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SUBJECT: BYLAWS OF CENTRAL MICHIGAN UNIVERSITY  
DEVELOPMENT BOARD

# Bylaws

## of the

# Central Michigan University

## Development Board

Approved by Development Board:	July 20, 1996
Adopted by Board of Trustees:	March 14, 1997
Amended by Development Board:	February 19, 2000
Adopted by Board of Trustees:	March 17, 2000
Amended by Development Board:	October 12, 2001
Adopted by Board of Trustees:	January 8, 2004
Amended by Development Board:	June 18, 2004
Amended by Development Board:	October 8, 2004
Adopted by Board of Trustees:	March 3, 2005
Amended by Development Board:	June 9, 2005
Adopted by Board of Trustees:	July 14, 2005
Amended by Development Board:	October 14, 2005
Adopted by Board of Trustees:	February 23, 2006
Amended by Development Board:	February 9, 2007
Adopted by Board of Trustees:	April 19, 2007
Amended by Development Board:	June 8, 2007
Adopted by Board of Trustees:	September 20, 2007
Amended by Development Board:	February 8, 2008
Adopted by Board of Trustees:	April 24, 2008
Amended by Board of Trustees	February 17, 2011

**Authority:** BTM 4-24-08 at 5333.

**History:** BTM 5-20-81 at 1600; BTM 9-5-81 at 1660/61; BTM 3-1-85 at 2113; BTM 3-14-97 at 3351; BTM 3-17-00 at 4143; BTM 3-3-05 at 4906. BTM 7-14-05 at 4968; BTM 2-26-06 at 5039; BTM 4-19-07 at 5206; BTM 9-20-07 at 5253.

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***ARTICLE I***

*Name*

The name of the organization constituted and regulated by these bylaws shall be the Central Michigan University Development Board, referred to in the bylaws as the Development Board.

***ARTICLE II***

*Purpose*

The purposes of the Development Board shall be:

1. To lead by example in financial support of Central Michigan University.
2. To assist in the accumulation of funds by the identification, cultivation, and solicitation of individual, corporate, and foundation prospects.
3. To advise and assist in the implementation of strategies to meet fund-raising goals set by the Central Michigan University Board of Trustees.
4. To promote the goals of Central Michigan University in its overall development by participating, as requested, in discussion and planning of construction and related projects.

***ARTICLE III***

*Powers*

In order to accomplish the purposes of the fund, the CMU Board of Trustees delegates the following powers to the Development Board and its various committees as provided in these bylaws.

1. To solicit private support from individual, corporate, and foundation prospects.
2. To acquire or receive gifts and bequests of cash and real or personal property.
3. To plan activities to cultivate prospects for gifts to Central Michigan University.
4. To recommend policies and procedures to the president of the university for the solicitation of private gifts.
5. To appoint chairs to oversee the efforts of volunteers for major fund-raising programs.
6. To elect members of the Development Board consistent with the provisions of these bylaws.

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7. To meet, as requested, with the Central Michigan University Board of Trustees or members of the administration to discuss and assist in planning for future construction or other projects.

***ARTICLE IV***  
*Directors / Members*

**1. Elected**

- a. The regular term of membership on the Development Board shall be three years. A rotation of directorships shall be established in such a way that one-third of the board members shall be up for election each year.
- b. Directors will be elected each year by the incumbent members of the Development Board.
- c. If renominated, elected directors may succeed themselves.
- d. The number of elected directors shall be no fewer than twenty.

**2. Designated and Ex Officio**

- a. In addition to the directors elected under the provisions of ***ARTICLE IV*** of these bylaws, there shall also be certain ex officio members appointed by constituencies other than the Development Board.
  - (1) The chair of the Central Michigan University Board of Trustees may appoint two trustees to be directors each year. Trustee members serve as directors with vote.
  - (2) The Central Michigan University Council of Deans shall name one or more deans of the university to be ex officio directors without vote. The chair of the Central Michigan University Development Board invites and strongly encourages each college dean to serve as an ex officio member of the board without vote.
- b. The following officers of the university shall be ex officio members of the Development Board without vote:

President  
Vice Presidents

and the following senior administrators of the university shall be ex officio members of the Development Board without vote:

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Director of Athletics  
Director of Public Broadcasting

**3. Emeriti**

Any director or former director who has reached age 65 may be elected as a director emeritus. A director emeritus shall have all of the powers and responsibilities of a director, except that such directors shall not be eligible to serve as an officer or as a chairman of a standing committee. Directors emeriti shall not be counted for quorum requirements nor against the number limitations for directors imposed by the bylaws. Such directors will receive all information and mailings and be invited to attend all meetings and events. There shall be no attendance requirements or specified term of office for directors emeriti.

**4. Associate Members**

Any Central Michigan University alumni or friend may be recommended and elected to associate membership of the Development Board for a two-year term. An associate member shall have all of the powers and responsibilities of regular members, including the right to vote, except that such members shall not be eligible to serve as a director, an officer, or as chair of a standing committee. Such members will receive all information and mailings and be invited to attend all meetings and events. Associate members will be required to attend a minimum of one meeting annually.

**ARTICLE V**  
*Meetings*

1. Regular meetings of the Development Board shall be held at least annually at such times as are fixed by the board.
2. Election of new Development Board members and officers will take place at a time designated by the chair.
3. Written notice of the time and place of meetings shall be given to all members by the secretary of the Development Board no later than thirty days prior to the date set for the meeting.
4. One-third of the full number of directors with vote shall constitute a quorum for the transaction of any

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and all business at a regularly called meeting, and for the election of directors and officers as provided in these bylaws.

5. The action of a majority of the directors present and voting shall be considered action of the Development Board.
6. Each director with vote shall be entitled to vote on matters submitted to the Development Board for action. Proxy votes will not be accepted.
7. Special meetings may be called by the chair of the Development Board on his/her initiative. Written notice of the time, place, and subject matter of each special meeting shall be given to each director at least ten days prior to the meeting date.
8. Members may request an excused absence prior to the scheduled meeting. All other absences will be recorded as unexcused and communicated as part of the minutes.

***ARTICLE VI***  
***Procedure at Meetings***

1. Except as otherwise expressly provided in these bylaws, *Robert's Rules of Order* (Revised) shall govern all matters of parliamentary procedure.
2. Standing orders and rules of practice consistent with these bylaws may be prescribed from time to time by the Development Board or the executive committee in order to facilitate or expedite the conduct of business. The secretary shall keep such orders and rules, if any, as part of the permanent records of the Development Board.

***ARTICLE VII***  
***Officers***

1. The officers of the Development Board shall be a chair, vice chair, secretary, and such other officers as the board may deem necessary.
2. The chair and vice chair shall be elected by the directors from among the members of the board for a term of two years and one year, respectively.
3. The secretary of the Development Board shall be the vice president for Development and External Affairs of Central Michigan University.
4. The chair may serve up to two consecutive two-year terms.

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***ARTICLE VIII***  
***Duties of Officers***

1. The chair shall preside at all meetings of the Development Board and shall issue the calls for all regular and special meetings of the board. The chair of the board shall appoint the chairs of all committees, except as otherwise noted in these bylaws.
2. In the absence of the chair, or the chair's inability to act, the vice chair shall assume and discharge *pro tempore* the powers and duties of the chair.
3. The secretary shall provide written notes of all meetings of the Development Board or any standing or special committees of the board. The secretary shall maintain a record of all meetings of the board and any committees of the board. As vice president for Development and External Affairs, the secretary shall coordinate and carry out the programs adopted by the Development Board. The board may authorize or direct that certain functions and duties of the secretary be performed by assistants who need not be members of the board.
4. Any other officers designated by the board shall have such duties as the board may assign to them.

***ARTICLE IX***  
***Executive Committee***

1. The executive committee of the Development Board shall have and exercise all powers and duties of the full board between meetings of the board. However, the executive committee shall take no action reversing or substantially modifying a prior action of the Development Board.
2. The Executive Committee shall be composed as follows:
  - Chair of the Development Board
  - Vice Chair of the Development Board
  - One of the two trustees appointed to the Development Board
  - President of the university or the president's designee
  - Vice President for Development and External Affairs as secretary to the committee
  - Chairs of the standing committees of the Development Board
3. Members of the executive committee who are voting members of the Development Board shall be voting members of the executive committee. Executive committee members who are directors without vote shall not vote in the executive committee.

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4. Actions of the executive committee are subject to ratification by the Development Board at its next regular or special meeting.
5. The chair of the Development Board shall call any meetings of the executive committee. The executive committee will make its own rules for the conduct of business consistent with these bylaws and shall keep records of all its proceedings, which shall become a part of the minutes of the Development Board. The presence of at least two-thirds of the voting members on the executive committee shall constitute a quorum.

***ARTICLE X***

*Additional Committees*

1. The following shall be standing committees of the Development Board:

- Investment Committee
- Long-Range Planning Committee
- Donor Relations and Stewardship Committee
- University Development Committee
- Corporate and Foundation Relations Committee
- Planned Giving Committee
- Athletics Development Committee
- Nominating Committee

2. The Executive Committee shall appoint for one-year terms the members of each standing committee, including a chair and vice-chair. A person may serve as a chair for the same standing committee for no more than two consecutive terms. In the absence of the chair, the vice-chair shall assume the duties of the chair.
3. The Development Board may create such ad hoc committees, as it may deem appropriate. The term, membership, function, organization, and procedures of any such committee shall be fixed by the resolution creating it. Between meetings of the Development Board, the chair of the Development Board may exercise the authority of the Development Board with respect to ad hoc committees. However, the chair shall take no action reversing or substantially modifying a prior action of the Development Board. Any action taken by the chair shall be subject to review and ratification at the next meeting of the Development Board.

***ARTICLE XI***

*Amendments*

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1. Amendments to these bylaws may be made by action of the Development Board. Any proposed amendment, repeal, or new bylaw shall be submitted in writing to the members of the Development Board at least thirty days prior to the meeting when action is to be taken.
2. For purposes of amending the bylaws, a quorum shall require attendance of a majority of the voting members of the Development Board.
3. The bylaws may be amended by a majority vote when a quorum is present.
4. Amendments to these bylaws shall be effective only after they have been adopted by the Central Michigan University Board of Trustees.