

CENTRAL MICHIGAN UNIVERSITY BOARD OF TRUSTEES

BYLAWS

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**Central Michigan University
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Central Michigan University Board of Trustees

BYLAWS

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.

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.

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.

Article last amended:

Central Michigan University Board of Trustees

BYLAWS

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 of Trustees has all of the 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 legislation conferring powers upon the Board.

Section 2. Number, Tenure and Qualifications. The constitutional number of trustees of the university is eight trustees who are appointed by the governor of the state of Michigan with the advice and consent of the senate for terms as set forth by law. In addition the president of the university is ex officio a member of the Board of Trustees without vote.

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 traveling and other expenses paid out of the general fund.

Article last amended:

Central Michigan University Board of Trustees

BYLAWS

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.

Section 2. Officers. The officers of the Board of Trustees shall be a chair, up to two vice chairs, 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) from nominees for those offices. Election shall be by a majority vote of the members of the Board. Nominations shall be by a nominating committee as described in Article VII, Section 1.I. Nominations may be made from the floor, also, if supported by two members.

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.

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 insure 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. 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.

C. 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.

D. 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.

Article last amended: 19-1205 (section 5.A. and D.)

Central Michigan University Board of Trustees

BYLAWS

ARTICLE III: OFFICERS OF THE BOARD (continued)

E. 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.

F. 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 his/her 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.

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.

Article last amended:

Central Michigan University Board of Trustees

BYLAWS

ARTICLE IV: ADMINISTRATIVE OFFICERS

Section 1. Authorization. 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 executive vice president, vice president for finance and administrative services, vice president for student recruitment and retention, vice president for government and external relations, vice president for advancement, vice president for student affairs, and other vice presidents as designated by the president. Any two or more administrative offices may be held by the same person. Administrative officers may be assigned other titles for university personnel classification and compensation purposes. The provost and other vice presidents serve at the pleasure of the president.

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.

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

Section 4. Vice Presidents. These 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.

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.

Article last amended: 19-1205 (section 1)
16-0429 (sections 1 and 5.)
11-0217 (section 1.)

Central Michigan University Board of Trustees

BYLAWS

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.

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 the following matters:

- 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 room and board 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 1.H.*)
- G. Establishment of endowments and decisions to return endowment gifts or to seek changes in restrictions imposed by the gift instrument.

Central Michigan University Board of Trustees

BYLAWS

ARTICLE V: RESPONSIBILITIES AND RESERVED AUTHORITY (continued)

- 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 by or to the university for more than one year's duration. (*See Article VI: Delegated Authority, Section 1.F. and G.*)
- 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 Fund Board and ratification of the Central Michigan University Academic Senate Constitution.

Article last amended: 19-1205 (section 2.K. and W.)
16-0429 (sections 2.A. and E.)
10-1202 (section 2.F.)

Central Michigan University Board of Trustees

BYLAWS

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.

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. Any changes in such fees, fines, penalties, late fees, and charges shall be changes in university policy that will be available from the Office of Financial Planning and Budgets upon request.

C. Authority to commence and defend litigation or other legal proceedings (“legal matters”) to protect the assets and legal interests of the university is delegated to the president.

D. Authority to settle legal matters is delegated to the president or designee and, when settlements involve a payment of more than \$250,000, with the advice and consent of the Board.

E. Authority to approve personnel transactions except faculty promotions, tenure, and sabbatical leaves is delegated to the president.

F. Authority to execute real property and facility leases for office and classroom space, where the lease is a renewal or is for a change of location within the same service area, and where the lease is for five years or less, is delegated to the president. This authority is delegated notwithstanding **Article V, Section 2.R.** of these bylaws.

G. Authority to execute leases and subleases of space on public broadcasting towers is delegated to the president. This authority is delegated notwithstanding **Article V, Section 2.R.** of these bylaws.

H. 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.

Article last amended: 19-1205 (section 1.A.)
16-0429 (sections 1.B., C., D and F.)
08-0717 (section 1.D.)

Central Michigan University Board of Trustees

BYLAWS

ARTICLE VII: COMMITTEES OF THE BOARD

Section 1. Standing Committees of the Board.

A. The Board shall establish standing committees of limited scope to advise the Board concerning matters which are within the authority of the Board. Membership on standing committees is limited to Board members.

B. The standing committees of the Board shall be academic and student affairs, audit, enterprise risk, finance and facilities, nominating, and policy and bylaws.

C. Except for the Nominating Committee, the Board chair shall appoint the chairs and membership of all standing committees with such appointments remaining in effect at the pleasure of the Board chair.

D. Matters which may be taken to the Board for action may, where appropriate, be referred to a Board committee by the Board chair in order that the committee may recommend a course of action to the Board.

E. Vice presidents of the university shall serve as staff liaison to Board standing committees as suggested by the subject matter of each issue referred to a standing committee; the vice president and general counsel will serve as liaison to the policy and bylaws committee.

F. The Academic and Student Affairs Committee shall work primarily in areas pertinent to the academic activity of the university and to student life in the university community. It shall deal with subjects including, but not limited to, academic and enrollment policies and goals, academic planning, research and public service activities, the awarding of honorary degrees, and all aspects of student life.

G. The Audit Committee will approve the audit plan of the Internal Audit Department, review completed audits and other reports on behalf of the Board, review the annual independent audit of the university's financial statements, and recommend external auditors.

H. The Enterprise Risk Committee shall work with the existing administrative enterprise risk committee, which includes representatives from areas such as academic administration; finance and administrative services; internal audit; research and graduate studies; student affairs; information technology; office of civil rights and institutional equity; general counsel; and CMU Police. The committees will work together to identify, assess and manage risks that have potential to negatively impact the university.

I. The Finance and Facilities Committee shall work primarily in areas dealing with the development of the campus consistent with the Campus Master Plan, finances and personnel. It shall deal with subjects including, but not limited to, property acquisitions and disposals, all other property matters which might arise, investments, finance, and on-going budgetary activity, budget preparation, insurance, pensions, contracts, collective bargaining agreements, compensation and personnel policies for nonbargaining employees.

An Investment Committee shall operate as a subcommittee of the Finance and Facilities Committee. The subcommittee, comprised of the chair of the Finance and Facilities Committee, the VP of Finance and Administration, and selected investment professionals, shall advise on: guidelines for investment of endowment contributions, ways to establish quasi endowments and spending models, asset allocation among invested funds, and system(s) for monitoring asset returns. It shall also review performance periodically, evaluate and recommend investment income distribution policies, and suggest modification to the Investment Policy Statement.

Central Michigan University Board of Trustees

BYLAWS

ARTICLE VII: COMMITTEES OF THE BOARD (continued)

J. The Nominating Committee will be comprised of three members of the Board. The chair of the committee will be the immediate past chair still serving on the Board plus the current chair and the next most recent past chair. If a past chair is unwilling or unable to serve, the committee membership will be completed with a recent vice chair as appointed by the Board chair. In the event the committee membership of three is not filled using the above criteria, the Board chair will complete the membership selection. A candidate for chair cannot serve on the Nominating Committee.

K. The Policy and Bylaws Committee shall review and recommend policies and bylaws to the Board.

Section 2. Special Committees of the Board.

A. The Board may establish special committees of limited duration to advise the Board concerning specific matters within the authority of the Board.

B. The Board chair shall appoint the chairs and trustee members of all special committees with such appointments remaining in effect at the pleasure of the Board chair.

C. A committee comprised of trustees, academic senate representatives and the president and provost shall function as liaison between the Board and the academic senate. This group shall be known as the Trustees-Faculty Liaison Committee. The academic senate shall be represented by four faculty members selected as follows: two senate members elected by the senate to two-year rotating terms, plus the senate chairperson and the immediate past-chairperson.

The Trustees-Faculty Liaison Committee shall meet at periodic intervals to discuss matters of mutual concern to the senate and the Board. Also, the committee shall discuss and recommend to the Board proposed recipients of honorary degrees. The workings of this committee shall in no way supersede procedures agreed to in any collective bargaining agreement with the faculty or the official communication route available to all university staff.

D. A committee comprised of trustees, student representatives, and the president or designee shall function as liaison between the Board and the student body. This group shall be known as the Trustees-Student Liaison Committee and will meet at periodic intervals to discuss matters of mutual concern to students and the Board. The student body shall be represented by the Student Government Association president and up to three students selected by SGA according to guidelines for the selection of liaison committee representatives.

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 of Trustees at a regular or special formal session.

Article last amended: 19-1205 (section 1.B. D. E. and H; sections 1.I, J, K renumbered)
17-0629 (section 1.H.)
16-0429 (sections 1.F., G. and 2.C., D.)
13-0411 (section 1.B. and I; section 1. J., K. renumbered)
11-0217 (sections 1.B., E., H.; sections 1.I., J., K. renumbered)
10-0715 (section 1.B. and J.)
07-1206 (section 1.B.)
08-0214 (section 1).
09-0917 (section 1).

Central Michigan University Board of Trustees

BYLAWS

ARTICLE VIII: SESSIONS OF THE BOARD

Section 1. Regular Formal Sessions. The Board shall establish a two-year schedule of regular formal sessions. No later than the first meeting of each fiscal year, the schedule of regular formal sessions will be extended for an additional year.

Section 2. Special Formal Sessions of the Board may be called by the chair or three members of the Board, provided that notice of special sessions shall be given all members not less than two days in advance. Such advance notice may be waived if all members of the Board agree, so long as the public notice provisions of Section 9.B are followed.

Section 3. Agenda. The Board shall conduct its business at formal sessions according to a prepared and previously distributed agenda. The Board agenda shall include those matters of business which the president wishes to place before the Board and any matter on which a trustee may request Board consideration, subject only to the approval of the Board chair.

The secretary shall provide the agenda to each member at least seven days before the next regular formal session of the Board. Changes in the order of the agenda or additions or deletions of action items may be made at the session at the request of the chair, without objection, or by a vote of a majority of the Board present. Any member of the Board is free to bring up any item for discussion even though it does not appear on the regular agenda.

Section 4. Rules of Order. General parliamentary rules, as modified by these bylaws, shall govern the conduct of business at regular and special formal sessions of the Board.

Section 5. Quorum. A majority of the members of the Board appointed and serving shall form a quorum for the transaction of business.

Section 6. Controlling Vote. A majority vote of the members of the Board appointed and serving will control action of the Board except as otherwise provided in the bylaws.

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.

Section 8. Minutes.

A. Minutes of regular and special formal sessions will be kept and made available. Minutes of a session become official upon approval by the Board at its next session.

B. The official minutes of the formal sessions of the Board, with the original reports and supporting documents, shall be kept in the Office of the Secretary.

C. The Office of the Secretary will post minutes online, after they have been approved by the Board.

Central Michigan University Board of Trustees

BYLAWS

ARTICLE VIII: SESSIONS OF THE BOARD (continued)

Section 9. Public Notices.

A. Regular Formal Sessions. The public notice of each regular formal session of the Board will be posted online. Notice will be posted at least three days prior to the first regularly scheduled formal session of the Board in each fiscal year, stating the dates, times and locations of the sessions. A public notice of a change in session schedule shall be posted within 72 hours after the session at which the change was made and not less than 18 hours prior to the session. This notice will include the date, time and place of the rescheduled session and be posted online.

B. Special Formal Sessions. The public notice of a special formal session of the Board shall be posted at least 18 hours before the session online.

C. Reconvened Formal Sessions. A public notice of the reconvening of a regular or a special formal Board session will be posted if the body is recessed for more than 36 hours. The public notice will be posted at least 18 hours before the session online.

D. Requests for Public Notices. Upon written request to the Office of the Secretary a copy of all Board formal session notices for which notice is posted at least 72 hours before the session will be sent by first-class mail and free of charge to a requester including any newspaper which is published in the state and any radio or television station located in the state.

Article last amended: 19-1205 (section 9.A, B, C)
16-0429 (section 8.C.)
11-0217 (section 3.)

Central Michigan University Board of Trustees

BYLAWS

ARTICLE IX: 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.

Central Michigan University Board of Trustees

BYLAWS

ARTICLE X: 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. In accordance with the Michigan Governmental Immunity Act, 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.

Central Michigan University Board of Trustees

BYLAWS

ARTICLE X: MISCELLANEOUS (continued)

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.

Section 7. Adoption, Revision and Deletion of Bylaws. A Board bylaw may be adopted, revised or deleted by a majority vote of the members of the Board of Trustees at any regular session or any special session called for such purpose provided that proposed changes be submitted in writing to members of the Board seven working days prior to the session. The written notice requirement may be waived at any regular session by a unanimous vote of the members of the Board present.

Article last amended: 16-0429 (section 3)
11-0217 (section 6.B. and section 7.)