



Central Michigan University Board of Trustees Bylaws

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Central Michigan University Board of Trustees Bylaws

Adopted: September 18, 2025

Preamble

The Central Michigan University Board of Trustees affirms its commitment to ethical leadership, integrity, and public trust. As stewards of the university's mission, the Board exercises its authority with humility, accountability, and a deep responsibility to the people of Michigan.

These bylaws are grounded in principles of shared governance, transparency, and strategic oversight. They reflect our values as a public institution of higher learning committed to student success, academic excellence, fiscal stewardship, and the power of education to transform lives.

The Board also recognizes the evolving challenges facing higher education and is committed to fostering an environment where decisions are made with clarity, courage, and a deep respect for community, equity, and service.

Article I: The Corporation

Section 1. Name. The constitutional and statutory governing board of control of Central Michigan University is known as Central Michigan University Board of Trustees. The name of the university is Central Michigan University. The Board derives its authority from Article VIII, Section 6 of the Michigan Constitution, as implemented by Act 48 of the Public Acts of 1963 (Second Extra Session).

Section 2. Offices. The principal office of the university shall be located at the campus of Central Michigan University, city of Mt. Pleasant, county of Isabella, state of Michigan. The Board of Trustees has the power and authority to establish and maintain branch or subordinate offices or campuses at any other locations. The Board shall ensure that any expansion aligns with the institution's strategic mission and academic priorities.

Section 3. University Seal. The Board has adopted a corporate seal, a replica of which appears on the official certificate of these bylaws. This seal may be used for business transactions and other contracts entered into as authorized acts of the university. The seal of Central Michigan University shall be used on all diplomas and certificates issued by the university to students, and in certification of the fact of the granting of a degree or diploma. The use and custody of the university seal shall be managed by the Secretary to the Board or a designee, and any changes to the seal shall be approved by the Board.

Article II: Board of Trustees

Section 1. General Powers. The business and affairs of the university are governed by the Board of Trustees. The Board has all powers accorded it by the Constitution of the State of Michigan, Act 48 of Michigan Public Acts of 1963 (second extra session) (MCL 390.551 et seq), and any other applicable legislation. In addition to its legal authority, the Board serves as the strategic governing body responsible for setting Board Policy, ensuring institutional integrity, and the implementation of Board-approved priorities.

Section 2. Number, Tenure and Qualifications. The constitutional number of trustees of the university is eight trustees appointed by the governor of the state of Michigan with the advice and consent of the senate for an eight-year term or as set forth by governing law. In addition, the president of the university is ex officio a non-voting member of the Board. Trustees are expected to serve in accordance with the university's and Board's ethics, conflict of interest, and fiduciary responsibility policies.

Section 3. Vacancies. When a vacancy occurs, other than by the expiration of a term, the governor fills the vacancy by appointment, by and with the advice and consent of the senate, for the remainder of the unexpired term.

Section 4. Compensation. Members of the Board do not receive compensation in their capacity as trustees. Board members receive their necessary travel and other expenses paid out of the general fund. Expense reimbursements shall follow the university's Business Expense Manual, and Trustees are expected to comply with related documentation, fiduciary responsibility, conflict of interest and ethics policies.

Article III: Officers of the Board

Section 1. Organizational Meeting. The Board of Trustees shall elect officers of the Board annually at the last regularly scheduled meeting before January 1 for those officers whose terms are expiring. The Board may also establish a process for early nominations and succession planning to ensure continuity in leadership.

Section 2. Officers. The officers of the Board of Trustees shall be a chair, first vice chair, second vice chair (if needed), secretary, and treasurer, each of whom shall be elected by the Board of Trustees.

Section 3. Selection of Board Officers. The Board shall elect one of its members to be its chair and shall elect from its members up to two persons to be vice chair(s). In cases where two vice chairs are elected, the Board shall designate a first and second vice chair, each with clearly defined responsibilities. The Board shall elect a secretary and a treasurer upon the recommendation of the president. No member of the Board shall be eligible for election to these offices.

Section 4. Term of Office. The chair, vice chairs, treasurer, and secretary will take office the first day of January subsequent to election by the Board and will hold office for a term of one year. Officers may serve no more than two consecutive one-year terms in the same role, unless extended by majority vote of the Board.

Section 5. Duties of Board Officers.

- A. The chair shall preside over all meetings of the Board of Trustees at which the chair is present in order to ensure that decisions are reached fairly and expeditiously. The chair's signature shall appear on diplomas and like documents issued by the authority of the Board. Except as otherwise delegated by the Board or as otherwise provided in these bylaws, the chair shall sign all contracts and other instruments requiring execution on the part of the Board; be an ex officio member of all committees of the Board; advise the president relative to interpretation of Board policies as necessary between Board meetings; and call special meetings of the Board according to the provisions of Article VIII, Section 2. The chair shall perform all other duties incident to such office and lawfully delegated by the Board.
- B. The chair shall also lead Board succession planning, including identifying leadership development opportunities for Trustees and ensuring committee leadership transitions are strategic and inclusive.
- C. The first and second vice chairs, if both are elected, shall serve in succession order and support the chair as needed in committee coordination, external representation, policy development and other duties
- D. In case of the death, resignation or incapacity of the chair, one of the vice chairs shall perform the duties of the chair until the incapacity is removed or until a successor to the chair is elected and qualified.
- E. In case of the absence of the chair and the vice chairs at a meeting of the Board, a presiding officer pro tempore shall be selected by a majority vote of the members present.
- F. The treasurer shall hold in custody, receive and expend all funds as directed by the Board. The treasurer shall see that the financial statements are an accurate record of all receipts and disbursements and shall submit these statements to the Board. The treasurer shall sign all checks for financial transactions, except as otherwise ordered by these bylaws or as otherwise delegated by action of the Board. The treasurer may also be appointed as an administrative officer of the university, as the president may determine. The treasurer may delegate duties and authority to the vice president for finance and administrative services, including, but not limited to, signing checks of the university. A facsimile signature may be used.
- G. The secretary and treasurer shall each be bonded by a fidelity bond in the amount of not less than \$5,000. The bond premium shall be paid by the university.
- H. The secretary shall keep the official records and minutes of the Board. The secretary shall be a member of the president's staff and will assist the president in responsibilities to the Board. The secretary shall report to the president and, through the president, to the Board.

Section 6. Vacancies. In the event of a vacancy in an office, the Board will by election fill the vacancy for the unexpired term. The Board may also establish an interim officer designation process to ensure continuity of leadership.

Section 7. Removal from Office. Any officer of the Board may be removed from that office by the affirmative vote of a majority of the members of the Board. Prior to any such removal, the officer shall be given notice and the opportunity to respond in a closed session, ensuring procedural fairness.

Article IV: Administrative Officers

Section 1. Administrative Officers. Administrative officers of the university shall carry out Board policy and attend to the general administration of the university. The administrative officers of the university are the president, provost, and vice presidents as designated by the president. Additional officers, including Vice President of Legal Affairs and General Counsel, the Board Treasurer and the Board Secretary, serve dual roles in support of both the President and the Board and are subject to Board input in their appointment and evaluation.

Section 2. President. The president shall be elected by the affirmative vote of a majority of the members of the Board and shall serve at the pleasure of a majority of the members of the Board. The president shall be the chief executive officer of the university. The Board shall conduct an annual evaluation of the president's performance pursuant to the Board's Presidential Assessment Policy, 2-3(R). The evaluation shall include progress toward strategic goals and institutional priorities, as well as leadership effectiveness. It shall also include Board consultation on key strategic and leadership outcomes, as well as other criteria agreed to by the president and the Board.

Section 3. Provost. The provost shall be the chief academic officer of the university responsible to the president.

Section 4. Vice Presidents. Vice presidents shall have the authority and duties, and shall perform the functions, consonant with the division and area of interest specified by the president. Senior Officers who hold dual accountability to the Board and the President shall receive periodic performance input from the Board.

Section 5. Assumption of Duties of President. For designated periods of time, the provost or any other vice president may exercise the powers of the president as specifically directed in writing by the president with notice to the Board, or by the Board chair if the president is unavailable or incapacitated. In the event of an unanticipated presidential vacancy, the Board shall convene to identify an interim president and launch a formal search process.

Article V: Responsibilities and Reserved Authority

Section 1. Responsibilities of the Board. By consensus, tradition and law the basic but not exclusive responsibilities of the Board of Trustees shall be as follows:

- A. Appointing the president.
- B. Assessing the president's performance.
- C. Clarifying the institution's mission.
- D. Approving long-range plans.
- E. Assessing the educational program.
- F. Ensuring financial solvency.
- G. Preserving institutional independence.
- H. Maintaining the appropriate relationship between the university and the public it serves.
- I. Assessing Board performance.
- J. Protecting and preserving the assets of the institution.

- K. Ensuring ethical governance by upholding a Code of Conduct, Ethics and guiding principles for Trustees.
- L. Participating in continuity planning for institutional leadership and Board officers.

Section 2. Authority Reserved to the Board. The Board of Trustees, having the overall authority and responsibility for the governance of the university, retains ultimate responsibility for academic matters and reserves authority over:

- A. Adoption, revision or reaffirmation of the vision, mission, strategic priorities, initiatives and goals of the institution.
- B. Conferring of degrees and granting diplomas, upon recommendation by the academic senate and the registrar's office.
- C. Adoption of the operating and capital outlay budget requests submitted to the state.
- D. Adoption of an annual plan of expenditures and revenues for the university.
- E. Establishing, reviewing or rescinding tuition and fees applicable to students generally. Such tuition and fees include, but may not be limited to, tuition, fees established for specific academic programs, general fees applicable to broad categories of students, and housing and food rates. Fines and penalties included in the university traffic ordinance shall be determined by the Board.
- F. Acceptance of all gifts to the university. *(See Article VI, Delegated Authority, Section I.G.)*
- G. Establishment of endowments and decisions to return endowment gifts or to seek changes in restrictions imposed by the gift instrument.
- H. Naming facilities and memorials.
- I. Establishing investment policies.
- J. Approval of faculty promotions, tenure, and sabbatical leaves.
- K. Approval of contracts with all recognized collective bargaining units.
- L. Admissions and retention policy.
- M. Policy governing intercollegiate programs, including intercollegiate athletics.
- N. Approval of policies pertaining to students' rights and responsibilities.
- O. Establishing the contracting authority policy for university personnel.
- P. Appointment of the university auditing firm.
- Q. Acceptance of the annual audit of the university financial report.
- R. Authorization of real property and facility leases, including leases and subleases of space on public broadcasting towers, and easements by or to the university for more than one year's duration. *(See Article VI, Delegated Authority, Section I.F.)*
- S. Authorization for the sale and purchase of real property.
- T. Compensation for the president.
- U. Assessing periodically the performance and functioning of the president and of the Board of Trustees.
- V. Adoption and modification of the Board of Trustees bylaws.
- W. Adoption of the Bylaws of the Central Michigan University Advancement Board and ratification of the Central Michigan University Academic Senate Constitution.
- X. Board of Trustees governance term limits and due process procedures related to removal from office.
- Y. Reviewing and approving the structure, charter, or strategic plan of affiliated organizations in which Trustees or Officers serve.

- Z. Reviewing and affirming an annual Advancement Plan and Advancement Board structure.
- AA. Conducting an annual evaluation of the university president pursuant to Article IV, Section 2 of these Bylaws.
- BB. Retaining independent professional services through the appropriate University departments (e.g., legal, financial, or consulting) when deemed necessary by the Board to fulfill its fiduciary and governance responsibilities.

Article VI: Delegated Authority

Section 1. Authority Delegated to the President.

- A. The Board delegates to the president authority over all matters not specifically reserved to the Board. This delegation shall be exercised in accordance with university policy and subject to periodic review by the Board.
- B. Authority to establish, revise or rescind all fees, fines, penalties, late fees, and charges for services rendered by the university, except where that authority is reserved to the Board, is delegated to the president.
- C. Authority to commence and defend litigation or other legal proceedings is delegated to the president.
- D. Authority to settle legal matters is delegated to the president or designee. For settlements exceeding \$250,000, the Board must be informed in writing and grant affirmative consent from the majority of the appointed and serving Trustees before execution. The Board reserves the right to request legal review or external counsel when appropriate.
- E. Authority to approve personnel transactions except faculty promotions, tenure, and sabbatical leaves is delegated to the president. When a contract or employee handbook provides an employee with a severance payment or buyout, and the value exceeds \$250,000, the Board must be informed in writing when that payment or buyout is made.
- F. Authority to execute real property and facility leases, including leases and subleases of space on public broadcasting towers, and easements by or to the university where the lease or easement is for one year or less, is delegated to the president. This authority is delegated notwithstanding Article V, Section 2.R. of these bylaws.
- G. Authority to accept gifts to the university at the end of each calendar year is delegated to the president. This authority is delegated notwithstanding Article V, Section 2.F. of these bylaws.
- H. For senior officers who hold dual accountability to the Board and the President (e.g., General Counsel, Board Secretary, Board Treasurer), the Board reserves the right to provide input into appointment, annual evaluation, and removal.
- I. The Board, through its Policy and Bylaws Committee, shall coordinate with university leadership to review the scope and appropriateness of delegated authority every five years, or more frequently if needed.

Article VII: Committees of the Board

Section 1. Standing Committees of the Board. The standing committees of the Board shall include, but are not limited to academic and student affairs, athletic affairs, audit, enterprise risk, finance and facilities, nominating, and policy and bylaws. Each standing committee shall maintain a written charter outlining its scope, duties, and reporting structure. Charters shall

include, but are not limited to, review and revision biennially by the Policy and Bylaws Committee.

Section 2. Special Committees of the Board. The Board Chair, in consultation with all other trustees, may establish special committees of limited duration to advise the Board concerning specific matters. These include Trustees-Faculty Liaison Committee and Trustees-Student Liaison Committee, along with any other special committees as needed. An Advancement and Fundraising Subcommittee may be formed under the Finance and Facilities Committee to provide strategic oversight of institutional advancement goals.

Section 3. Limitation of Committee Authority. Each committee established by the Board shall act as an advisory body only, and may recommend action to the Board of Trustees. No activity of such committee shall commit the Board to any policy declaration or action unless and until duly approved by the Board.

Article VIII: Sessions of the Board

Section 1. Regular Formal Sessions. The Board shall establish a two-year schedule of regular formal sessions. Public notice will be posted online at least three days prior to the scheduled date and time of the regular formal session. Public notice of a change to the formal session will be posted not less than 18 hours prior to the session.

Section 2. Special Formal Sessions may be called by the chair, the president, or three members of the Board. Public notice will be posted online at least 18 hours prior to the special formal session.

Section 3. Quorum and Voting. Five members of the Board constitute a quorum. If there is a vacancy on the Board, then a majority of the appointed and serving Trustees will constitute a quorum.

Section 4. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the Board, unless modified for efficiency.

Section 5. Executive Sessions. The Board may enter Executive Session for personnel matters, collective bargaining, legal consultations, or other appropriate topics.

Section 6. Agendas and Minutes. Board meeting agendas shall be developed by the Board Chair in collaboration with the university president. Official minutes shall be prepared by the Secretary and approved by the Board at its next formal session. Minutes may be made available to the public.

Section 7. Public Sessions. Formal sessions of the Board shall be open to the public. Final decisions which are binding on the university shall be made at formal sessions.

Article IX: Rules and Regulations

Section 1. Rules and Regulations. The Board of Trustees shall promulgate such rules and regulations as it may deem necessary for the governance of the university and for the

advancement of its interests. All policies and regulations adopted by the Board shall be consistent with federal and state law, accreditation standards, and ethical governance principles. The Board shall ensure institutional policies comply with applicable federal and state regulations, including but not limited to Title IX, FERPA, Clery Act, ADA, and data privacy standards. A centralized policy repository shall be maintained to ensure accessibility, transparency, and consistency across all Board-approved and administrative policies. The Board Chair may appoint an ad hoc committee to oversee periodic policy review cycles to assess relevance, effectiveness, and alignment with strategic goals.

Article X: Trustee Communications in Their Individual Capacity

When Trustees engage in individual communications with faculty, staff, students, or any entity, individual, or potential vendor conducting business with the university, they should do so in a respectful manner and clearly in their capacity as a member of the Board and not in any actual or perceived administrative capacity. Trustees shall refrain from directing or managing faculty, staff, or students in operational matters.

Article XI: Amendments

Section 1. Amendment of Bylaws. These bylaws may be amended at any meeting of the Board by the affirmative vote of a majority of its members, provided that the proposed amendment has been submitted in writing at a previous meeting or included in the official notice of the meeting. The Board shall seek input from legal counsel, relevant committee chairs, and university leadership prior to adopting substantive amendments.

Section 2. Periodic Review. The bylaws shall be formally reviewed at least once every five years by the Policy and Bylaws Committee. A summary of proposed revisions shall be submitted to the full Board for discussion and approval. The Committee may also initiate annual updates or policy clarifications as needed.

Section 3. Accessibility. The most current version of the bylaws shall be published on the university's website and made available to Trustees, university personnel, and the public to ensure transparency and accountability.

Article XII: Communications to the Board and Appearances at Meetings

Section 1. Communications. Any person may propose policies or actions to the Board. Such proposals should be in writing and submitted to the president.

Section 2. Appearances. Individuals and organized groups of individuals who desire to appear before the Board to present any matter concerning the governance of Central Michigan University shall have the right to appear before the Board of Trustees at a formal session of the Board of Trustees in the following manner:

- A. Such an individual or group of individuals may be heard upon any items that are on the agenda for a given session if the person delivers a written request to speak to the Board about an item on the agenda to the Board's secretary before the beginning of a

Board meeting. An opportunity to speak on that item shall be provided before the Board considers action on the item.

B. At the conclusion of each session of the Board any member of the public may speak to the Board concerning any matter relating to the governance of Central Michigan University if the party delivers a written request to speak to the Board's secretary before the time for public comment begins.

C. The chair may limit the time available to speakers in order to permit all who desire to speak an opportunity to do so. Each speaker may address the Board for up to five minutes and, if the list of speakers is long, the chair may reduce that time to three minutes. The Board may make available up to 15 minutes for speakers on any one topic.

D. The Board may permit any individual or group of individuals to present any matter to the Board at any time, without prior notice, upon motion and second by members of the Board and approval by a majority of the Board members present.

E. Board members normally shall not make a written or verbal response to any presentation made to the Board pursuant to this article.

Article XIII: Miscellaneous

Section 1. Execution of Instruments. All deeds, contracts, bonds, notes or other instruments authorized by the Board of Trustees shall be validly executed if signed by the president, or by such other person as the Board of Trustees may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the institution shall commence on July 1 and end on June 30 of the following year.

Section 3. Indemnification. Whenever a claim is made or a civil action is commenced against a trustee, officer, employee, or volunteer (collectively "indemnified party") of Central Michigan University or any entity of which the Central Michigan University Board of Trustees has a full or complete membership or ownership interest ("CMU") for injuries to persons or property caused by negligence of the indemnified party while in the course of employment with or actions on behalf of CMU and while acting within the scope of his or her authority, CMU will pay for, engage, or furnish the services of an attorney to advise the indemnified party as to the claim and to appear for and represent the indemnified party in the action. CMU may compromise, settle, and pay the claim before or after the commencement of a civil action. Whenever a judgment for damages is awarded against an indemnified party of CMU as a result of a civil action for personal injuries or property damage caused by the indemnified party while in the course of employment and while acting within the scope of his or her authority, CMU will indemnify the indemnified party or pay, settle, or compromise the judgment. If a criminal action is commenced against an indemnified party of CMU based upon the conduct of the indemnified party in the course of employment or while acting on behalf of CMU, or if the indemnified party had a reasonable basis for believing that he or she was acting within the scope of his or her authority at the time of the alleged conduct, CMU may pay for, engage, or furnish the services of an attorney

to advise the indemnified party as to the action, and to appear for and represent the indemnified party in the action. CMU obligations in this section are conditioned upon the indemnified party's complete, full, meaningful, and timely cooperation (and to the extent necessary, participation) in the defense, resolution, or completion of any matter that may be subject to this section, and CMU reserves its right to determine if the indemnified party is acting in compliance with this section. This section is not intended to impose and does not impose any liability on CMU.

Section 4. Conflict of Interest. Board members shall avoid participating in decision-making processes involving conflict or apparent conflict of interest. Board members shall not vote on any issue involving conflict of interest and may participate in the discussion on such matters only at the request of other members of the Board.

Section 5. University Policy Manual.

A. All policies governing the operations of the university that are enacted by the Board of Trustees, or by the president under authority delegated by the Board, shall be reduced to writing, shall be made available to each member of the Board at the earliest possible time subsequent to enactment and shall be made a part of a University Policy Manual. The Office of the General Counsel shall maintain the University Policy Manual and shall advise members of the Board through the secretary and the president of all revisions, additions or deletions to the policy manual.

B. Policies approved by the Board shall take effect on the date of the Board session at which such policy was adopted unless a different effective date is specified by the Board.

Section 6. Internal Audit Process.

A. The function of internal audit is established at Central Michigan University to assist the Board of Trustees in fulfilling its responsibility for continuing oversight of the management of the university and to be of service to all levels of management of the university. The position of director of internal audit is established and assigned responsibility for conduct of the university internal audit function.

Internal audit shall be an independent appraisal function to examine and evaluate the activities of the university. The objective is to assist officers and employees of the university in the proper discharge of their responsibilities by providing analyses, appraisals, recommendations, counsel, and information concerning the activities reviewed.

B. The director of internal audit, in the performance of his/her duties, shall report administratively to the president and functionally to the Board chair through the Board's Audit Committee.

C. The administrative responsibility to ensure an effective system for internal control is assigned to the vice president for finance and administrative services.

Appendix A – Bylaws Crosswalk

Central Michigan University Board of Trustees

This appendix provides a section-by-section crosswalk between the former CMU Board of Trustees Bylaws and the newly revised bylaws. It is intended to demonstrate continuity of governance responsibilities and highlight where updates, modernizations, or new provisions have been incorporated.

Old Bylaws Section	New Bylaws Location / Notes
Preamble (none)	New Preamble added – ethical leadership, integrity, mission alignment.
Article I: The Corporation (Name, Offices, Seal)	Article I retained, with added legal authority (Constitution/Act 48) and seal oversight.
Article II: Board of Trustees (General Powers, Number/Tenure, Vacancies, Compensation)	Article II retained, with trustee expectations and expense policy update.
Article III: Officers of the Board (Organizational Meeting, Officers, Duties, Vacancies, Removal)	Article III retained, with clarified roles (First/Second Vice Chair), officer term limits, succession planning, and due process for removal.
Article IV: Administrative Officers (President, Provost, Vice Presidents, etc.)	Article IV retained and expanded to include dual-accountability officers (Vice President of Legal Affairs and General Counsel, Board Treasurer, Board Secretary), presidential evaluation, and transition protocol.
Article V: Responsibilities of the Board and Reserved Authority	Article V retained, plus new responsibilities (Code of Conduct, continuity planning) and expanded reserved authority (term limits, affiliated organization oversight, annual advancement plan, independent counsel, annual presidential evaluation).
Article VI: Delegated Authority to President	Article VI retained, with new requirements for \$250K settlement approval, oversight of dual-reporting officers, and periodic review of delegation scope.
Article VII: Committees of the Board	Article VII retained, plus Athletic Affairs Committee, optional Advancement and Fundraising Subcommittee, and requirement for charters reviewed biennially.
Article VIII: Sessions of the Board (Regular, Special, Quorum, Rules)	Article VIII retained, plus provisions for executive sessions, and agendas/minutes.

Article IX: Communications to the Board and Appearances at Meetings	Retained as new Article XII.
	New Article IX: Rules and Regulations Modernized to emphasize legal compliance (Title IX, FERPA, Clery, ADA, privacy), centralized policy repository, and periodic policy review.
	New Article X: Trustee Communication in Their Individual Capacity Sets the parameters and expectations for Trustees' individual communications.
Article X: Miscellaneous	Old Article X retained as new Article XI (see below) and Article XIII.
Article X, Section 7: Adoption, Revision and Deletion of Bylaws	New Article XI: Amendments Retained, plus consultative process, 5-year review cycle, and requirement for public posting of bylaws.