

# MICHIGAN STATE UNIVERSITY

## BOARD OF TRUSTEES

### Bylaws



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## **PREAMBLE**

Michigan State University is the land-grant university for the State of Michigan, designated in 1863 by the Michigan Legislature to be the beneficiary of the endowment provided by the Morrill Act and supplemented by subsequent acts of the Congress of the United States.

As a land-grant university, it shares with its sister universities the legal responsibility to provide a liberal and practical education for the agricultural and industrial classes and all others, to prepare them for the various pursuits and professions of life.

This historic responsibility the Board of Trustees accepts, and to this obligation the Trustees pledge themselves, separately and collectively, and the material and human resources over which they have been given direction.

The Trustees interpret this mission as being one requiring the University to offer undergraduate and graduate education of the highest possible quality in all appropriate fields; to cherish the knowledge that is our legacy from the past; to preserve the best of our cultural, social, and political heritage; to encourage meaningful research and experimentation, both to develop new knowledge and to subject our society to a full and objective study so that it may be made more nearly perfect; to be ever responsive to the increasing needs of a dynamic and complex society, by developing and carrying on programs of public service; and to diffuse through all available media the knowledge and information that will contribute to the well-being and development of the people of our state, our nation, and the world.

The present Constitution of the State of Michigan, like every other one before it, declares it to be public policy to encourage forever schools and the means of education. The Legislature, having the power of appropriation, shares the primary responsibility for implementing this policy.

The Constitution confers upon the Board of Trustees the freedom, power, and responsibility to develop a free and distinguished university and to promote the welfare of mankind through teaching, research, and public service.

The Board of Trustees, elected by the voters of the State and responsible to all of the people of Michigan, exercises the final authority in the government of the University, within the limits fixed by the State Constitution. In exercising its responsibility, the Board delegates to the President of the University and through the President to the faculty, appropriate authority and jurisdiction over matters for which they are held accountable by the Board. These matters include educational policy and the development of a strong and efficient organization with which to accomplish the objectives of the University.

In making these delegations the Board declares its unequivocal support of the established rights and privileges of the academic profession and its intent to defend them steadfastly.

These rights and privileges include academic freedom and tenure, compensation and other economic benefits as liberal as the resources of the University will allow, a viable faculty organization, and responsible faculty participation in the development of academic programs and policies.

With respect to non-academic employees, the Board declares that because they carry a correlative responsibility and because their roles are indispensable to the effective operation of the University, they are entitled to compensation and conditions of employment commensurate with their responsibilities.

With respect to students, the Board declares it to be its intention to provide the opportunity for each to realize the highest potential, to formulate and enforce reasonable rules governing student conduct, and to give due consideration to the opinions of students on matters related directly to their interest.

With respect to alumni, the Board invokes their loyal support of the University and invites their advice and counsel, reminding them that the esteem of the University is constantly measured by their performance as educated men and women.

With respect to the people of Michigan, the Board willingly acknowledges that this University is in the final analysis their University. As a public institution, Michigan State University is obligated to serve the best interest of the people who support it as can be best determined. The Board invites the people of Michigan to support with it the time-tested principle that in the University's unceasing quest for truth and enlightenment it must encourage the timely discussion in open forum of a wide variety of issues, some of which are bound to be controversial because they are unsettled. This principle assumes that the views expressed in such discussion are subject to critical evaluation, and that any restraints on the freedom of expression at the university must be limited to measures to protect such free inquiry and to insure that they are consistent with the preservation of an organized society in which peaceful, democratic means for changes in the social structure are readily available.

Finally, the Board of Trustees holds as its special trust the historical mission of a university to create an intellectual climate that will challenge and encourage the vigorous development and courageous expression of the human mind and spirit. Specifically, the Trustees recognize that it is a primary responsibility to assure the University of the financial and other resources necessary to the successful performance of its mission. They believe that the best method of assuring that support is to interpret the University faithfully and continually to their fellow citizens, to the legislature and elected state officials, and to the federal government, and thus persuade them of the essential importance of the University's mission. To those tasks of interpretation and persuasion they are committed by their election to office, and to those tasks they pledge themselves without reservation.

In order to make effective the principle here declared, to achieve the state objectives of Michigan State University, and to insure that the conduct of its own affairs will be in

accord with the highest standards of educational administration, the Board of Trustees adopts these Bylaws:

### **ARTICLE 1 - The Corporation**

The Trustees of Michigan State University and their successors in office are created by the people of Michigan through the Constitution as a body corporate known as the Board of Trustees of Michigan State University, with the power of general supervision over the institution and the control and direction of all expenditures from the institution's funds. The Board shall consist of eight members elected for eight-year terms as provided by law. Members shall hold office until their successors have been elected as provided by law. The governor shall fill Board vacancies by appointment.

Members of the Board shall serve without compensation, but shall receive the actual and necessary expenses incurred by them in the performance of the duties of their office.

### **ARTICLE 2 - Meetings of the Board**

The Board shall meet monthly, except as otherwise provided by the Board. Meetings will ordinarily be held at Michigan State University in East Lansing, but may be held at such other times and places in Michigan as the Board may determine.

A majority of members shall constitute a quorum to do business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained.

At all meetings it shall be valid to act on any subject within the power of the corporation, unless the call of the meeting is limited.

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.

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

### **ARTICLE 3 - Voting Procedures**

Votes on all matters coming before the Board or any of its committees shall be taken and recorded in the manner prescribed by the Board.

### **ARTICLE 4 - Officers and Organization of the Board**

**Chairperson.** At the first regularly scheduled meeting of the Board in January immediately following each biennial fall election for Trustee, the members of the Board shall elect a chairperson of the Board. The chairperson's term in office shall be two years and shall expire at the first regularly scheduled meeting in January immediately following the next biennial fall election for Trustee. In the event of a vacancy in the office of chairperson during the two-year term, at its next meeting after the vacancy occurs the

Board shall elect a new chairperson to serve for the remainder of the term. The chairperson shall perform such duties as may be prescribed by law or by the Board.

**Vice Chairperson.** Immediately after the election of the Board's chairperson, the members of the Board shall elect a vice chairperson of the Board. The vice chairperson shall serve until the election of the next chairperson of the Board. In the event of a vacancy in the office of vice chairperson, at its next meeting after the vacancy occurs the Board shall elect a new vice chairperson to serve until the election of the next chairperson of the Board. Only Trustees who are not members of the chairperson's political party shall be eligible for election as vice chairperson, unless seven or more Trustees are members of the same political party, in which case all Trustees, other than the chairperson, shall be eligible for election as vice chairperson. The vice chairperson shall perform such duties as may be prescribed by law or by the Board. The vice chairperson shall also assume the duties of the chairperson during the latter's absence and, in the event of a vacancy in the office of chairperson, until the election of a new chairperson.

**President.** The Board shall, as often as necessary, elect a president of the University who shall serve at the pleasure of the Board. The President shall be, ex officio, a member of the Board without the right to vote, and be its sole administrative officer. The President shall preside at meetings of the Board, shall have the authority and shall perform the duties usually attached to the office as presiding officer.

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; shall exercise such other powers, duties, and responsibilities as are delegated or required by the Board of Trustees.

In case of a vacancy in the office of the President, under conditions other than those specified in Article 14, the Board at the time of the announcement that the President is leaving shall elect immediately 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.

**Provost of the University.** The Provost of the University shall be appointed by the Board upon recommendation of the President, shall serve at the pleasure of the Board, and shall give bond satisfactory to said Board to secure the faithful performance of the duties of the office. Subject to the President and the Board, the Provost:

Shall be the principal academic officer of the University and administer the various colleges, special units and academic support facilities.

Shall be responsible for assembling and administering the academic budget.

Shall be responsible for faculty personnel administration including procedures for faculty appointments and terminations, salaries and promotions, working conditions, and tenure.

Shall be responsible, with advice from the faculty, for development of new academic programs and for keeping existing programs updated and in conformity with University educational policies.

Shall be responsible for insuring that administrative procedures preserve academic freedom and insure academic responsibility.

Shall be responsible for supervising procedures and policies related to the admission of students, and liaison with high schools and community colleges.

Shall be responsible for supervising the registration process and for the orientation of new students.

Shall be responsible for administering academic facilities and support units such as Libraries, Computer Laboratory, Instructional Development and Telecommunication Services, and the Museum.

Shall be responsible for liaison with State Department of Education.

**Vice President for Administration and Public Affairs [ Vice President for Governmental Affairs ].** The Vice President for Administration and Public Affairs shall be appointed by the Board upon the recommendation of the President, shall serve at the pleasure of the Board, and shall give bond satisfactory to said Board to secure the faithful performance of the duties of the office. Subject to the President and the Board, the Vice President for Administration and Public Affairs:

Shall be the principal liaison officer and official contact between the University or any of its component parts and the State Legislature for all presentations made to the Legislature, or to any individual legislator on behalf of any projects of the University. All presentations on behalf of such projects shall be cleared with the Vice President for Administration and Public Affairs prior to their presentation.

Shall be responsible for the administration of personnel and employee relations policies and procedures related to the clerical, technical, administrative, and professional personnel who are not Board appointed. For these personnel the Vice President for Administration and Public Affairs shall administer such rules, regulations, and procedures pertaining to the classification, evaluation, employment, absences, leaves, vacations, promotions, and terminations of employment which may be established from time to time by the Board of Trustees.

Shall be representative of the University in its relations with labor unions organized among its nonacademic employees.

Shall perform such other duties as may be required by the President and the Board of Trustees.

**The Vice President for Finance and Operations and Treasurer.** The Vice President for Finance and Operations and Treasurer shall be appointed by the Board upon the recommendation of the President of the University. Subject to the President and the Board of Trustees, the Vice President and Treasurer:

Shall be responsible for the collection and custody of, and accounting for all moneys due the University.

Shall pay all obligations of the University in accordance with budgets, contracts, grants, and policies established by the Board of Trustees.

Shall exercise general control over the regular accounting service through the controller who may refuse expenditures not authorized by such budget rules as the Board may adopt, as well as expenditures that would incur an overdraft in any fund or item in the annual budget or in special projects.

Shall have supervision over and custody of all deeds, contracts, agreements, trust indentures, etc., of which the University is a part.

Shall be a University officer authorized to sign formal applications for grants of funds for research, extension, or other University purposes and directed by the Board.

Shall have general administrative supervision over the Physical Plant Division, Housing and Food Services, and General University Services departments.

Shall continuously monitor and review the actions of the investment manager and the status of the University's investment portfolio.

Shall prepare an annual financial report at the close of each fiscal year and such other interim reports as the President and the Board of Trustees may request.

May act to execute contracts on behalf of the Board of Trustees as authorized by the Trustees.

Shall give bond satisfactory to the Board for the faithful performance of the duties of the office.

Shall perform such other duties as may be required by the President and the Board of Trustees.



**Vice President and Secretary of the Board.** The Vice President and Secretary of the Board shall be appointed by the Board upon recommendation of the President, shall serve at the pleasure of the Board, and shall give bond satisfactory to said Board to secure the faithful performance of the duties of the office. Subject to the President and the Board, the Secretary:

Shall keep a record of all the transactions of the Board which shall be open to public inspection; shall have custody of such books, papers, documents, records, and other property deposited in the Vice President and Secretary's office, and shall be the custodian of the corporate seal and shall cause its imprint to be placed wherever appropriate.

**General Counsel.** The General Counsel and Associate General Counsel shall be appointed upon the recommendation of the President and approval of the Board. The General Counsel shall attend meetings of the Board and render such professional services as are required by it and the officers of the University. The General Counsel shall have authority to execute all legal documents including those required for purposes of litigation and/or court proceedings.

**Ineligibility.** No member of the Board shall be eligible to appointment as secretary or treasurer or to any paid employment in the University.

#### **ARTICLE 5 - Committees**

The Board may appoint committees and prescribe their duties and functions. The President or a presidential designee shall be a member of all such committees. All committees shall keep a record of their proceedings and 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 or the State Constitution.

All resolutions and all committee reports offered which involve matters for record in the minutes shall be made in writing.

#### **ARTICLE 6 - University Organization**

For purposes of administration, basic educational and administrative units may be established within the University upon recommendation of the President and the approval by the Board. The alteration or abolition of such units shall be approved in a like manner. The basic organization of the educational units shall include departments, schools, institutes, centers, colleges, and the graduate school. The President is authorized to determine the organizational pattern of the several educational and administrative units subject to a report to the Board.

## **ARTICLE 7 - Relation of Board and the University Faculty, Staff, and Employees**

**Regular Faculty Appointments.** Appointments to the regular faculty, the salaries, tenure, leaves of absence, and changes of status therefore, shall be acted upon by the Board upon the recommendation of the President of the University.

**Communications.** All communications to the Board from the officers and faculty of the University and the officers of any affiliated organizations of the Board of Trustees shall be transmitted through the President of the University. This provision does not preclude a right of approach with members of the Board.

All communications from the Board or any of its committees addressed to any officer, professor or instructor, 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 Trustees is committed to the objectives of diversity and pluralism and to the principles of equal opportunity, non-discrimination and affirmative action as reflected in various federal and state laws, orders and regulations, as well as in various University policies and regulations and will treat its employees in a non-discriminatory manner in accordance with the law and its own internal policies and regulations. The Board will permit deduction of union dues from wages upon written request submitted by employees of the University.

It is the policy of the Board that the President shall develop a program structured along the fundamentals of basic due process, for the hearing and resolving of important, significant, and serious employee complaints.

**Outside Employment.** A full-time member of the faculty or staff may not be employed for remuneration by agencies other than the University except under the established rules of the Board and with the approval of the appropriate University authorities. In all cases there shall be no conflict of interest between the activity of the faculty or staff member and the University function. Any proceeds realized from such activity may be proportioned between the University and the faculty member where institutional time and/or facilities are involved.

**Rights and Responsibilities of the Faculty.** The Board of Trustees, the administration, and the faculty carry out their respective responsibilities not as isolated entities, but as major and primary constituents of a total University organization and structure which remain mutually interdependent and must be supportive of each others' purposes, functions, and obligations. It is within this context that the rights and responsibilities of the faculty are to be construed.

The Constitutional authority lodged in the Board of Trustees for the administration of the University makes possible the creation of an organizational autonomy to protect faculty in the exercise of the rights of academic freedom, the most treasured values of the

academic community. Upon these rights rest the unfettered pursuit and transmission of truth by the faculty who serve as the guardians, interpreters, and transmitters of a great intellectual heritage; the further enrichment of this heritage constitutes both obligation and aspiration of the academic profession.

Responsibilities adhere to rights of academic freedom with which they are closely interwoven and at times indistinguishable. They exist for faculty as members of a department or other academic unit, as members of a college, as members of the University, and as members of professional societies with which the respective disciplines are associated. Exercise of rights of academic freedom entails the restraints of intellectual integrity and of responsible action to safeguard its exercise against abuse, disrespect, or destruction. It entails tolerance for freedom of expression by others and full deliberation of issues and problems; it entails forthrightness in recognizing and in indicating when one speaks professionally as a scholar in a field of special competence and when one speaks as a private citizen; it entails mindfulness that membership in the academic community ineluctably involves identification and association with the University and that the University is adjudged by the actions, performance, good taste, and expressions of its faculty.

Rights and responsibilities of faculty include the transmission and creation of knowledge, the cultivation in the student of the highest reaches of the mind and a capacity for abstract reasoning, the cultivation of a vigorous and continuing pursuit of an understanding of the universe and the encouragement of introspection of man's relation to it. To awaken in students penetrating questions on a fully examined life, on the morality inherent in the choice of values and on finding a meaningful and responsible relation to society calls for the finest talents of the faculty as teachers, scholars, and counselors. Talents and dedication of faculty are also asked for understanding and appreciation of the mores and standards by which a society seeks to sustain itself and for exploration of how, through personal example and intellectual effort, both students and faculty may assist mankind to fulfill its noblest aspirations and highest potential.

Innovation, planning, and the rendering of many recommendations and decisions required for the effective functioning of departments, colleges, and the University as a whole represent further necessary faculty contributions. The institution looks to the faculty for recommendations on faculty recruitment, promotions, and tenure; on the development of new academic programs and modification or discontinuance of old; on academic standards for admission to the several teaching and research programs; and on the articulation of needs and requirements for space, equipment, and personnel.

Contributions assumed traditionally by faculty also include the cultivation of an exciting intellectual life; the preparation of professional competencies; evaluation of a student's academic performance; active participation in professional meetings; the determination of membership in the respective academic profession; and the development of teaching and research programs in many fields of knowledge of concern to the University, including the pursuit of advances in the arts and letters, the physical and biological sciences, government, and social and economic behavior.

The primacy of the faculty's role, functions, and responsibilities and its essentiality are further reflected in participation in the governing entities established for the several levels of faculty organization, in serving as needed on department, college, and University committees, and in rendering indispensable services associated with the University's many commitments and requirements within the academic community, within the state, the nation, and the world. The core of the University's purpose, its intellectual content and integrity, is expressed by the faculty.

In concert with the administration and accountable through the President to the Board of Trustees, the faculty are responsible for the continuous development of a University dedicated to the highest academic goals and responsive to the needs of society.

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

#### **ARTICLE 8 - 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.

Upon the recommendation of the President the Board may determine and establish the qualifications of students for admission at any level, or readmission to the University, and fix the amount of fees to be charged for attendance at the University.

It shall be the policy of the Board to provide equal educational opportunity to all qualified students from the State of Michigan and, insofar as facilities, faculty, and accommodations permit, a reasonable number from other states and other countries. The Board of Trustees is committed to the objectives of diversity and pluralism and to the principles of equal opportunity, non-discrimination, and affirmative action 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.

The Board may make or may delegate through the President to the faculty the authority to make reasonable rules and regulations for the purpose of maintaining the health, safety, good order, harmony, and discipline of students, which are not purely arbitrary or in violation of any common rights, and may require students to agree to abide by them as the condition of admission to and retention in the University. Students who fail to comply with these regulations may be disciplined in such a manner as may be deemed appropriate.

It is the policy of the Board that the President shall develop a program, structured along the fundamentals of basic due process, for the hearing and resolving of important, significant, and serious student complaints.

#### **ARTICLE 9 - Courses of Instruction and Degrees**

The Board delegates to the President and through the President to the faculty authority to establish and regulate courses of instruction and programs of research and service, subject to a report and accountability to the Board for information, discussion, and appropriate action. Students who complete prescribed courses of study may be granted such baccalaureate and graduate and professional degrees and diplomas as are appropriate.

Honorary degrees may be awarded in recognition of distinguished accomplishment and service within the scope of the arts and letters, sciences and the professions, and public service recognized and promoted by the University. No honorary degree may be granted except upon the recommendation of the President and faculty, or an agency representing it. Generally, such honorary degrees may not be granted in absentia. No person shall be recommended for an honorary degree while an officer, faculty member, or other employee of the University.

#### **ARTICLE 10 - Financial Responsibility**

The Board of Trustees, being constitutionally vested with the general supervision of Michigan State 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 Trustees 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. Funds earmarked for payment of bonded self-liquidating projects and term loan agreements are duly pledged for the specific pledge of the indenture. No intrusion upon this commitment, from any source or for any reason, will be tolerated.

The Board of Trustees is concerned that maximum value be obtained for funds expended to procure goods and services. Whenever possible, competitive quotations will be secured from two or more suppliers and purchase orders will be awarded on the basis of lowest cost consistent with acceptable quality.

#### **ARTICLE 11 - Property and Facilities**

**Real and Other Property.** The acquisition of all real estate and other property for University purposes and the sale, disposition, or transfer thereof shall first be approved by the Board of Trustees. The Board is authorized to prescribe rules governing the use of

all University property by the faculty, staff, employees, students, and the general public and the conduct of all entering upon said property, or in attendance at the University.

**Securities.** The investment manager(s), appointed by the Board of Trustees, shall be authorized to invest, buy and sell stocks, bonds, evidences of indebtedness, other securities and investment assets in accordance with policies and objectives established by the Board of Trustees. All such transactions shall be reported at the next regularly scheduled meeting of the Trustee Investment Committee.

**Contracts.** The President and officers designated by the President are authorized to execute contracts on behalf of the Board of Trustees.

**Naming New Buildings.** University buildings shall be named by the Board in accordance with its adopted policies.

#### **ARTICLE 12 - Extension Centers**

**Extension Centers.** Extension Centers of Michigan State University may be established at locations to be specifically designated where study for credit can be carried on under conditions which provide appropriate instructional resources. Centers may not be established unless adequate classrooms and/or laboratory space are provided by local enterprise; adequate library facilities are available locally in all fields of advanced study in which courses are offered at that location; adequate concentration of population exists from which classes of satisfactory size may be drawn; competent instructors are available, and in the event that classes cannot be taught by members of the regular Michigan State University faculty, adequate opportunity exists for the supervision of their work by Michigan State faculty; and adequate communication exists between the Center and Michigan State University. All credit courses conducted off campus will be given the same value as credit courses on campus.

#### **ARTICLE 13 - Collective Authority and Action**

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

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

#### **ARTICLE 14 - University Operation in Special Emergencies**

In the event of an emergency resulting from disaster occurring in this state caused by an enemy attack upon the United States, by which the incumbents of the Board and administrative offices of Michigan State University may become unavailable for exercising the powers and discharging the duties of such offices, the Board of Trustees declares that it shall be the policy of the University to operate in accordance with the

provisions of the Emergency Interim Executive Succession Act of the State of Michigan.

In the event of the death or incompetency of the President, the Chairperson of the Board of Trustees shall convene the available members to take appropriate action to assure continuity in the affairs of the University until the Board will make arrangements for an Acting President.

In order to anticipate responsibly the consequences of any disaster befalling the President of Michigan State University, rendering the President incapable of exercising the duties and functions of the office, it shall be the continuing responsibility of the Board of Trustees of said University to provide for the designation of an Acting President who shall carry out the duties and responsibilities of the Office of the President until such time as the Board shall appoint a permanent president under these Bylaws.

#### **ARTICLE 15 - Corporate and University Seals**

The corporate seal of the Board of Trustees shall contain in its center a monogram, MSU, being the initials of Michigan State University, and around the outer circle the words Board of Trustees Michigan State University.

The seal of the University shall contain in its center an illustration depicting "Old College Hall" and in the outer circle the inscription, Michigan State University.

#### **ARTICLE 16 - Emeritus Title**

The additional title of Emeritus may be added to that of any member of the faculty or staff upon retirement. The title of Trustee Emeritus shall be bestowed upon all persons upon the close of service of such persons as members of the Board of Trustees of Michigan State University.

#### **ARTICLE 17 - 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 in advance of such meeting.

#### **ARTICLE 18 -Repeal**

All Bylaws, acts or resolutions, or any parts thereof, which are inconsistent with these Bylaws are hereby repealed.