



MICHIGAN STATE UNIVERSITY
BOARD OF TRUSTEES
Executive Action Summary

Committee Name Academic Affairs

Date June 28, 2024

Agenda Item: Revision to the MSU Board of Trustees Bylaws

Information

Review

Action

Resolution:

BE IT RESOLVED, that the Board of Trustees hereby approves the Bylaws amendments as enclosed with this resolution (Attachment A).

Recommendation:

The Trustee Committee on Academic affairs recommends that the Board of Trustees approves amendments to the Bylaws as indicated in Attachment A.

Prior Action by BOT:

The Board last approved amendments to its Bylaws on September 8, 2023.

Responsible Officers:

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

Summary:

The substantive revision to Article 2 of the MSU Board of Trustees Bylaws would implement a total time limit of 45 minutes for public comment during regularly scheduled board meetings. Individual presentations would continue to have a time limit of 3 minutes per person.

The revision to Article 4 of the bylaws would implement a dual reporting structure for the Secretary and Chief of Staff to the Board of Trustees, who would jointly report to the president and the board.

Additionally, minor grammatical and technical amendments have been made for clarity and consistency in the document.

Background Information:

The substantive revisions introduce a 45-minute total time limit for public comment at board meetings and a dual reporting structure for the Secretary and Chief of Staff to the Board of Trustees. The proposal to implement a total time limit for public comment would equate to a total of 15 public speakers at board meetings being permitted, each of whom would have three minutes to speak. The introduction of a total time limit is in line with other Michigan public universities. The proposal to have the Secretary report to both the president and the board is in line with peers nationally and recognizes the role as serving the board-to-president relationship that underpins University's governance framework, including the governance commitments approved by the Board of Trustees in December 2023. Additionally, as part of the initiative to update the board's governing documents, select technical amendments are proposed to correct minor grammatical errors in the current document.

Source of Funds:

Not applicable.

Resource Impact:

Not applicable.

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; January 10, 2003; ~~and~~ September 8, 2023; and June 28, 2024.

TABLE OF CONTENTS

PREAMBLE

ARTICLE 1 - The Corporation

ARTICLE 2 - Meetings and Agendas

ARTICLE 3 - Voting Procedures

ARTICLE 4 - Officers and Organization of the Board

ARTICLE 5 - Liaisons to the Board

ARTICLE 6 - Committees

ARTICLE 7 - University Organization

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

ARTICLE 9 - The Board and Student Relations

ARTICLE 10 - Courses of Instruction and Degrees

ARTICLE 11 - Financial Responsibility

ARTICLE 12- Property, Securities, and Contracts

ARTICLE 13 - Collective Authority and Action

ARTICLE 14 - Corporate and University Seals

ARTICLE 15 - Amendments

ARTICLE 16 - Repeal

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 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 trustees pledge themselves, separately and collectively, the material and human resources over which they have been given direction.

The board interprets this mission as being one requiring the University to offer undergraduate, graduate, professional, and continuing education of the highest possible quality in all appropriate fields; to cherish the knowledge that is our legacy; to preserve the best of our cultural, social, and political heritage; to encourage meaningful research and experimentation, both to develop new knowledge and to offer 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 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 the freedom, power, and responsibility to develop a free and distinguished university and to promote the welfare of humankind through teaching, research, and outreach.

The board, elected by the voters of the State, 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 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 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 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.

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. The board invites the people of Michigan to support 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. 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 ensure 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 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 board recognizes that it 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 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.

To make effective the principle here declared, to achieve the stated objectives of Michigan State University, and to ensure that the conduct of its own affairs will be in accord with the highest standards of educational administration, the board 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, control, and direction of all expenditures from the institution's funds, and the responsibility to elect a president of the University. 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. Expenses will be reviewed periodically by the board chair and the chair of the Budget and Finance Committee. The Secretary and Chief of Staff to the Board of Trustees ("secretary") shall keep a record of all expenses reimbursed to each 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 and Agendas

The board shall have at least six (6) regular meetings each year, unless otherwise determined by the board. Meetings will ordinarily be held at Michigan State University in East Lansing, but may be held at any time and place as the board may determine. Special meetings may be called by the board, at the written request of five or more trustees.

A majority of the 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, 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. A portion of the board's regular meeting is reserved for persons who wish to address the board. Those wishing to address the board must submit a Public Speaker Request Form to the secretary in advance of the posted deadline for doing so.

The Board of Trustees limits the portion of its regular meetings for public comment to a total of 45 minutes.

Individual presentations on topics that are germane to the action items on the board's agenda are limited to three (3) minutes.

Individual presentations on topics that are not germane to the action items on the board's agenda are limited to three (3) minutes.

The secretary is responsible for the implementation of this section and may develop guidelines consistent with this section. Requests for interpretations of the policy shall be referred to 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 by means of videoconference, conference telephone, or other similar communications equipment whereby all persons participating in the meeting, including any members of the public in attendance, can 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 a board meeting which is not included on the agenda distributed to board members prior to the meeting unless the motion or resolution is endorsed in writing by three or more trustees. 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 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

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 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.

President. The board shall appoint 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 and shall have the authority and perform the duties 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, and protecting the interests of the University and in managing and directing all 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 shall be recommended to the board for approval.

Shall be responsible for the preparation of the annual reports of the board.

Shall be accountable for university's advancement efforts.

Shall exercise such other powers, duties, and responsibilities as are delegated or required by the 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, under conditions other than those specified in Board Policy 105, [the board](#) shall appoint an acting president for the period of the vacancy who shall exercise the functions of the president as stated in these bylaws while serving as acting president.

Provost. The provost shall be appointed by the board upon recommendation of the president, shall serve at the pleasure of the president, and shall faithfully perform the duties of the office. Subject to the president and the board, the 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 applicable policies.

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

Shall be responsible for supervising procedures and policies related to the admission of students, and 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-.

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

Shall be responsible for liaising with the federal and 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. The vice president for administration shall be appointed by the board upon the recommendation of the president, shall serve at the pleasure of the president, and shall faithfully perform of the duties of the office. Subject to the president and the board, the vice president for administration:

Shall be responsible for the administration of personnel and employee relations policies and procedures related to the clerical, technical, administrative, and professional personnel whose appointments are not subject to board approval. For these personnel the vice president for administration 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.

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 and the board.

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

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 authorized to sign formal applications for grants of funds for research, extension, or other university purposes and directed by the board.

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 may request.

May act to execute contracts on behalf of the University.

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

Secretary of the Board. The secretary of the board shall be appointed by the board, in consultation with the president, and shall serve at the pleasure of the board and the, and president and shall faithfully perform the duties of the office. Subject to the board, the secretary:

Shall maintain a record, in alignment with applicable legal requirements, 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 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.

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

General Counsel. The general counsel shall be appointed upon the recommendation of the president and approval of the board and shall serve at the pleasure of the president. 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 to any paid employment in the University.

ARTICLE 5 - Liaisons to the Board

The following persons shall serve as faculty liaisons to the board:

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

The following persons shall serve as student liaisons to the board:

- The president (or designee) from the Associated Students of Michigan State University.
- The president (or designee) from the Residence Halls Association.
- The president (or designee) from the Council of Graduate Students.
- An at-large appointee selected by the vice president for student life and engagement with the advice of the University Committee on Student Life and Engagement.

Faculty and student liaisons will report to the board at its regular meetings.

ARTICLE 6 - Committees

The board may appoint committees and prescribe their duties and functions. The president (or designee) shall be a non-voting member of all such committees. The secretary shall keep a record of committee proceedings and shall report to the board as required. The delegation of any authority of the board to any committee shall not relieve the board or any member 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 committee's responsibilities are to:

- Assist in attaining the goal stated in the board's bylaws that requires the "University to offer undergraduate and graduate education of the highest possible quality..." 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.
- Review recommendations for hiring, promotion, and tenure where appropriate and recommend such appointments for board approval.
- Attend to issues related to institutional and programmatic accreditation.
- The committee may review the policies and operations of critical academic units.
- Review university policy regarding tech transfer, intellectual property, copyright, and commercialization.
- Serve as the lead committee for review and engagement on matters related to the University extension and the outreach and engagement efforts.

Committee on Audit, Risk and Compliance

The committee's responsibilities are to:

- 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.
- Provide oversight for risk management. The committee may identify threats and risks that need to be subjected to greater scrutiny by appropriate university leaders.
- Review reports from the chief compliance officer 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.
- Review any violations and failures to comply with federal, state, and local laws, rules, and regulations, as well as institutional policies.

- Review compliance with Board Policy 103, *Conflict of Interest*.

Committee on Budget and Finance

The committee's responsibilities are to:

- Oversee the operating and capital budgets of the University.
- Review policies which have significant financial impact.
- Review contracts for construction, assurance of debt, management of real estate owned or gifted to the University and any such other matters which the board finds may have financial or budget implications.
- Review the annual financial statements and other financial data such as credit agency ratings.
- Assume the role and responsibilities assigned to it under Board Policy 607, *Investments*.
- Assist the board in determining compensation for the president and advise the president regarding appropriate compensation for senior executives.
- Coordinate the annual evaluation of the president.

The president or the vice president for administration may consult with the committee on any matters concerning the administration of the University, including such areas as information technology, 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 board policy. The role and responsibilities of the Investment Advisory Subcommittee are set forth in Board Policy 607, *Investments*.

Committee on Student Life and Culture

The committee's responsibilities are to:

- Monitor the out-of-classroom activities related to the student experience,
- Work with Student Life and Engagement to assure that the student experience is consistent with the expectations of the University. This includes student health, wellness, and safety, both on- campus 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)
- Reviews policies and issues related to student conduct and the Office for Civil Rights and Title IX Education and Compliance.
Liaise with ASMSU, COGS, and RHA.
- Liaise with the Department of Intercollegiate Athletics for issues affecting student athletes, and Student Life and Engagement on issues related to the intramural programs.
- Review issues around the relationship of the University to surrounding communities.

ARTICLE 7 - University Organization

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."

ARTICLE 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 approved by the board upon the recommendation of the president.

Employee Relations. The board is committed to the objectives of diversity and 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 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 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 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, 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 constitutional authority lodged in the 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 unquestionably involves identification and association with the University and that the University is 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 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 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 president to the board, 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 taking prompt action on urgent financial and personnel matters necessary to the best interests of the University.

ARTICLE 9 - 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 is committed to the objectives of diversity and to the principles of equal opportunity, and non-discrimination, as reflected in various federal and state laws, orders and regulations, as well as in various University policies and regulations and will treat students and student organizations in a non-discriminatory manner in accordance with the law and its own internal policies and regulations.

The board may make or may delegate through the president the authority to make reasonable rules and regulations for the purpose of maintaining the health, safety, , 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.

The 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 10 - 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. In general, no person shall be recommended for an honorary degree while an officer, faculty member, or other employee of the University.

ARTICLE 11 - Financial Responsibility

The 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 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 pledges 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.

ARTICLE 12 - Property, 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. The board is authorized to prescribe rules governing the use of all University property by the faculty, staff, employees, students, and the 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, 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. All such transactions shall be reported at the next regularly scheduled meeting of the Investment Advisory Subcommittee.

Contracts. The president and officers designated by the president, or pursuant to the bylaws and policies of the board, are authorized to execute contracts on behalf of the 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 Buildings. University buildings shall be named by the board in accordance with its adopted policies.

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 - Corporate and University Seals

The corporate seal of the 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 15 - Amendments & Effect

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

ARTICLE 16 - Repeal

All bylaws, acts or resolutions, or any parts thereof, which are inconsistent with these 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.