



**PENNSYLVANIA WESTERN UNIVERSITY  
OF THE STATE SYSTEM OF HIGHER EDUCATION**

**COUNCIL OF TRUSTEES  
BYLAWS**

Preamble

Pennsylvania Western University re-imagines higher education from a student-centric perspective and is the result of California, Clarion and Edinboro University joining together with a priority on students, affordability, with an expanded capacity to enroll, retain and graduate more students; support student success; and serve an increasingly diverse student population, and assist with career and workforce development.

Whereas, the Council of Trustees of Pennsylvania Western University is a body of the State System of Higher Education of the Commonwealth of Pennsylvania (hereinafter "Council of Trustees"); and

Whereas, Act 188 of 1982, 24 P.S. Section 20-2009-A, authorizes the Council of Trustees to take such action as may be necessary to perform its expressly delegated power; and

Now, therefore, the Council of Trustees of Pennsylvania Western University, this 12th day of October 2022, does hereby enact and establish the following bylaws.

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## DEFINITIONS

Definitions, as used in these Bylaws include:

1. **“Board”** means Board of Governors of the Pennsylvania State System of Higher Education.
2. **“Chairperson”** means Chair of the Pennsylvania Western University Council of Trustees.
3. **“Chancellor”** means the chief executive officer of the Pennsylvania State System of Higher Education.
4. **“Council of Trustees” or “Council”** means the Pennsylvania Western University Council of Trustees.
5. **“Fiscal Year”** means the same as the University’s fiscal year.
6. **“Initial Member”** means individuals nominated and appointed to serve on the Pennsylvania Western Council of Trustees.
7. **“President”** means president of Pennsylvania Western University.
8. **“University” or “Institution”** means Pennsylvania Western University.

## **ARTICLE I - POWERS AND DUTIES**

### **Section I. Powers and Duties**

As delineated in Act 188, Section 2009-A, the responsibilities of the Council of Trustees include the following:

1. To make recommendations to the chancellor for the appointment and retention of the president following input by students, faculty, staff and alumni.
2. To make recommendations to the chancellor for the dismissal of the president.
3. To assist the president in developing proper relations and understanding between the institution and its programs and the public, in order to serve the interests and needs of both.
4. To review and provide input to the president pertaining to policies and procedures governing the use of institutional facilities and property.
5. To approve schools and academic programs.
6. To review and approve the recommendations of the president pertaining to annual operating and capital budget requirements for forwarding to the board.
7. To review and approve recommendations for charges for tuition, and to approve room and board and other fees except student activity fees and any fees related to the provision of contracted health services.
8. To review contracts and purchases negotiated or awarded by the president, including any contract or purchase reports, with or without competitive bidding and all contracts for consultative services entered by the president.
9. To represent the institution at official functions of the Commonwealth.
10. To take such other action as may be necessary to effectuate the powers and duties herein delegated.
11. In accordance with the evaluation procedure established by the board each council shall conduct an evaluation of the president and forward the results of that evaluation with recommendation to the chancellor for submission to the board.
12. By resolution adopted by the council to authorize campus police who have completed firearms training in accordance with 53 Pa.C.S. § 2167(a) (relating to police training) to carry firearms in the course of duty for any institution whose campus police are authorized to carry firearms on the effective date of this paragraph, the authority to carry firearms shall remain in effect unless the council by resolution dissolves such authority.
13. To follow all directives issued by the Board in fulfillment of its statutory obligations under Act 188 of 1982, as amended.

## **ARTICLE II - MEMBERSHIP**

As delineated in Act 188, Section 2008-A, the membership of the Council of Trustees shall be as follows:

The Council of Trustees shall consist of fifteen members who, except for three student members, shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least three (3) members of the fifteen-member Council shall be alumni, one from each institution consolidated. Three (3) members of the Council, one from each institution consolidated, shall be full-time undergraduate students in good academic and disciplinary standing, other than a freshman, enrolled for at least 12 credit hours. The Chancellor is an ex-officio member of the Council.

### **Section I. Terms**

The fifteen members of Council shall serve terms as follows:

#### **1. Non-Student Members**

Terms of non-student members begin upon confirmation by the Senate. Terms are staggered as follows:

- a. Two (2) initial members from each consolidated institution will serve a term of six (6) years
- b. One (1) initial member from each consolidated institution will serve a term of four (4) years
- c. One (1) initial member from each consolidated institution will serve a term of two (2) years

Each member appointed or reappointed to serve on the council after the expiration of the term of an initial member shall serve a term of six (6) years. Each member shall serve until their respective successor is duly appointed and qualified.

#### **2. Student Members**

Three student trustees, one from each PennWest campus, shall attend a consolidated institution and shall serve a term of four (4) years or for as long as the student is a full-time student, whichever period is shorter. Student members of the Council of Trustees shall be appointed by the Board of Governors in accordance with Board Policy 1983-26 and shall not be subject to Senate confirmation.

### **Section II. Vacancies**

Vacancies occurring before the expiration of the term of any member shall be filled in like manner for the unexpired term.

### **Section III. Member Responsibility**

Council members are expected to attend regularly and fulfill the fiduciary responsibilities of a trustee. Should a trustee fail to attend three meetings in succession without presenting a reasonable excuse such as illness or conflict with business matters to the chairperson of the Council of Trustees, the chairperson may communicate in writing to the trustee and ask them to reconsider the commitment made to serve on the Council of Trustees and to give thought to resignation if circumstances are such that active involvement in the work of the Council of Trustees will not be possible. Copies of any such correspondence should be forwarded to the Office of the Chancellor at the Pennsylvania State System of Higher Education and to the Office of the Governor.

## **ARTICLE III - MEETINGS**

### **Section I. Regular Meetings**

The Council shall meet at least quarterly and additionally at the call of the President, Chairperson, or at the request of four (4) Council members. The schedule of meetings shall be formulated at the beginning of each calendar year and advertised in accordance with the Sunshine Act. The President shall have the right to attend all meetings of the Council and speak on all matters before the Council.

## **Section II. Election of Officers**

The Election of Officers meeting of the Council of Trustees shall be held every two years at the Election of Officers meeting prior to the October quarterly meeting. At this meeting the officers of the Council of Trustees for the next two years shall be elected. The nominating committee shall present the nominees for the elective offices at least one meeting prior to the meeting at which the election will occur. Those elected shall take office at the beginning of the meeting after the Election of Officers meeting at which they are elected.

## **Section III. Special Meetings**

Special meetings may be called at any time by the President, Chairperson or at the request of four (4) Council members. Public notice of all special meetings shall be in accordance with the Sunshine Act.

## **Section IV. Executive Sessions**

Executive sessions, as defined by law, shall be conducted in accordance with the Sunshine Act.

## **Section V. Public Notice**

Public notice will be provided of all regular and special meetings of the Council of Trustees and its standing and special committees in accordance with the Sunshine Act.

## **Section VI. Parliamentary Authority**

Robert's Revised Rules of Order shall be the guide for the Council in determining questions of parliamentary procedure not herein specifically provided.

## **Section VII. Minutes of Meetings**

Minutes of each meeting shall be recorded and sent to each member of the Council of Trustees following each meeting of the Council for review and input. Draft minutes shall be approved as revised or approved as presented to members, at a subsequent meeting of the Council after which the minutes will be the official record of the actions taken at each regular and special meeting of the Council. Meeting minutes shall be maintained in an electronic copy.

## **Section VIII. Order of Business**

The suggested order of business at the regular meetings of the Council of Trustees shall be as follows. This order of business, however, may be changed during the meetings as deemed necessary:

1. Call to Order
2. Pledge of Allegiance
3. Recording Attendance
4. Approval of Consent Agenda
5. Public Comments
6. APSCUF Comments

7. Council Chair Report
8. Student Trustee Report
9. University President Report
10. PACT/BOG Update
11. Faculty Senate Report
12. University Reports
  1. Academic Affairs
  2. Institutional Effectiveness and Student Affairs
  3. Strategic Enrollment and Global Online
  4. Finance and Facilities
  5. University Advancement
  6. Diversity, Equity, and Inclusion
  7. University Affairs
13. New Business
14. Adjournment

## **ARTICLE IV - QUORUM**

### **Section I. Quorum**

Eight (8) members of the Council shall constitute a quorum. Attendance by a trustee virtually will be considered an acceptable mode of participation; any trustee participating virtually shall be counted as in attendance for establishing a quorum, will have full voting rights and meeting privileges. No more than one student shall be counted toward establishing a quorum.

## **ARTICLE V - MANNER OF VOTING**

### **Section I. Manner of Voting**

Votes by acclamation shall be permitted, unless otherwise requested by a Council member prior to the vote being taken. Formal votes shall be taken on all matters requiring Council action. Voice votes or roll call votes may be used at the discretion of the chairperson. Upon the request by any Council member, a roll call vote shall be taken. When members are participating by telephone, roll call votes are required and votes of individual Council members must be recorded. A motion shall pass by a majority vote of those Trustees present.

## **ARTICLE VI - OFFICERS**

### **Section I. Officers**

The officers of the Council shall be a chairperson, vice chairperson, and a secretary. The chairperson will preside at all meetings of the Council and perform such other functions pertaining to the office; the vice chairperson shall perform all functions in the absence of the chairperson and shall be designated chairperson if the chairperson ceases to perform that function; the secretary is the recording officer of the Council.

### **Section II. Election**

The officers of the Council shall be elected every two years at the Election of Officers meeting prior to the October quarterly meeting of the Council and shall hold office until successors are legally elected. The nominating committee shall present the names of the nominees to the Council at least one meeting prior to officer elections.

### **Section III. Term of Office**

The elected officers of the Council shall not serve more than two consecutive two-year terms in that particular office within any eight-year period.

#### **Section IV. Chairperson**

The Chairperson will preside at all meetings of the Council and shall perform such other functions pertaining to the office. The Chairperson of the Council of Trustees shall appoint the standing committees and such other committees as may be necessary. The Chairperson shall be an ex-officio member of all committees.

#### **Section V. Vice Chairperson**

The Vice Chairperson, at the request of, or in the absence of the Chairperson, shall perform all duties of the Chairperson, and shall be designated Chairperson if the Chairperson ceases to perform that function.

#### **Section VI. Secretary of the Council of Trustees**

The Secretary shall ensure the meetings of the Council are recorded in minutes and submitted for approval at each subsequent regular meeting. The Secretary shall maintain the official records of the Council. The Office of the President shall serve as the custodian for these items.

#### **Section VII. Trustee Liaison**

The Liaison to the Council shall be designated by the President and shall attend the meetings of the Council and record the proceedings in minutes. The Trustee Liaison shall be responsible for assuring that all Council meetings are properly scheduled and that all necessary notices are made for such meetings. The Trustee Liaison shall work with the Secretary of the Council to assure that official records are properly maintained.

### **ARTICLE VII - COMMITTEES**

#### **Section I. President's Evaluation Committee**

This committee shall consist of three (3) members who shall be appointed by the Chairperson at the October quarterly meeting. The purpose of this committee is to conduct the annual presidential evaluation in accordance with Board Policy 2002-03-A.

#### **Section II. Executive Committee**

This committee shall consist of the Chairperson, Vice Chairperson and the Secretary of the Council and the chairperson of each standing committee. The President shall serve as ex-officio, non-voting member of the Executive Committee. Upon the request of Council Chairperson or University President, a meeting may be convened.

#### **Section III. Nominating Committee**

This committee shall consist of three (3) members who shall be appointed by the Chairperson at the October quarterly meeting. The purpose of this committee is to select and present the names of the officer nominees to the Council at least one meeting prior to the meeting at which the election will occur.

#### **Section IV. Standing Committees**

The Council of Trustees may establish standing or special committees whose function, membership and manner of appointment shall be as follows or as the Council shall determine. The



Chairperson and University President shall serve as ex-officio members of all standing committees. All standing committees will meet prior to the regular quarterly meetings or as needed.

**1. Academic Affairs Committee**

The purpose of this committee is to keep trustees informed about academic programs and supporting polices; program evaluation and accreditation, and new program recommendations. The committee will meet quarterly with the Vice President for Academic Affairs/Provost.

**2. Finance and Facilities Committee**

The purpose of this committee is to keep trustees informed about annual operating and capital budgets, all contracts and purchases, all contracts for consultative services entered by the University, and the facilities master plan. The committee will meet quarterly with the Vice President for Finance.

**3. Student Affairs Committee**

The purpose of this committee is to keep trustees informed about non-academic matters of student life including the student code of conduct, student-related programs, and student organizations. The committee will meet quarterly with the Vice President for Institutional Effectiveness and Student Affairs.

**4. Advancement Committee**

The purpose of this committee is to keep trustees informed on alumni affairs, marketing and communication, and annual and planned giving. The committee will meet quarterly with the Vice President for University Advancement.

**5. Diversity, Equity, and Inclusion Committee**

The purpose of this committee is to keep trustees informed about DEI priorities and processes, as well as the University's implementation of programs and initiatives. The committee will meet quarterly with the Chief Diversity Officer.

**6. Strategic Enrollment and Global Online Committee**

The purpose of this committee is to keep trustees informed on matters related to enrollment, online student support and success, online faculty support and training, online education system and technologies, and online growth and development. The committee will meet quarterly with the Vice President for Strategic Enrollment and Global Online Advancement.

**ARTICLE VIII - HEAD OF THE INSTITUTION**

**Section I. The President**

The University President is the institution's chief executive officer. The President shall advise the Council and the Council Committees on all matters where Council must take official action. The President is charged with supplying the Council with sufficient information for its decision-making. The President shall call upon the Trustees for counseling and advice.

**ARTICLE IX - RULES AND REGULATIONS**

**Section I. Amendment of Bylaws**

These bylaws may be amended by a majority vote of the Council provided each member of the Council has received a copy of the proposed changes prior to the next regular meeting at which the vote on the amended bylaws shall be taken.

