation, set appropriate conditions of his or her employment, and establish the compensation to be paid the President.

(c) Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission and financial resources.

(d) Approve institutional policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel policies for other categories of employees.

(e) Approve the annual budget and tuition and fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets.

(f) Contribute financially to the University's fund-raising goals, participate actively in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to Board policy guidelines.

(g) Authorize the incurring of debts by the University and securing the same in such manner and form as may be required and considered appropriate.

(h) Authorize the construction of new buildings and major renovations of existing buildings.

(i) Authorize the sale or purchase of property for the University, except that a sale of all or a substantial part of its property may be authorized only upon concurrence of at least two-thirds (2/3rd's) of the Trustees.

(j) Approve all earned and honorary degrees.

(k) Approve all policies affecting the well-being of the University, approve plans for the future of the University, and periodically consider the evidence as presented by the President, senior administrators, and professional staff that the Corporation is achieving its objectives.

Section 3. Location

The principal office of the Corporation shall be in the Town of Allegany, Cattaraugus County, New York State.

**ARTICLE III
THE UNIVERSITY SEAL**

The Seal of the University shall be in such form as the Board of Trustees may from time to time determine and adopt.

**ARTICLE IV
COMPOSITION OF THE BOARD OF TRUSTEES**

Section 1. Membership

(a) The Board of Trustees shall consist of no less than twenty-one (21) and no more than thirty-five (35) persons, excluding *ex officio* voting Trustees as prescribed in these Bylaws.

(b) The President of the University, the Provincial Minister of Holy Name Province, and the President of the National Alumni Board shall serve as Trustees and voting members *ex officio* during their respective terms of office.

(c) The Board may from time to time name a distinguished Trustee to become a Trustee Emeritus with the right to attend the annual Board meeting without voting privileges. (See Article V below.)

Section 2. Eligibility

(a) To be eligible for membership on the Board of Trustees, an individual must be at least twenty-two (22) years of age.

(b) Any Franciscan friar in good standing with his Province, any Catholic priest in good standing with his Ordinary, and any religious in good standing with his or her congregation, is eligible for membership on the Board of Trustees.

(c) No member of the administration, except as set forth in these Bylaws, and no full-time member of the faculty, staff, or student body of St. Bonaventure University shall be eligible for membership on the Board of Trustees.

ARTICLE IV (Continued)
COMPOSITION OF THE BOARD OF TRUSTEES

Section 3. Election to the Board

a) New Trustees and incumbent members of the Board of Trustees who are eligible for reelection ordinarily shall be elected at the Board's designated annual meeting by a majority of the Trustees. Any unfulfilled term may be filled through a special election at any regular meeting of the Board of Trustees.

(b) The Committee on Trusteeship shall recommend candidates for election or reelection to the Board through procedures it shall adopt with Board approval. A slate of candidates shall be provided all Trustees at least seven days in advance of the annual or regular meeting of the Board of Trustees at which an election is scheduled, with biographical information for each prospective Trustee candidate provided to the Board.

Section 4. Term of Office

Trustees shall serve for three-year terms and shall be eligible for reelection to a maximum of three full consecutive terms. Trustees who have served for nine consecutive years (exclusive of any partial term) shall not be eligible for re-election until one (1) year has passed. The Board Officers shall be exempt from this provision until one year has passed following completion of their term of office.

Section 5. Vacancies

(a) Members shall remain for the term to which they were elected unless a vacancy is created by resignation, inability to act, death, or removal. In the event a vacancy develops, such vacancy shall be filled as herein provided.

(b) The members shall be a self-perpetuating body in number and class as set forth herein. Any and all vacancies, irrespective of cause, shall be promptly filled as follows:

(c) Vacancies shall be filled by eligible persons elected by a majority vote of all remaining members present at a regular or special meeting at which a quorum is present. Members elected to fill a partial term are eligible for reelection for three (3) full threeyear terms. Such election may be held at a special meeting called as provided for herein or at a regular meeting of the Board.

ARTICLE IV (Continued)
COMPOSITION OF THE BOARD OF TRUSTEES

Section 6. Removal

(a) All Trustees serve at the pleasure of the Board. A Trustee may be removed from office by an affirmative vote of two-thirds (2/3) of the Trustees.

(b) If, during the term of any member, any event happens or circumstance develops with regard to a member which would make such member ineligible or inappropriate to continue as a Trustee, it shall be the responsibility of the Secretary of the Board, acting upon personal initiative or upon the request of any member, to certify the facts to the Chair of the Board, who shall cause a special meeting for the purposes of considering the facts. If two-thirds (2/3) majority think it justified, they shall declare a vacancy existing.

ARTICLE V
TRUSTEES EMERITI

(a) Upon the recommendation of the Committee on Trusteeship, a Trustee who has served with distinction for at least two terms may be elected by the majority of Trustees as a Trustee Emeritus. Trustees Emeriti may not exceed ten in total number.

(b) The primary responsibilities of a Trustee Emeritus shall be to advance and promote the name and welfare of the University, to support the University financially according to his or her means, and to be eligible to serve on appropriate Board committees without vote. He or she may participate in the annual meeting of the Board but is not required to do so, and shall not vote or be counted as part of quorum determinations.

(c) Emeritus Trustees shall be kept involved with the University by the President and shall be informed of developments at the University by being included in regular Presidential Office mailings. Emeritus Trustees shall also be recognized in all University publications along with members of the Board of Trustees.

ARTICLE VI BOARD OFFICERS

Section 1. Election and Term of Officers

(a) The Board of Trustees shall choose from among its membership a Chair, Vice-Chair or Vice Chairs, and a Secretary as its Officers. The President of the University is not eligible to serve as an Officer of the Board.

(b) These Officers shall be elected annually upon nomination by the Committee on Trusteeship in accordance with procedures it shall adopt with Board approval. Such Officers shall ordinarily serve in their office for at least two but not more than three consecutive years. After serving in one Board office, an individual may be elected to another, but shall not serve as an Officer of the Board for more than six consecutive years. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall ordinarily take place at the designated annual meeting.

Section 2. The Chair

The Chair shall preside at all meetings of the Trustees and have the right to vote on all matters that come before the Board. In consultation with the Committee on Trusteeship, the Chair shall appoint Committee Chairs and Vice Chairs, determine the composition of all Board Committees (with the exception of the Executive Committee), and otherwise serve as spokesperson for the Board. The Chair shall be an *ex officio* voting member of all standing Committees of the Board, and shall perform such other duties and exercise such other powers as may be assigned from time to time by the Board of Trustees.

Section 3. The Vice Chair(s)

The Vice Chair(s) shall exercise all the duties of the Chair in the absence or incapacity of the Chair, including presiding at Board meetings. In the case of more than one Vice Chair, a first Vice Chair shall be designated by the Chair to exercise these duties. The Vice Chair(s) shall perform such other duties and exercise such other powers as the Board may from time to time prescribe. The Vice Chair(s) may or may not be nominated to succeed the Chair when a vacancy occurs, as the Committee on Trusteeship shall determine.

ARTICLE VI (Continued)
BOARD OFFICERS

Section 4. The Secretary

(a) The Secretary shall be responsible for the keeping of the minutes and records of the Board and shall maintain the Minute Book of the affairs and meetings of the Board and shall distribute notices and minutes of the meetings promptly to the Trustees. Minutes of all meetings of the Board of Trustees will be housed in the President's Office.

(b) The Secretary may delegate such duties to an assistant or recording secretary, but shall assure that any such delegated duties are performed properly. In the case of any Board or Executive Committee meetings held in "executive session," the Secretary, or if absent a Board member appointed by the Secretary, shall keep the minutes of any action taken and assure that said minutes are retained in the Corporation's formal Minute Book.

(c) The Secretary, in consultation with the University's legal counsel, is also responsible for interpreting the Bylaws (see Article XIII), and, together with the Committee on Trusteeship (see Article VII, Section 5, and Article XIII), for maintaining and updating them.

ARTICLE VII
BOARD MEETINGS

Section 1. Regular Meetings

The Board of Trustees shall hold at least three (3) regular meetings each year at appropriate intervals and on such dates and at such places as it shall determine. Unless otherwise stated in the notice, all meetings shall be held at the principal office of the Corporation. The Chair of the Board shall set the dates for all regular meetings of the Board and to the extent feasible, the Chair shall establish a schedule for all regular Board meetings at the annual meeting in June of each year. At least ten (10) days, but not more than thirty (30) days before such meetings, the Secretary of the Corporation, or a designee, shall notify the members in writing of the time and place of the regular meeting. A specific meeting agenda shall be sent by the Chair, or the Chair's designee, to all members. All other meetings shall be special meetings called and conducted as herein provided.

ARTICLE VII (Continued)
BOARD MEETINGS

Section 2. Annual Meeting

The June meeting shall be considered the annual meeting of the Board for the purpose of electing new Trustees, renewing Trustee terms, and electing Board Officers.

Section 3. Special Meetings

(a) Special meetings may be held at any time on notice to each member at least ten (10) days prior to the time fixed for the meeting in such notice, unless such special meeting shall be called for an emergency. In the event such special meeting is called for an emergency, the same may be called pursuant to the provisions of Section 4 herein. Special meetings may be called and notice given by or at the direction of the Chair, the President, or any five members of the Board.

(b) Notice must be given by mail, e-mail, or phone directed to the residence or business address of the Board members. All special meetings shall be held at the principal office of the Corporation unless the members have previously authorized special meetings to be held elsewhere. Proof of notice given to Board members shall be completed and filed with the Minutes of the meeting.

(c) No business other than that mentioned in the notice may be conducted at any special meeting.

Section 4. Emergency Meetings

The Chair of the Board or any three (3) Chairs of Standing Committees may call an emergency meeting of the Board of Trustees, of the Executive Committee of the Board, or of any other Committee of the Board, if a matter of importance to the Corporation requires immediate action. In such cases, because the members of the Board often reside in various and disparate locations, the person or persons calling such a meeting must make every reasonable effort to give at least twelve (12) hours telephone notice of the meeting, declaring it to be an emergency meeting, to each member of the Board or Committee concerned. An emergency meeting may be conducted by means of a conference telephone or similar communications equipment. Any action taken at such an emergency meeting shall be binding on the Corporation to the extent that the Executive Committee or other Board Committee may bind the Corporation with respect to the particular issue acted upon.

ARTICLE VII (Continued)
BOARD MEETINGS

Section 5. Quorum

A quorum for the transaction of business at meetings of the Board of Trustees or its Executive Committee shall consist of a majority of their respective regular, voting members. Except as otherwise provided in these Bylaws or the Articles of Incorporation, a majority vote of those members present with a proper quorum shall constitute proper action at all regular, special, and emergency Board meetings.

Section 6. Adjournment

If a quorum shall not be present at any meeting or if the business to be conducted is not completed, such meeting may be adjourned.

Section 7. Participation in Meetings

Any one or more members of the Board may participate in the meeting of such Board by means of a conference telephone, or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meetings.

Section 8. Action without a Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting, if all the members consent in writing to the adoption of a resolution authorizing the action. Discussion may be conducted by mail, fax, conference call, telephone, cable, email, or in any other way the Trustees decide. The resolution and the written consents thereto by the members shall be filed with the minutes of the proceedings of the Board as soon as is practical.

Section 9. Expenses

All Board members shall serve without pay. Upon approval by the Board Chair, the Corporation's President, or in the President's absence, the Vice President for Business & Finance, may authorize a reimbursement for expenses incurred by any Board members attending meetings or performing special services for the Corporation.

ARTICLE VIII BOARD COMMITTEES

Section 1. Standing Committees

(a) The Board shall conduct its affairs through a series of standing committees. These shall include an Executive Committee, a Committee on Trusteeship, and such other standing committees, as it shall from time to time deem appropriate to discharge its responsibilities.

(b) The Chair of the Board of Trustees, in consultation with the Committee on Trusteeship, shall have the responsibility of appointing the Chairs, Vice Chairs, and Trustee members of Board committees (except the Executive Committee). All Trustees shall be assigned to at least one, but ordinarily to not more than two standing committees, excepting the Executive Committee. A committee chair shall ordinarily not remain in that post for more than three consecutive years. The Board Chair may appoint non-Board members to serve as voting members on the individual standing committees, with the exception of the Executive Committee and Committee on Trusteeship. However, all committee Chairs and Vice Chairs, and a majority of each committee's members shall be Trustees.

(c) All Board standing committees shall be composed of at least three Trustees. In addition, each standing Board committee, with the exception of the Executive Committee and the Committee on Trusteeship, shall ordinarily include one faculty member and one student. These will be recommended by the President each year to the Committee on Trusteeship after consulting the Faculty Senate and Student Government Association, and shall serve as voting members of their respective committees. However, all Board standing committees shall have a majority of voting Trustees.

(d) Each standing committee shall have an officer of the University or member of the administrative staff, as designated by the President, as an *ex officio*, non-voting member to assist in its work. Each Committee shall meet at least three times annually and regularly report on its work and recommendations to the Board of Trustees. Committee Chairs, or if absent, the Vice Chair, shall have responsibility for declaring a quorum for all meetings. An executive summary of all meetings shall be provided for distribution to Board members.

ARTICLE VIII (Continued)
BOARD COMMITTEES

Section 2. Executive Committee

(a) There shall be an Executive Committee consisting of the Chair of the Board, the Vice Chair(s), the Secretary, and the Chairs of all Board standing committees. In addition, the Provincial Minister of Holy Name Province and the President of the University shall be voting members *ex officio*. The Vice Chair of the Board of Trustees, or in the case of more than one Vice Chair, the Vice Chair appointed by the Board Chair, shall serve as Chair of the Executive Committee.

(b) The Executive Committee shall meet between regular Board meetings as often as necessary to conduct its business, as the Chair of the Committee and the President, in consultation with the Chair of the Board, shall determine.

(c) A specific agenda shall be prepared by the Chair of the Committee acting in conjunction with the President and sent in advance of each meeting.

(d) Minutes of meetings of the Executive Committee shall be kept and distributed to all Trustees within 30 days for subsequent ratification by the Board of Trustees at its next regular meeting. Minutes of Executive Committee actions taken in “executive session” shall be recorded by the Secretary and retained in the Corporation’s formal Minute Book, in accordance with Article VI, Section 3, herein.

Section 3. Responsibilities and Authority of the Executive Committee

(a) The purpose of the Executive Committee is two fold: (1) it shall serve at the pleasure of the Board as its agent in helping the President to address routine business between regular Board meetings, and (2) it shall assist the Chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work. The Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved to the Board: Presidential selection and termination, Trustee and Board-officer election, change in institutional mission or purposes, sale of University assets or tangible property, incurring corporate indebtedness, adoption of the annual budget, and conferral of degrees. These Bylaws or other Board policies may reserve other powers to the Board of Trustees.

(b) In addition to its authority to take action on matters that cannot and should not be deferred to the Board’s next scheduled meeting, the Executive Committee should

ARTICLE VIII (Continued)
BOARD COMMITTEES

oversee the work of Board committees and their progress in achieving the University's planning goals.

(c) The Executive Committee shall assess annually the President's performance through a manner it shall determine and recommend adjustments in his or her compensation and terms of employment to the Board.

Section 4. Committee on Trusteeship

The Committee on Trusteeship shall consist of at least five members and not more than seven, all of whom shall be voting Trustees. The Chair of the Board of Trustees shall appoint the Chair, Vice-Chair, and members of the Committee for renewable one-year terms.

Section 5. Responsibilities and Authority of the Committee on Trusteeship

(a) The Committee on Trusteeship shall ensure that the Board's membership and leadership consists of highly qualified and committed individuals dedicated to the mission and purpose of the University. It shall ensure that regular programs of new trustee and in-service education are maintained, and it shall periodically recommend initiatives by which the Board shall assess its performance.

(b) The Committee on Trusteeship serves as the Board's agent in reviewing the performance of incumbent Trustees and Board Officers who are eligible for reelection, maintains a list of qualified candidates for possible nomination, considers cultivation strategies for promising candidates, and periodically reviews the adequacy of a statement of Trustee responsibilities as adopted by the Board. The Chair of the Committee on Trusteeship shall have responsibility for maintaining a record of all nominations to the Board and shall forward such nominations to the Board for its deliberation and determination.

(c) The Committee on Trusteeship shall serve as the primary initiator of amendments to these Bylaws and shall forward such amendments to the Board for its consideration and action. It shall also, together with the Secretary, remind the Board from time to time of pertinent matters in the Bylaws, and it shall provide new Board members with copies of the Bylaws and other pertinent information.

ARTICLE VIII (Continued)
BOARD COMMITTEES

(d) The Committee shall meet as often as necessary to conduct its business, but no fewer than three times annually. The Committee shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedure, which it shall establish in consultation with the Board Chair, President, and Board of Trustees. A majority of the Committee's members shall constitute a quorum.

Section 6. Other Standing Committees

The composition, responsibilities, and authority of the other standing committees of the Board shall be determined from time to time by resolution of the Board of Trustees, respecting always the general provisions of section 1 of this article. Each standing committee shall have a written statement of its membership, purpose, role, and scope as approved by the Board, and such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. Such statements shall be published in an appendix to these Bylaws and reviewed annually by each committee.

Section 8. Ad Hoc Committees

From time to time, the need may arise to appoint an *ad hoc* committee of the Board. The appointment of members to such committee shall be made by the Chair of the Board of Trustees in consultation with the President of the University with reference thereto, and such committee should be concerned only with temporary or emergency matters.

ARTICLE IX
INDEMNIFICATION

Each Trustee and Officer of the University shall be indemnified against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been such Trustee or Officer, so long as the Trustee or Officer is acting within the scope of their duties as such Trustee or Officer. The University shall cover such expenses except in relation to matters where the Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The University shall maintain appropriate Trustee and Officer liability insurance coverage for this purpose.

**ARTICLE X
CONFLICT OF INTEREST**

- (a) A Trustee shall be considered to have a conflict of interest if
- (1) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University, or
 - (2) such Trustee is aware that a member of his or her family, or any organization in which such Trustee (or a member of his or her family) is an officer, director, employee, member, partner, Trustee, or controlling stockholder, has such existing or potential financial or other interests.

(b) For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children (natural or adopted) and any other relative if the latter resides in the same household as the Trustee. All Trustees shall disclose to the Board any possible conflict of interest at the earliest possible time. Furthermore, the Trustee shall absent him or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its Committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict or possible conflict abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist should abstain from any vote that might appear to place the Trustee in possible conflict.

(c) Each Trustee shall complete and sign a disclosure form provided annually by the Secretary of the Board of Trustees.

**ARTICLE XI
EXECUTIVE OFFICERS OF THE UNIVERSITY**

(a) The executive officers of the University shall consist of the President, a Provost and Vice-President for Academic Affairs, and such other Vice Presidents as the President may from time to time establish in consultation with the Board of Trustees.

(b) A majority vote of the Board of Trustees present at any regular or properly called special meeting shall be required for the appointment of the President, who shall serve at the pleasure of the Board.

(c) The President appoints or removes the Provost and Vice President for Academic Affairs, and Vice Presidents with officer status, keeping the Board apprised in advance of such actions and the reasons for them.

ARTICLE XI (continued)
EXECUTIVE OFFICERS OF THE UNIVERSITY

Section 1. President

(a) The President serves at the pleasure of the Board of Trustees for such term, compensation, and with such conditions of employment, as it shall determine.

(b) The President shall be the chief executive officer of the University and is the chief adviser to and executive agent of the Board of Trustees.

(c) The President shall, as educational and administrative head of the University, exercise a general superintendence over all affairs of the University, implement all Board policies, and bring such matters to the attention of the Board as are appropriate to keep it fully informed so as to meet its responsibilities.

(d) The President shall have authority to perform all acts and execute all documents on behalf of the University and the Board of Trustees, subject only to such regulations as may be adopted and such orders as may be issued by the Board.

(d) The President shall make all appointments to the academic and non-academic staffs and shall be responsible only to the Board of Trustees.

(e) The President shall serve *ex officio* on the Board of Trustees and on its Executive Committee with voting privileges. He or she shall be an *ex officio* non-voting member of all other Board committees, including the Committee on Trusteeship.

Section 2. Vice Presidents

(a) The Provost and Vice President for Academic Affairs and any other Vice Presidents who may be created shall serve for such terms and have such authority and responsibility as the President may determine in consultation with the Board of Trustees. In the absence or disability of the President, the Provost and Vice President for Academic Affairs, with the consent of the Board of Trustees shall perform the President's duties.

(b) The authority and responsibilities of the various Vice Presidents shall be clearly defined and published in an Administrators' Handbook.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of this Corporation shall commence June 1 and end May 31.

**ARTICLE XIII
REVIEW AND AMENDMENT OF BYLAWS**

(a) These Bylaws may be changed or amended at any regular meeting of the Board of Trustees by a two-thirds (2/3rd's) vote of those present, provided notice of the substance of the proposed amendment is sent to all Trustees at least 15 days before the meeting.

(b) These Bylaws shall be reviewed periodically by the Secretary of the Board of Trustees, the Committee on Trusteeship, and the Executive Committee, who shall remind the Board, as may be called for, of major principles in the Bylaws or recommend any necessary changes to the Board of Trustees.

Adopted by resolution of the Board of Trustees on March 19, 2004.

Amended, October 2, 2004

Amended, March 13, 2009