

# **BOARD OF GOVERNORS BYLAWS**

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## **Article 1: The Board of Governors**

The official name of the Board shall be "The Shepherd University Board of Governors." The Board of Governors and their successors in office are created by the people of West Virginia through the Code of West Virginia as a public body, known as The Shepherd University Board of Governors, with the power of general supervision and control over the academic and business affairs of the institution. As provided by statute, the Board shall consist of twelve members:

- \* One full-time member of the faculty with the rank of instructor or above duly elected by the faculty, non-voting;
  - \* One member of the student body in good academic standing, enrolled for college credit work and duly elected by the student body, non-voting;
  - \* One member of the institutional classified staff duly elected by the classified staff, non-voting;
- and
- \* Nine lay members appointed by the Governor by and with the advice and consent of the Senate.

Of the nine members appointed by the Governor, no more than five may be of the same political party. At least five of the members shall be residents of the state. The student member serves for a term of one year. Each term begins on July 1. The faculty member and the classified staff member shall serve for a term of two years. Each term begins on July 1. These members are eligible to succeed themselves for one additional term, not to exceed a total of four consecutive years. The appointed lay citizen members shall serve terms of four years each. The appointed lay citizen members shall be eligible to succeed themselves for no more than one additional term. Citizen members who are appointed to fill unexpired terms, replacing a member whose term had not expired, are eligible to succeed themselves for two full terms after completing an unexpired term.

The Board of Governors shall elect one of its appointed lay members to be chairperson in June of each year. No member may serve as chairperson for more than four consecutive years.

Other than in the case of written resignation submitted to the Board, each member shall remain in office until a successor has been established by the required process. No appointed member of the Board shall be eligible to appointment to any paid employment in the University.

## **Article 2: Meetings of the Board**

The Board shall meet in regular session not less than six times in each fiscal year, and as agreed to by the Board, or at the call of the Chair or the President of the University. The President shall call an emergency meeting of the Board within 10 days upon the written request of any six members of the Board, which meeting shall be limited to the emergency agenda item(s) identified in such a request.

The annual meeting will be held in June of each year.

Meetings will ordinarily be held at Shepherd University in Shepherdstown, but may be held at such other times and places as the Board may determine.

One more than half the number of voting members currently serving on the Board shall constitute a quorum. A quorum being present, a majority vote shall be necessary to pass upon matters properly before the Board. Telephonic or other real-time means of attending the meeting shall qualify toward the quorum.

The business at each meeting shall be conducted under general parliamentary rules set forth in Robert's Rules of Order as modified by the Board. Because the three constituent representatives are statutorily designated as non-voting, they may not make substantive motions for consideration by the Board; they may make procedural motions, but they may not vote on such motions.

The proposed agenda for every meeting of the Board shall be prepared by the President in consultation with the Chair. The final agenda will be approved by the Chair not less than three full business days prior to the Board meeting. The Chair may delete any item thereafter but may only add items for action by the Board if due to an emergency. Any member of the Board of Governors may present to any meeting of the Board any item whether or not the same is on the agenda of the meeting, but no action shall be taken on a non-emergency item if not on the agenda.

Meetings of the Board shall be open to the public as provided by law.

Minutes of each meeting of the Board shall be prepared, approved by the Board, and recorded permanently with the signatures of the Chair and Secretary.

### **Article 3: Voting Procedures**

Votes on all matters coming before the Board or any of its committees shall be taken by voice vote, but a roll call vote shall be taken upon the motion and second for a roll call vote.

Whenever any member participates in a meeting of the Board by telephone or any other means when not physically present at the meeting location, such member(s) shall be individually polled as to each vote of the Board.

No member may vote by proxy.

### **Article 4: Executive Sessions**

By vote of a majority of the voting members present at any meeting of the Board, and in accordance with the West Virginia Open Governmental Proceedings Act, portions of a

meeting may be closed to the public. A motion for executive session shall be a procedural motion.

No minutes shall be taken of executive sessions of the Board or any committee thereof, unless the Board has by resolution delegated authority to act on its behalf to a committee. No person not a member of the Board shall be in attendance at such executive session except at the direction of the Chair.

#### **Article 5: Office and Administrative Support**

The principal offices of the Board of Governors shall be the Office of the President, Ikenberry Hall, P.O. Box 5000, Shepherd University, Shepherdstown, West Virginia 25443-5000.

The President of the University shall provide all necessary administrative support for the Board. Members shall be entitled to reimbursement for expenses necessary for the fulfillment of their duties as Board members, including travel and expense as authorized by the Chair.

#### **Article 6: Officers and Organization of the Board**

Chairperson In June of each year, the members shall elect a Chair from among the nine lay members. In the event of a vacancy in the office of chairperson, the vice chairperson shall succeed to the office of chairperson for the rest of that fiscal year, and shall remain eligible to serve as chairperson in the following four fiscal years. The chairperson shall perform such duties as may be prescribed by law or by the regulations and policies of the Board. No member may serve as chair for more than four consecutive years.

Vice Chairperson In June of each year, the members shall elect a Vice Chair from among the nine lay members immediately following election of a Chair. In the event of a vacancy in the office of Vice Chairperson, the members shall elect a Vice Chair at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Vice Chair. The Vice Chair shall perform such duties as may be prescribed by the Board and shall assume the duties of the chairperson during the latter's absence.

Secretary of the Board In June of each year, the members shall elect a Secretary from among the nine lay members immediately following election of a Chair and Vice Chair. In the event of a vacancy in the office of Secretary, the members shall elect a Secretary at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Secretary. The Secretary shall perform such duties as may be prescribed by the Board and shall preside at meetings in the absence of the Chair and the Vice Chair.

President The Board shall, as often as necessary, select a president of the University who shall serve at such terms as the Board may establish. The President shall be the sole administrative officer of the Board. The President shall assist the Chair in coordinating the meetings of the Board and shall have the authority and shall perform the duties usually attached to the office as chief executive officer of the University.

The President, as the principal executive officer of the University, shall exercise such powers as are inherent in the position in promoting, supporting, or protecting the interests of the University and in managing and directing all of its affairs; may issue directives and executive orders not in contravention of existing Board policies; shall be responsible for all business policies as heretofore enacted or modified or hereafter established subject to the general policies established by the Board; shall instruct the proper administrative officers to prepare an annual budget which upon approval, shall be recommended to the Board; shall be responsible for the preparation of the annual reports of the Board; and shall exercise such other powers, duties, and responsibilities as are delegated or required by the Board of Governors. Whenever any power or duty is assigned to the Board by law or regulation, the President is authorized to act on behalf of the Board, except to the extent restricted expressly by such law or regulation or by a Policy or resolution adopted by the Board.

In case of a vacancy in the office of the President, the Board at the time of the announcement that the President is leaving or has resigned, shall elect an Acting President for the interim period who shall exercise the functions of the President as stated in these Bylaws while serving as Acting President.

## **Article 7: Committees**

The Board may establish committees and prescribe their duties and functions. Members and chairs of such committees shall be appointed by the Chair. All committees shall report to the Board as required. The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

Standing Committees shall be: The Executive Committee; the Academic Programs and Enrollment Committee; The Audit Committee; the Student Affairs, Athletics, and University Relations Committee, and the Finance and Facilities Committee.

The Executive Committee shall consist of the Chair of the Board, who shall be its chair, the Vice Chair, and the Secretary. Its duties may include assistance in the development of the agenda of the Board, assistance to the President between meetings of the Board, as needed, and matters relating to executive review and compensation.

The Academic Programs and Enrollment Committee reviews current and proposed academic programs, curricular and instructional concerns, academic faculty personnel policies, and matters relating to admissions and enrollment, and such other matters as are referred by the Chair or the Executive Committee.

The Student Affairs, Athletics and University Relations Committee reviews matters relating to, student life, athletics, student outreach and engagement programs, and matters relating to development, relations with the Shepherd University Foundation, and local community relations, together with such matters as may be referred by the Chair or the Executive Committee.

The Finance and Facilities Committee reviews matters relating to budget, finance, facilities and personnel policies, and such other matters as are referred by the Chair or the Executive Committee.

The Audit Committee shall consist of three members, all of whom shall have some experience in matters of finance and/or accounting, and shall include at least one member who possesses accounting or financial management expertise; provided, however, that no Board Member may serve on this Committee at any time that said Member is receiving any compensation, directly or indirectly, for consulting or any service provided to the University. The members of the Committee, and its Chair, shall be elected annually by the Board at the Annual Meeting, following an initial nomination by the newly elected Chair. The Committee shall have the responsibility to oversee the University's financial reporting and audit processes. It shall also be responsible for establishing procedures for receiving, investigating and resolving "whistleblower" or other complaints concerning the University's financial and accounting practices.

The primary function of the Audit Committee is to assist the Board of Governors in its oversight responsibilities. The Committee's principal activities will include:

- Oversight of the University's grant activity;
- Oversight of the University's internal control structure;
- Review of the Internal Audit functions;
- Selection and retention of independent auditors;
- Review of the annual audit plan; and
- Oversight of the University's financial reporting.

The Audit Committee shall have the power to conduct or authorize investigations into matters involving errors and irregularities or any other matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of investigations. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the University and the power to retain outside counsel, or other experts for this purpose.

Additional Committees may be established from time to time and for such period as required to complete their mission.

Nominations Committee:

In April and May of each year, the Nominations Committee shall meet at its discretion, by the consensus of the members. The committee shall elect its chair, and shall convene in executive session for the purpose of evaluating its prospective nomination of a slate of

officers for the next annual meeting. In the event of a vacancy in any elected office, the Nominations Committee shall convene as quickly as is viable to complete this process to facilitate a nomination from the Committee at a subsequent Board meeting for the remainder of the term.

The Committee shall adopt its recommended slate in an open meeting. Following the adoption of its recommended slate of officers, the Committee shall consider and adopt a slate for membership of the Nominations Committee for the following year, to also be submitted as a nomination at the Annual Meeting. The Nominations Committee shall not nominate to the slate for the next year's Nominations Committee the person nominated by it to be Chair of the Board.

#### **Article 8: Appearances Before the Board**

Individual or group representatives who desire to appear before the Board of Governors as a part of the Board's regular agenda shall submit their request to the President to be received at least fifteen days prior to the scheduled meeting of the Board. The President and Chair may either place the requested item on the agenda or reject it, notifying the individual or group of the reasons for the decision. The President may refer any such request to the Chair for referral to a committee of the Board.

At each regular meeting of the Board of Governors, at such time as the Chair shall designate, the Board shall have a public comment period. Persons wishing to address the Board for a period not to exceed three minutes may register at the Board meeting room at any time prior to the commencement of the Board meeting. Registrants will be called upon in the order of registration by the Chair, but public remarks will be limited to a total of thirty minutes at any one meeting. Time limitations will apply to the remarks of speakers, but not to Board members' remarks, if any. Any person(s) who registered to speak at a meeting but who are not called upon due to the expiration of available time will be placed at the top of the registration list for the next regular meeting. The Board Chair may limit the number of speakers on a given topic. Persons who join the virtual-link for a Board meeting may not make public comments.

When deemed proper, the Chair or a majority of the Board may waive these rules and hear any person on any subject.

If a regular meeting of the Board is convened solely virtually and with no on-site location, then these provisions as to public comments generally do not apply to such a meeting, except as otherwise directed by the Chair.

#### **Article 9: Protocol for Meetings of the Board of Governors**

- A. Visitors attending a Meeting in Person. All those in physical attendance at meetings of the Board of Governors may be asked to identify themselves to the Secretary or a designee upon entry to the meeting. Only members of the Board of

Governors, the President, and those recognized by the Chair may address the Board.

If space is limited in the meeting room, those with business before the Board of Governors and the members of the press shall have priority over those who are visitors.

No flags, banners, signs, or similar displays by the public shall be permitted in meetings of the Board of Governors.

No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Governors or its committees. Further, no person shall intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any public meeting.

Visitors to meetings of the Board of Governors shall observe the reasonable requests of the Chair.

B. Members Participating Virtually.

The Board recognizes that in person attendance is invaluable to the most complete and comprehensive engagement of Board members in its governance discussions and deliberations as to the University. However, a board membership composed of volunteers will sometimes need to accommodate virtual participation or occasionally a virtual meeting.

Board Members shall make best efforts, when participating virtually, to use technology which allows them to be seen and to be heard when they speak during the Meeting. If a Board Member who is participating virtually cannot provide video of themselves, the Board Member should describe to the Chair, prior to or at the beginning of the meeting.

C. Public Use of Virtual Attendance.

In complying with Public Notice requirements for Board meetings, the University shall make best efforts to provide accurate information, as of the date that the Notice is issued, of the form of Meeting: on-site or virtual.

When Public Notice of a Meeting is made, the Board's web-page will include, prior to the Meeting's beginning, a 'Link' which members of the public may use to watch the meeting. When a Board Meeting is conducted virtually, as well as generally as to all other meetings, any member of the public may observe the meeting by using the 'link' provided in the Public Notice or in a Supplemental Notice on the Board's webpage.

University staff shall make best efforts to utilize technology for Virtual Meetings and virtual participation by members which allows all Board Members and persons observing the meeting virtually to see and hear each Board Member when they speak, as well as to see and hear persons formally presenting information to the Board.

When any person not a Board Member joins a Board Meeting virtually, they are obligated to maintain “Muted Status” as to audio and to turn off any applicable camera feed from their own computer. If the technology in use allows a virtually-connected observer to activate their camera or audio, they are nonetheless prohibited from doing so without advance permission from the ‘virtual meeting host,’ who will act on behalf of the Chair. If a virtually-connected observer activates camera or audio without authorization, staff are authorized at their discretion to remove that virtual-observer from the Meeting or place them in a virtual holding room until the issue can be resolved.

The Chair or the President shall have discretion to recognize and call upon such virtual observers, at the sole discretion of the President or Chair, if they determine that the Board should receive information or remarks from such virtual observers.

If a Meetings is convened on-site, public comments may only be made in person at the Meeting, other than for exigent cause approved by the Chair at least 20 minutes in advance of the Meeting. For Virtual Meetings, no public comments are taken except as the Chair may direct, at the Chair’s sole discretion.

#### D. Executive Sessions.

The Board shall generally endeavor to conduct planned executive sessions near the end of an agenda, to minimize or eliminate further business of the Board following the executive session. A return to open session business is however at the sole discretion of the Board, at each meeting.

When a motion for an executive session is adopted by the Board, all in-person visitors should exit the meeting room promptly and comply with guidance of staff. Virtual attendees who are not Board members will be placed by the Meeting Host [staff] into a holding “room”, until the executive session ends. Such persons may leave the virtual meeting or remain for any final public actions of the Board, at their discretion.

### **Article 10: Organization of the University**

For purposes of administration, the President is authorized to determine the organizational structure of the University, subject to the approval of the Board.

### **Article 11: Relation of Board and the University Faculty, Staff, and Employees**

Communications All communications to the Board from the officers and faculty and staff of the University shall be transmitted through the President of the University. This provision does not preclude a right of approach and access to the Chair of the Board.

All communications from the Board or any of its committees addressed to any officer, faculty or staff, or other employee of the University, shall be transmitted through the office of the President of the University. This provision does not preclude individual members of the Board from contacting any person within the University community.

Employee Relations The Board of Governors is committed to the objectives of a welcoming and engaging university community and to the principles of equal opportunity and non-discrimination as reflected in various federal and state laws, orders and regulations, as well as in various University policies and regulations. and the Board will treat its employees in a non-discriminatory manner in accordance with the law and its own internal policies and regulations. It is the policy of the Board that the President shall maintain a program of reasonable process for the hearing and resolving of important, significant, and serious employee complaints.

Nothing in these Bylaws, or regulations or policies issued pursuant thereto, shall prevent the Board of Governors taking prompt action on urgent financial and personnel matters necessary to the best interests of the University.

## **Article 12: The Board and Student Relations**

The Board encourages and supports the faculty in the development of educational and other programs within available resources, designed to secure the realization of the highest potential of every student.

It shall be the policy of the Board to provide equal educational opportunity to all qualified students from the State of West Virginia and, insofar as facilities, faculty, and accommodations permit, a reasonable number from other states and other countries. The Board of Governors is committed to the objectives of a welcoming and engaging university community and to the principles of equal opportunity and non-discrimination as reflected in various federal and state laws, orders and regulations, as well as in various University policies and regulations and will treat students and student organizations in a non-discriminatory manner in accordance with the law and its own internal policies and regulations.

It is the policy of the Board that the President shall maintain a program of reasonable process for the hearing and resolving of important, significant, and serious student complaints.

## **Article 13: Financial Responsibility**

The Board of Governors, being statutorily vested with the general supervision of Shepherd University and the control and direction of all its funds, recognizes a vital and crucial institutional responsibility to those with whom it has financial transactions. Accordingly, it is the policy of the Board to maintain adequate income and reserves to assure payment of principal and interest on the due date of its obligations. To the end that the financial integrity of the University shall always remain inviolate, the Board of Governors pledges that it will maintain constant vigil over its funds through regular review and periodic reports, and such adjustments in income and reserves as shall guarantee the probity of its obligations.

The Board of Governors is concerned that maximum value be obtained for funds expended to procure goods and services. Whenever possible, competitive processes will be utilized to obtain the lowest cost consistent with acceptable quality.

#### **Article 14: Collective Authority and Action**

The authority of the Governors is conferred upon them as a Board, and they can bind the Board and the University only by acting together as a Board.

No individual member shall commit the Board to any policy, declaration, directive or action without prior approval of the Board.

#### **Article 15: Amendments**

These Bylaws may be amended or repealed at any meeting of the Board by an affirmative vote of a majority of the Board, provided that copies of such amendments or notices of repeal are submitted in writing to each member at least fifteen days in advance of such meeting.