



BOARD OF TRUSTEES

Executive Action Summary

Committee Name Academic Affairs

Date September 8, 2023

Agenda Item: Revision to the MSU Board of Trustees Bylaws

Information

Discussion

Action

Resolution:

BE IT RESOLVED, that the Board of Trustees hereby approves revisions to the Board of Trustees Bylaws as indicated in Attachment A;

BE IT FURTHER RESOLVED, that the Board authorizes the Secretary and Chief of Staff to the Board (“Secretary”) to update numbering and naming references in policies and other documents where provisions of the Bylaws appear or are otherwise cited.

Recommendation:

The Trustee Committee on Academic Affairs recommends that the Board of Trustees approve revisions to the Board of Trustees Bylaws, as indicated in Attachment A.

Prior Action by BOT:

Prior substantive amendments to Board of Trustees Bylaws are noted on the cover page of the current bylaws.

Responsible Officers:

Stefan Fletcher, Secretary and Chief of Staff to the Board of Trustees

Summary:

Through this resolution, and the accompanying resolution related to the Board of Trustees policy manual, several actions are proposed to further the Board of Trustees governance and policy management framework. This includes the revisions to the Board of Trustees Bylaws, as noted in

Attachment A.

Background Information:

The Board of Trustees Bylaws, ordinances, and policies support the Board's constitutional responsibilities related to the general supervision of the University. Several actions are proposed to update, restructure, and standardize these documents.

The Board of Trustees Bylaws were last substantively updated in January 2003. After a review of Bylaws among Big Ten peers and informed by information from the Association of Governing Board of Colleges and Universities, several revisions are put forward for the board's consideration. A detailed summary of the proposed revisions to these provisions are indicated as part of the materials enclosed in Attachment A.

Source of Funds:

Not applicable.

Resource Impact:

Not applicable.

Summary of proposed bylaws revisions

Throughout the document, various grammatical, plain language and style changes have been made. These include the de-capitalization of certain terms, correction of typographical or grammatical inconsistencies, etc. Please review the track-changes document for specific revisions.

PREAMBLE

- Recognition of professional and continuing education as forms of educational offerings to which the University offers.
- Changes statement on alumni to focus on alum's 'positive actions in their communities' as a measure of the university instead of 'performance as educated men and women.'
- Clarifies that one way the University is measured is through the positive actions of alumni, updating current terminology to be more inclusive.

ARTICLE 1 - The Corporation

- Inserts provisions of board policy 01-01-05, *Expenditure Guidelines*, with the following amendment:
 - o Deletes sentence that '[t]rustees will be reimbursed for all expenses when presented.' The sentence is duplicative of the sentence beforehand that discussed reimbursement of expenses.
- Adds the fiscal year of the University into the bylaws. This is a standard provision across benchmarked bylaws and is added here when describing the Corporation.
- Recognizes the constitutional duty of the board to elect the president.

ARTICLE 2 - Meetings and Agendas

- Updates the number of meetings per year to the current total of six. The board still retains the ability to determine a different number of regular meetings.
- Delineates a threshold (five or more Trustees) by which special meetings may be called.
- Inserts provisions of board policy 01-01-02, *Addressing (Public Comment)*, with the following amendment:
 - o Remove total time maximums for both topics germane to the agenda (15 minutes) and topics not germane to the agenda (12 minutes). Maintain individual presentation maximum time limit (three minutes per presentation).
- Defines when notice should be delivered to each Trustee before regular (seven days) or special (two days). Requires certain information to be included in the notice given to Trustees. Affirms responsibility of the secretary to give notice to the public.

- Inserts provisions of board policy 01-01-11, *Participation on Board*, with the following amendment:
 - o Clarify that participants and the public must be able to hear one another instead of 'see or hear' others.
- Inserts provisions of board policy 01-01-03, *Agenda Contents*, with the following proposed amendments:
 - o Reduces the number of Trustees required to add items to an agenda after it has been mailed to three Trustees. Currently, six Trustees are required to perform this action.
 - o Add mechanism by which board members could remove an item from a published agenda. The threshold for such action would be five or more Trustees.

ARTICLE 3 - Voting Procedures

- No substantive amendments.

ARTICLE 4 - Officers and Organization of the Board

[As Amended – See Attachment B]

- **Revises selection process for chair and vice chair. Starting January 1, 2025, the Board would select the roles of chair and vice chair based on seniority for one-year terms in those roles. Amongst other things, and as further set forth in Attachment B, Article 4 would be revised to provide that the vice chair would automatically succeed to the role of chair unless the person forfeits it; if there are two Trustees with equal seniority, a random selection process would occur to choose the Trustee for the position; and specify the process whereby the chair or vice chair could be removed.**
- ~~— Clarifies the chair may be removed by a vote of six or more Trustees. If the chair role is vacant for any reason, the vice chair will temporarily fill the role of chair until the next regularly scheduled board meeting where the board would elect a new chair to fill the remainder of the term.~~
- ~~— Specifies that the vice chair may be removed by a vote of six or more Trustees and define that a vote would occur at the next regularly scheduled board meeting to fill the remainder of the position's current term.~~
- Removes provision related to the vice chair having to come from the opposite political party as the chair.
- Under 'President':
 - o Specify that the president has accountability for the university's advancement efforts as part of the specified duties.
 - o Clarify the president's authority to appoint executive officers for the institution, subject to board approval for specified positions.
- Under 'Provost':
 - o Note that the Provost is the primary liaison with academic employee labor unions.

- Amend from serving 'at the pleasure of the board' to 'serve at the pleasure of the president' for this and other officer positions other than the president and the secretary. The board would retain approval authority for all officer roles designated in the bylaws.
- Adds the position, duties, and appointment criteria for the Executive Vice President for Health Sciences to reflect the university's current leadership structure.
- Updates the title of the 'Vice President for Administration and Public Affairs' to the 'Vice President for Administration' to reflect the university's current leadership structure. Updates duties to align with portfolio, including the addition of responsibilities for facilities and support units.
- Updates the title of the vice president for finance and treasurer to include the 'Chief Financial Officer' designation. Note that the position is recommended to the board by the president and serves at the pleasure of the board. Removes responsibility for Housing, Food Services, and Physical Plant to align with the university's current organizational structure.
- Under 'Secretary of the Board':
 - Removes Vice President title.
 - Adds responsibilities for overseeing the board office's staff and the board's governing documents, supporting the board in the fulfilment of its constitutional responsibilities, and in advocating for the board while liaising with the administration.
- Under 'General Counsel':
 - Removes the Deputy General Counsel as a position needing board approval. That position no longer exists.
- Revises the 'Ineligibility' section to remove redundant language around board members being prohibited from serving as either the secretary or treasurer. Given that these are paid positions, other language in this section covers the specific positions mentioned.

ARTICLE 5 - Liaisons to the Board

- Inserts the provisions of board policies 01-01-06, *Board of Trustees - Faculty Liaison*, and 01-01-07, *Board of Trustees - Student Liaison*, with the following amendments:
 - Update the names and titles of the student governance groups (where applicable) and the title of the vice president selecting the student-at large.
 - Clarify that the faculty and student liaisons report to the board on ongoing matters in their areas at regular meetings of the board.

ARTICLE 6 - Committees

- Inserts provisions of board policy 01-01-09, *Committee Structure*, with the following amendments:
 - Under Committee on Academic Affairs

- Remove the examples of ‘the Provost or College Deans’ for review of hiring, promotion, and tenure. Those examples were incongruent with the remainder of the sentence and were ambiguous.
- Remove examples of critical academic units. Given that what is a critical academic unit may be time-bound or evolve more quickly than the bylaws are revised, removing the examples supports the sustainability of the document.
- Delete provision noting that the committee shall serve as the liaison to the Steering Committee and other academic governance bodies. The liaison role is designated to an individual Trustee rather than the committee.
- Clarifies the committee’s responsibility for reviewing University extension and outreach and engagement matters, updating terminology to reflect the University’s current naming structure.
- Under Committee on Audit, Risk and Compliance:
 - Update acronym for chief compliance officer.
- Under Committee on Student Life and Culture:
 - Update language used when describing the responsibilities of the committee to be consistent with contemporary student success and student life terms.
 - Clarifies the committee is responsible for the review of various student rights and responsibilities documents.
 - Removes responsibility of the Ombudsperson and Dean of students to appear before the committee on student issues and concerns. Regular visits and conversations for those individuals will be coordinated by the Senior Vice President for Student Life and Engagement.

ARTICLE 7 - University Organization

- Clarifies that educational and administrative units may be established or abolished upon the recommendation of the president and approval by the board. The president would be permitted to determine the organizational pattern of these units and make alterations therein. This would not be a change to current practice.

ARTICLE 8 - Relation of Board and the University Faculty, Staff, and Employees

- Strikes ‘Communications’ subsection regarding communications to and from the Board.
- Under ‘Employee Relations,’ updates the term ‘pluralism’ for ‘inclusion’ to conform with contemporary expectations.
- Substitutes the terms ‘ineluctably’ and ‘mankind’ for ‘unquestionably’ and ‘humankind’ for clarity and removing a gendered term.

ARTICLE 9 - The Board and Student Relations

- Removes the term 'pluralism' to conform with contemporary expectations.
- Removes provision around 'affirmative action' with respect to student relations to align with the state constitution and recent legal decisions by the U.S. Supreme Court. The commitment to 'equal opportunity' and 'non-discrimination' in this section is maintained.
- Clarifies that the board must approve the program developed by the president to address student complaints. This reflects current practice as the board retains approval authority over, for example, the Student Rights and Responsibilities and Graduate Student Rights and Responsibilities documents.

ARTICLE 10 - Courses of Instruction and Degrees

- Clarifies that the university may not, in general, recommend individuals for honorary degrees while that individual is an employee of the university.

ARTICLE 11 - Financial Responsibility

- Deletes the final paragraph of the article dealing with procurement of goods and services. The instruction is too granular to be covered in the board's bylaws. The University has extensive procurement policies and practices that cover the university's procurement needs and ensure appropriate financial stewardship. Existing practices will not alter because of this revision.

ARTICLE 12- Property, Securities, and Contracts

- Re-titles Article 12 from 'Property' to 'Property, Securities, and Contracts' to more accurately reflect the scope of topics covered in this article.
- Under 'Securities,' change from 'Investment Committee' to 'Investment Advisory Subcommittee' to reflect current organizational structure of the board.
- Under 'Contracts' revisions would:
 - o Reflect that certain officers are designated as having signatory authority through the bylaws and not just through delegation by the president.
 - o Permit the secretary to sign contracts and other documents on behalf of the board related to its operations and as permitted under the ordinances. For example, the secretary approves certain license application requests under the ordinances currently.

ARTICLE 13 - Collective Authority and Action

- No substantive amendments.

ARTICLE 14 - Corporate and University Seals

- No substantive amendments.

ARTICLE 15 – Amendments

- No substantive amendments.

ARTICLE 16 – Repeal

- Add in a clause noting that where more specific provisions in policy may expand upon the Trustee bylaws, the more specific provisions would govern. If a provision expressly conflicts with the Trustee bylaws, that provision would have no effect.

Additionally, there are three existing articles in the bylaws proposed for removal. These are:

Emeritus Title - The current provision in the bylaws is duplicative of the board's more expansive policy in this area (*Trustees Emeriti*, 01-01-08). Removing the current paragraph from the bylaws will have no effect.

University Operation in Special Emergencies – This is a statement that affects universitywide operations and goes into operational detail that is best served and added to in a board policy. The language will be moved into a board policy.

Extension Centers – The statement on Extension will be transitioned to a board policy. The statement is uncommon among benchmarked bylaws. The existing statement serves as a policy statement that can be built on in the promotion and oversight of extension functions.

MICHIGAN STATE UNIVERSITY

BOARD OF TRUSTEES Bylaws



Effective as of December 16, 1965, and revised October 28, 1977; January 25-26, 1979; January 24-25, 1980; July 20, 1990; October 7, 1994; December 9, 1994; October 13, 2000; ~~and~~ January 10, 2003; and September 8, 2023.

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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-fellow land-grant~~ 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 ("~~board~~") accepts, and to this obligation the ~~t~~Trustees pledge themselves, separately and collectively, ~~and~~ the material and human resources over which they have been given direction.

The ~~Trustees-board~~ interprets this mission as being one requiring the University to offer undergraduate ~~and~~, graduate, ~~professional, and continuing~~ 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-offer 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 ~~Sate~~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-board~~ the freedom, power, and responsibility to develop a free and distinguished university and to promote the welfare of ~~mankind~~humankind through teaching, research, and ~~public service~~outreach.

The ~~Board-of-Trustees-board~~, 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 ~~b~~Board delegates to the ~~President~~president of the University and through the ~~p~~President to the faculty, appropriate authority and jurisdiction over

matters for which they are held accountable by the bBoard. 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 bBoard 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 bBoard 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 bBoard 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 bBoard ~~invokes-asks for~~ their loyal support of the University and invites their advice and counsel, ~~and knows that one way the University is measured is through their positive actions in their communities 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 bBoard 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 bBoard 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 ~~ie~~nure 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 Trusteesboard 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~~board recognizes that it ~~is~~has 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 ~~l~~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~~To make effective the principle here declared, to achieve the stated objectives of Michigan State University, and to ~~insure~~ensure that the conduct of its own affairs will be in accord with the highest standards of educational administration, the ~~Board of Trustees~~board adopts these bBylaws:

ARTICLE 1 - The Corporation

The ~~Trustees~~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, ~~and the responsibility to elect a president of the University.~~ The bBoard 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 bBoard vacancies by appointment.

Members of the bBoard shall serve without compensation, but shall receive the actual and necessary expenses incurred by them in the performance of the duties of their office. ~~Trustees will be reimbursed for all expenses when presented.~~ Expenses will be reviewed periodically by the board chair and the chair of the Budget and Finance Committee. The ~~secretary~~Secretary and Chief of Staff to the Board of Trustees ("secretary") shall keep a record of all expenses reimbursed to each ~~t~~Trustee as may be required by law.

The fiscal year of the University shall begin on July 1 and end on June 30 of each calendar year, or such other date as may be fixed from time to time by the board.

ARTICLE 2 - Meetings of the Board Meetings and Agendas

The bBoard shall ~~meet monthly, except as have at least six (6) regular meetings each year, unless~~ otherwise provided by the determined by the bBoard. Meetings will

ordinarily be held at Michigan State University in East Lansing, but may be held at ~~such other times any time~~ and ~~places in Michigan place~~ as the ~~Board board~~ may determine. ~~Special meetings may be called by the board, at the written request of five or more trustees.~~

A majority of ~~membersthe board~~ 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 ~~board 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 ~~Boardboard~~.

Meetings of the ~~Board board~~ shall be open to the public as provided by law. ~~The Board regards the opportunity for expression of public views on issues before the Board as an important part of its deliberations.~~

~~To accommodate such expression, the Board reserves a~~ A portion of ~~its the board's~~ regular meeting ~~is reserved~~ for persons who wish to address the ~~Boardboard~~. Those wishing to address the ~~Board board~~ must submit a Public Speaker Request Form to the ~~Secretary of the Board of Trusteessecretary~~ in advance of the posted deadline for doing so.

Individual presentations on topics that are germane to the action items on the ~~Board's board's~~ agenda are limited to three (3) minutes. ~~and the total time for presentations on any such item or topic is limited to fifteen (15) minutes.~~

Individual presentations on topics that are not germane to the action items on the ~~Board's board's~~ agenda are limited to three (3) minutes ~~and the total time for presentations on any such topic is limited to twelve (12) minutes.~~

The ~~Office of the Secretary of the Board of Trusteessecretary~~ is responsible for the implementation of this ~~policy section~~ and may develop guidelines consistent with this ~~policy section~~. Requests for interpretations of the policy shall be referred to ~~that the~~ Office of the Board of Trustees.

The secretary shall have delivered to each Trustee by regular or electronic mail not less than seven (7) days prior to any regularly scheduled meeting a notice of the time and place of the meeting, together with all pertinent materials for the meeting. Notice of special meetings of the board shall be given to each Trustee at least two (2) days in advance and will state the purpose of the meeting. The secretary shall

give notice to the public of formal meetings of the board by means reasonably calculated to give due notice to the public.

Trustees may participate in any meeting of the ~~Board-board~~ by means of videoconference, conference telephone, or other similar communications equipment whereby all persons participating in the meeting, including any members of the ~~general-publicpublic~~ in attendance, can ~~see or~~ hear each other. Participation as described in the preceding sentence is the same, for all purposes, as participation in person.

No motion or resolution shall be voted upon at ~~an MSU Boarda board~~ meeting which is not included on the agenda ~~mailed-distributed~~ to ~~the Board-board~~ members prior to the ~~meeting, unlessmeeting unless~~ the motion or resolution is endorsed in writing by ~~six-three~~ or more ~~Trusteestrustees~~. No motion or resolution which is included on the agenda can be removed unless the removal is endorsed in writing by five or more trustees.

ARTICLE 3 - Voting Procedures

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

ARTICLE 4 - Officers and Organization of the Board

Chairperson. At the first regularly scheduled meeting of the ~~Board-board~~ in January immediately following each biennial fall election for Trustee, the members of the ~~bBoard~~ shall elect a chair~~person~~ of the ~~Boardboard~~. The chair~~person~~'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 chair~~person~~ during the two-year term, at its next meeting after the vacancy occurs the ~~Board-board~~ shall elect a new chair~~person~~ to serve for the remainder of the term. The chair~~person~~ shall perform such duties as may be prescribed by law or by the ~~Boardboard~~.

If the chair is removed as chair by vote of at least six members of the board, resigns, or otherwise is unavailable or unwilling to serve, the vice chair shall assume the role of chair until the next regularly scheduled meeting where the board will elect a new chair to fill the remainder of the term.

Vice cChairperson. Immediately after the election of the ~~Board's-board's~~ chair~~person~~, the members of the ~~Board-board~~ shall elect a vice chair~~person~~ of the ~~Boardboard~~. The vice chair~~person~~ shall serve until the election of the next chair~~person~~ of the ~~Boardboard~~. In the event of a vacancy in the office of vice

chair~~person~~, at its next meeting after the vacancy occurs, the ~~Board~~board shall elect a new vice chair~~person~~ to serve until the election of the next chair~~person~~ of the ~~Board~~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 chair~~person~~ shall perform such duties as may be prescribed by law or by the ~~Board~~board. The vice chair~~person~~ shall also assume the duties of the chair~~person~~ during the latter's absence, ~~and, in the event of a vacancy in the office of chairperson, until the election of a new chairperson~~

If the vice chair is removed as vice chair by vote of at least six members of the board, resigns, or otherwise is unavailable or unwilling to serve, at its next regularly scheduled meeting the board will elect a new vice chair to fill the remainder of the term. [Chair and Vice Chair Provisions amended by Attachment B].

President. ~~The board shall appoint a P~~resident of the University who shall serve at the pleasure of the ~~b~~Board. The ~~President~~president shall be, ex officio, a member of the ~~Board~~board without the right to vote and be its sole administrative officer. The ~~President~~president shall preside at meetings of the ~~Board~~board, ~~and~~ shall have the authority and ~~shall~~ perform the duties ~~usually~~ attached to the office as presiding officer.

The ~~President~~president, as the principal executive officer of the University,;

~~s~~Shall exercise such powers as are inherent in the position in promoting, supporting, ~~or~~and protecting the interests of the University and in managing and directing all ~~of~~ its affairs;;

~~m~~May issue directives and executive orders not in contravention of existing ~~Board~~board policies.;

~~s~~Shall be responsible for all business policies as heretofore enacted or modified or hereafter established subject to the general policies established by the ~~Board~~board.;

~~s~~Shall instruct the proper administrative officers to prepare an annual budget which ~~upon approval,~~ shall be recommended to the ~~Board~~board for approval.;

~~S~~Shall be responsible for the preparation of the annual reports of the ~~b~~Board.;

~~S~~Shall be accountable for university's advancement efforts.

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

~~Shall designate such other executive officers of the University as the president deems necessary and shall designate their duties and responsibilities. The president shall recommend such executive officers of the University for appointment as are specified in applicable policies for approval by the board.~~

In case of a vacancy in the office of the ~~President~~president, under conditions other than those specified in ~~Article 14~~Board Policy 105, ~~the Board at the time of the announcement that the President is leaving~~ shall ~~elect immediately~~appoint an ~~Acting acting~~President-president for the ~~interim~~period ~~of the vacancy~~ who shall exercise the functions of the ~~President~~president as stated in these ~~Bylaws~~bylaws while serving as ~~Acting acting~~President-president.

~~Provost of the University.~~ The ~~p~~Provost-of-the-University shall be appointed by the ~~b~~Board upon recommendation of the ~~p~~President, shall serve at the pleasure of the ~~Board~~president, and shall ~~give bond satisfactory to said Board to secure the faithful~~ performance-of- the duties of the office. Subject to the ~~p~~President and the ~~b~~Board, the ~~p~~Provost: ~~(unless such duties are otherwise delegated in authority):~~

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~~applicable policies.

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

Shall be responsible for supervising procedures and policies related to the admission of students, and ~~liaison~~liaising 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 the representative of the University in its relations with labor unions organized among its academic employees.~~

Shall be responsible for liaising ~~on~~ with ~~the federal and s~~State's ~~-~~Departments of Education.

Vice President for Health Sciences. ~~The vice president for health sciences shall be appointed by the board upon recommendation of the president and shall serve at the pleasure of the president. Subject to the president and the board, and in cooperation with the provost, the vice president for health sciences:~~

~~Shall be responsible for the administration of MSU Health Care Inc.~~

~~Shall have responsibility for developing health care partnerships across the State of Michigan.~~

~~Shall exercise oversight of the clinical activities of the Colleges of Human Medicine, Osteopathic Medicine, and Nursing.~~

~~Shall perform such other duties as may be required by the president and the board.~~

Vice President for Administration and Public Affairs [Vice President for Governmental Affairs]. ~~The vVice pPresident for aAdministration and Public Affairs shall be appointed by the bBoard upon the recommendation of the Presidentpresident, shall serve at the pleasure of the Boardpresident, and shall give bond satisfactory to said Board board to secure the faithfully performance of the duties of the office. Subject to the Presidentpresident and the Boardboard, the Vice vice President-president for Aadministration 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 se appointments are not ~~Board subject to board~~

approval. For these personnel the ~~Vice-vice President-president~~ for ~~Administration-administration and Public Affairs~~ shall administer such rules, regulations, policies, 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 Trusteesboard~~.

Shall be responsible for administering administrative facilities and support units.

Shall be the 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-president~~ and the ~~Board-of Trusteesboard~~.

The Vice President for Finance, Chief Financial Officer, and Treasurer and Operations and Treasurer. The ~~Vice-vice President-president~~ for ~~Finance-finance, chief financial officer, and treasurer ("CFO") and Operations and Treasurer~~ shall be appointed by the ~~Board-board~~ upon the recommendation of the ~~Pp~~ ~~President-of the University. and shall serve at the pleasure of the president. The CFO shall faithfully perform the duties of the office.~~

Subject to the ~~President-president~~ and the ~~Board-of Trusteesboard~~, ~~the Vice President and Treasurer the CFO:~~

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 Trusteesboard~~.

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-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-university~~ purposes and directed by the ~~Board-board~~.

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

Shall ~~continuously monitor~~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 ~~P~~President and the ~~Board of Trustees~~board may request.

May act to execute contracts on behalf of the ~~Board of Trustees~~University, ~~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 ~~p~~President and the ~~board~~Board of Trustees.

~~Vice President and~~Secretary of the Board. The ~~Vice President and~~ Secretary of the ~~B~~board shall be appointed by the ~~B~~board ~~upon recommendation of the President,~~ and shall serve at the pleasure of the ~~Board~~board, and shall ~~give bond satisfactory to said Board~~ board to secure the faithful performance of ~~faithfully perform~~ the duties of the office. Subject to the ~~President and the Board~~board, the ~~s~~Secretary;

Shall ~~k~~ maintain a record, ~~in alignment with applicable legal requirements,~~ of all the transactions of the ~~Board~~board which shall be open to public inspection.;

~~shall~~ Shall have custody of such books, papers, documents, records, and other property deposited in the ~~Vice President and Secretary's~~Secretary and Chief of Staff to the board's secretary's office.;

~~Shall serve as custodian of the board's bylaws, policies, ordinances, and other associated directives and resolutions.~~

~~Shall hire, supervise, and evaluate other staff to aid with the fulfilment of duties and responsibilities provided by the board.~~

~~Shall support and the board in the facilitation of its constitutional duties, advocating for the board and liaising with the president and other administrators to fulfil this responsibility, while considering the differing roles of the board and the administration.~~

~~and shall be the~~ Shall serve as the custodian of the corporate seal and ~~shall~~ cause its imprint to be placed wherever appropriate.

General Counsel. The ~~General Counsel and Associate General~~ general Counsel shall be appointed upon the recommendation of the ~~President~~ president and approval of the ~~Board~~ board and shall serve at the pleasure of the president. The ~~General~~ general Counsel shall attend meetings of the ~~Board~~ board and render such professional services as are required by it and the officers of the University. The ~~General~~ 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 ~~b~~ Board shall be eligible to appointment ~~as secretary or treasurer or~~ to any paid employment in the University.

ARTICLE 5 - Liaisons to the Board

The following persons shall serve as faculty liaison ~~representatives~~ to the ~~Board of Trustees~~ board:

- The ~~Chairperson~~ chair of the Steering Committee ~~of University Council.~~
- The ~~Vice Chairperson~~ vice chair of the Steering Committee ~~of University Council.~~
- One faculty representative from the University Committee on Faculty Affairs, selected by the Steering Committee.
- Two additional representatives selected by the ~~Chairperson~~ chair and ~~Vice Chairperson~~ vice chair of the Steering Committee ~~of University Council~~ from the faculty who are members of the Steering Committee ~~of University Council~~ or members of an ad hoc special committee constituted by the Steering Committee ~~of University Council~~. These individuals should be chosen to provide additional or special insights or counsel to the ~~Board~~ board on topics of present interest to the faculty or topics currently being addressed by the ~~Board~~ board. They may, but need not necessarily, change from meeting to meeting.

~~These representatives will participate with the Board in its regular meetings.~~

The following persons shall serve as student liaison ~~representatives~~ to the ~~Board of Trustees~~ board:

- ~~Chairperson~~ The president or his/her designate (or designee) from of the ~~Student Board of the~~ Associated Students of Michigan State University.

- ~~Chairperson~~ The president (or designee) or his/her designate ~~off from~~ the elected Student Council Residence Halls Association.
- The President (or designee) or his/her designate ~~off from~~ the Council of Graduate Students.
- ~~This student will be~~ An at-large appointment appointee selected by the ~~Vice President for Student Affairs and Services~~ vice president for student life and engagement with the advice of the University Committee on Student Affairs Life and Engagement.

~~These representatives~~ Faculty and student liaisons will ~~participate with~~ report to the ~~Board~~ in its regular meetings.

ARTICLE 5-6 - Committees

The bBoard may appoint committees and prescribe their duties and functions. The pPresident ~~or a presidential designee (or designee)~~ shall be a non-voting member of all such committees. ~~All committees~~ The secretary shall keep a record of ~~their~~ committee proceedings and shall report to the bBoard as required. The delegation of any authority of the bBoard to any committee shall not ~~operate to~~ relieve the bBoard 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.

Committee on Academic Affairs

The ~~responsibilities of the committee~~ committee's responsibilities are to:

- aAssist in attaining the goal stated in the University board's bylaws that requires the "...University to offer undergraduate and graduate education of the highest possible quality..." ~~And and~~ "to encourage moving our research and experimentation" and to "diffuse...the knowledge and information."
- Review revisions to the board's bylaws, policies, ordinances, and other board-approved governance documents such as the bylaws for academic governance, Unless designated to another committee, ~~the committee shall have responsibility for the Board of Trustees bylaws, Board of Trustees policy manual, Board-approved documents such as Bylaws for Academic Governance, the Ordinances and any proposed changes to Board-approved policies and such other matters as shall be determined by the Board. In the event that policy changes are proposed by other standing~~

~~committees of the board, the Committee on Academic Affairs shall review such proposals for consistency and compatibility with existing policies.~~

- ~~The committee will r~~Review recommendations for hiring, promotion, and tenure where appropriate, ~~as in the case of the Provost or College Deans,~~ and recommend such appointments for ~~Board~~ board approval.
- ~~The committee will a~~Attend to issues related to institutional and programmatic accreditation. ~~They~~
- ~~The committee~~ may review the policies and operations of critical academic units, ~~like FRIB, Outreach and Engagement, International Studies, Admissions, Office of Inclusion and Intercultural Initiatives, Honors College, Libraries and Research and Graduate Studies~~
- ~~The committee will also oversee~~Review university policy ~~with regard to~~ regarding tech transfer, intellectual property, copyright, and commercialization.
- ~~The committee shall serve as Board of Trustee liaison to the Faculty Steering Committee and other bodies and as the Faculty Senate and University Council and be the Board of Trustee's~~
- Serve as the lead committee for review and engagement on matters related to the University extension and the outreach and engagement efforts. ~~on the public service role of the university as it relates to off-campus services and education.~~

Committee on Audit, Risk and Compliance

The committee's responsibilities are to:

- ~~include reviewing~~Review the financial reporting processes and audits of financial reporting processes and audits of financial statements, the internal audit program, and the review and selection of the independent auditors.
- ~~The committee shall p~~Provide oversight for ~~university~~ risk management ~~in order to drive accountability across the entire community.~~ The committee may identify threats and risks that need to be subjected to greater scrutiny by appropriate university leaders.
- ~~The committee will also r~~Review reports from the ~~Chief~~ Chief Compliance Officer (CCO) and senior leadership regarding priorities, operation, and effectiveness of the University's compliance efforts. The chief compliance officer will report on the effectiveness and compliance by the University's representatives and employees with both the Code of Conduct and Code of Ethics.
- ~~The committee will r~~Review any violations and failures to comply with federal, state, and local laws, ~~rules~~ rules, and regulations, as well as institutional policies.

- ~~The committee will oversee~~ Review compliance with ~~the Board of Trustees~~ Board Policy 103, Conflict of Interest ~~policy~~.

Committee on Budget and Finance

The committee's responsibilities ~~include~~ are to:

- ~~oversight of~~ Oversee the operating and capital budgets of the ~~university~~ University.
- ~~Review of~~ policies which have significant financial impact.
- ~~Review of~~ contracts for construction, assurance of debt, management of real estate owned or gifted to the ~~U~~ university and any such other matters which the ~~Board~~ board finds may have financial or budget implications.
- ~~The committee shall~~ Review the annual financial statements and other financial data such as credit agency ratings.
- ~~The committee shall also have~~ Assume the role and responsibilities assigned to it under ~~the Board's Investment Policy~~ Board Policy 607, Investments-01-07-01.
- ~~The committee shall also a~~ Assist the ~~b~~ Board in determining compensation for the ~~President~~ president and advise the ~~President~~ president regarding appropriate compensation for senior executives.
- ~~The committee shall~~ coordinate the annual evaluation of the ~~President~~ president.

The ~~President~~ president or the ~~Executive Vice President for Administrative Services~~ vice president for administration may consult with the committee on any matters concerning the administration of the ~~u~~ University, including such areas as information technology ~~services~~, human resources, and purchasing and procurement.

Investment Advisory Subcommittee

The Investment Advisory Subcommittee is a subcommittee of the Committee on Budget and Finance. Membership of the committee will be determined as set forth in ~~the Stipulations for Membership of the Investment Advisory Subcommittee contained in the Stipulations and Supporting Documents section of the Board's Policy Manual~~ board policy. The role and responsibilities of the Investment Advisory Subcommittee are set forth in ~~the Board's Investment Policy-01-07-01~~ Board Policy 607, Investments.

Committee on Student Life and Culture

The committee's responsibilities ~~include~~ are to:

- ~~oversight-Monitor~~ of all of the out-of-classroom activities ~~and what is often called the “related to the~~ student experience,” ~~and student health and wellness.~~
- ~~The committee will work~~ Work with ~~Residential and Hospitality Services~~ Student Life and Engagement and with ~~Student Affairs and Services~~ to assure that ~~life in a residence hall, in a Greek house, or in off-campus housing and the services that a student needs on campus~~ the student experience is, are consistent with the expectations of ~~our world-class~~ the university University. ~~Included in the responsibility is~~ This includes student health, wellness, and physical, emotional, and mental of our community of learners; safety, both on- campus of and off-campus.
- Assume responsibility for the review of the following:
 - General Student Rights and Responsibilities (SRR)
 - Graduate Student Rights and Responsibilities (GSRR)
 - Medical Student Rights and Responsibilities (MSRR)
 - Law Student Rights and Responsibilities (LSRR)

~~The committee is concerned with all General Student Rights and Responsibilities (SRR) including those for graduate and medical students (GSRR and MSRR).~~
- ~~The committee r~~ Reviews policies and issues related to student conduct and the ~~Office for Civil Rights and Title IX Education and Compliance~~ Office of Institutional Equity. ~~They are liaison to~~ Liaise with ASMSU, COGS, AND and RHA. ASMSU, COGS and RHS.
- ~~The committee will also be the liaison~~ Liaise to- with the Department of Intercollegiate Athletics for ~~our issues affecting~~ student athletes, ~~as well as~~ and Student Life and Engagement on issues related to the intramural programs ~~that reach thousands of students.~~
- ~~The committee also addresses~~ Review issues around the relationship of the University to surrounding communities.

~~The Ombudsperson and Dean of Students will report regularly to this committee so there is Board awareness of student concerns and issues.~~

ARTICLE ~~6-7~~ - 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 abolition of such units shall be recommended and approved in a like manner.

~~The president is authorized to determine the organizational pattern of the several educational and administrative units subject to a report to the board."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 7-8 - 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~~ approved by the ~~Board~~ board upon the recommendation of the ~~P~~ 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~~ board is committed to the objectives of diversity and pluralism-inclusion 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 ~~b~~ Board will permit deduction of union dues from wages upon written request submitted by employees of the University.

It is the policy of the ~~b~~ Board that the ~~p~~ President shall develop a program framework 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 ~~b~~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~~board, 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 other's purposes, functions, and obligations. It is within this context that the rights and responsibilities of the faculty are to be construed.

The ~~c~~Constitutional authority lodged in the ~~Board of Trustees~~board 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~~ unquestionably involves identification and association with the University and that the University is ~~ad~~judged 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-society'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 humankind 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 pPresident to the Board of Trusteesboard, 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 Bylawsbylaws, or regulations issued pursuant thereto, shall prevent the Board of Trusteesboard taking prompt action on urgent financial and personnel matters necessary to the best interests of the University.

ARTICLE ~~8-9~~ - The Board and Student Relations

The ~~b~~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 ~~p~~President, the ~~b~~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 ~~b~~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 board~~ is committed to the objectives of diversity ~~and pluralism~~ and to the principles of equal opportunity, ~~and~~ 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 ~~b~~Board may make or may delegate through the ~~President 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 ~~p~~President shall develop, ~~with approval by the board~~, a program, structured along the fundamentals of basic due process, for the hearing and resolving of important, significant, and serious student complaints.

ARTICLE ~~910~~ - Courses of Instruction and Degrees

The ~~b~~Board delegates to the ~~p~~President and through the ~~p~~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 ~~b~~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 ~~p~~President and faculty, or an agency representing it. Generally, such honorary degrees may not be granted in absentia. ~~In general, No~~ person shall be recommended for an honorary degree while an officer, faculty member, or other employee of the University.

ARTICLE ~~10~~11 - Financial Responsibility

The ~~Board of Trustees~~board, 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 ~~b~~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~~board 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~~12 - Property ~~and Facilities~~, ~~Securities~~, and ~~Contracts~~

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~~board. The ~~b~~Board is authorized to prescribe rules governing the use of all University property by the faculty, staff, employees, students, and the ~~general public~~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~~board, 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~~board. All such transactions shall be reported

at the next regularly scheduled meeting of the ~~Trustee~~ Investment ~~Committee~~ Advisory Subcommittee.

Contracts. ~~-. The President~~ president and officers designated by the ~~President~~ president, or pursuant to the bylaws and policies of the board, are authorized to execute contracts on behalf of the ~~Board of Trustees~~ board. ~~-. The secretary may execute contracts and other documents related to the board's ongoing operations and as contemplated under the board's bylaws, ordinances, and policies.~~

Naming ~~New~~ Buildings. University buildings shall be named by the ~~b~~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 ~~b~~Board, and they can bind the corporation and the University only by acting together as a ~~b~~Board.

No individual member shall commit the ~~b~~Board to any policy, declaration, or action without prior approval of the ~~b~~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 ~~15-14~~ - Corporate and University Seals

The corporate seal of the ~~Board of Trustees~~board 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 ~~17-15~~ - Amendments & Effect

These bBylaws may be amended or repealed at any meeting of the ~~Board~~board by an affirmative vote of a majority of the ~~Board~~board, ~~provided that~~. Copies of such amendments or notices of repeal ~~are~~must be submitted in writing to each member in advance of ~~such meeting~~the meeting.

ARTICLE ~~18-16~~ - Repeal

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

Board and University policies may provide specific direction on a particular matter. Where that occurs, the more specific provisions govern unless in direct conflict with the bylaws. If a provision of a policy expressly conflicts with these bylaws, that provision of the policy shall have no effect.

Chair & Vice-Chair (Article 4)

To be inserted prior to responsibilities of the president in Article 4, Officers and Organization of the Board.

Chair & Vice Chair. There will be a chair and vice chair of the board, each of whom will serve a one-year term commencing on January 1 of each year and ending on December 31 of the succeeding year. This process will commence on January 1, 2025. The positions of chair and vice chair will be based on seniority and will rotate through the board based on seniority.

The chair will be the board member with most seniority on the board, and the vice chair will be the board member with second most seniority on the board. Board members must have served for at least one year to be eligible to become chair or vice chair. The vice chair will automatically become chair after serving one term as vice chair. If two or more board members have equal seniority, the chair or vice chair, as applicable, will be chosen through a random selection process. At a meeting before December 1 of each year the board will take a public vote confirming the officers for the subsequent year.

A board member who has served as chair or vice chair is ineligible to serve again in that capacity until all other eligible members of the board have served or forfeited the opportunity to serve. If the vice chair elects not to serve as chair for that term, or the board member next eligible to serve as vice chair elects not to serve as vice chair for that term, then he or she forfeits the opportunity to serve as chair or vice chair until all other members of the board have served in such capacity or forfeited the opportunity to serve for that term. Based on seniority, that trustee would have the first right of refusal to serve in that role the following term.

The chair and/or vice chair may be removed by vote of at least six members of the board. If the chair is removed as chair by vote of the board, resigns, or otherwise is unavailable or unwilling to serve as chair for the remainder of the term, the vice chair will automatically assume that position for the remainder of the term and the board member with the next most seniority will automatically become vice chair for the remainder of the term. If the vice chair is removed as vice chair by vote of the board, resigns, or otherwise is unavailable to or unwilling to serve as vice chair for the remainder of the term, the board member with the next most seniority will automatically serve as vice chair for the remainder of the term. If two or more board members have equal seniority to fill a vacancy, the chair or vice chair, as applicable, will be chosen through a random selection process and confirmed through a vote of the board at its next meeting. A chair or vice chair who serves a partial term may serve a full one-year term after the partial term ends.