

**BYLAWS OF THE BOARD OF TRUSTEES  
FOR THE  
CONNECTICUT STATE UNIVERSITY SYSTEM**

**Revised to 11/13/09**

**ARTICLE I  
THE BOARD OF TRUSTEES**

***SECTION 1 - AUTHORITY OF THE BOARD OF TRUSTEES***

The Board of Trustees for the Connecticut State University System is responsible for the governance of the four universities under its jurisdiction: Central Connecticut State University in New Britain, Eastern Connecticut State University in Willimantic, Southern Connecticut State University in New Haven, and Western Connecticut State University in Danbury. The Board determines the general policy of the System, reviews and approves institutional budget requests, sets tuition and fees, and appoints the Chancellor of the System and the university presidents. The specific powers and duties of the Board are prescribed in Sections 10a-87 through 10a-101, and Sections 10a-149 through 10a-156 of the Connecticut General Statutes and are further delineated in policies adopted by the Board from time to time.

***SECTION 2 - BOARD MEMBERSHIP***

The Board of Trustees for the Connecticut State University System shall consist of eighteen members, fourteen of whom shall be appointed by the Governor in accordance with Section 10a-88 of the Connecticut General Statutes and four of whom shall be student members, one from each of the constituent universities within the Connecticut State University System elected by students enrolled at such university. The Board shall determine the manner in which the student members shall be elected and shall determine criteria for eligibility for Board membership.

It shall be the duty of each trustee to attend all Board meetings, as well as meetings of committees to which he or she has been appointed.

***SECTION 3 - CODE OF ETHICS***

Members of the Board of Trustees shall serve for the public good and not for personal interest or gain. They shall comply with the provisions of the Code of Ethics for Public Officials set forth in Sections 1-79 through 1-90 of the Connecticut General Statutes, and with the Connecticut State University System Ethics Statement, as revised from time to time. A trustee may not directly enter into a contract for a fee or be employed by the Connecticut State University System. A trustee shall not engage in any activity that violates the intent of this section and shall avoid any appearance of impropriety. Nothing in this section is intended to preclude student trustees from participating in approved student employment opportunities as outlined in Board of Trustees policies.

## **ARTICLE II ORGANIZATION OF THE BOARD**

### ***SECTION 1 - MEETINGS OF THE BOARD OF TRUSTEES***

#### **A. REGULAR MEETINGS**

Regular meetings of the Board shall be held in accordance with a schedule established and approved yearly by the Board. Said schedule shall include a minimum of seven meetings during the calendar year including one meeting at each of the four universities during the course of the academic year. The decision to cancel a meeting for lack of business shall be made by the Chair in consultation with the Chancellor.

#### **B. SPECIAL MEETINGS**

Special meetings shall be at the call of the Chair or whenever requested by nine or more members of the Board. Notice of a special meeting shall be given in accordance with the Connecticut Freedom of Information Act and shall specify the time and place of the meeting, and the business to be transacted. No other business shall be considered at such special meetings.

#### **C. QUORUM**

A majority of the current membership of the Board shall constitute a quorum. Meetings may be conducted in the absence of a quorum provided that all actions taken are confirmed at a subsequent meeting where a quorum is present. Participation and interaction, through the use of available technologies (i.e., speakerphone, videoconference), will constitute a member's being present, provided that all members participating in the meeting are able to communicate with one another.

#### **D. VOTING**

For the purposes of these Bylaws, a "majority vote" shall be defined as a vote of more than half of the votes cast by members, excluding abstentions, at a regular or properly-called meeting at which a quorum is present. A "two-thirds vote" shall be defined as a vote of at least two-thirds of the votes cast by members, excluding abstentions, at a regular or properly-called meeting at which a quorum is present.

#### **E. PARLIAMENTARY RULES**

Parliamentary rules as set forth in Robert's Rules of Order (latest revised edition) shall govern the conduct of the meetings of the Board.

#### **F. ORDER OF BUSINESS**

The general order of business for regular meetings, except as modified for special purposes, will be:

1. Call to Order
2. Roll Call
3. Declaration of Quorum
4. Adoption of Agenda
5. Consideration and Approval of Minutes of Previous Meeting
6. Reports of Chancellor and Presidents

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7. Chancellor's Consent Items
8. Reports of Standing Committees
9. Reports of Special Committees
10. Report of the Chair
11. Reports of Representatives to Other Bodies
12. New Business
13. Adjournment

### G. CHANCELLOR'S CONSENT ITEMS

Resolutions and other proposed actions of a routine nature, as determined by the Chancellor, may be adopted on motion without discussion provided information regarding such items has been provided to Board members for review prior to the date of the meeting. At any time before a motion for adoption of such consent items is made, a member of the Board may request removal of the item from the Chancellor's consent items in which case the item shall be so removed and assigned by the Chair of the Board to a place on the regular agenda.

### H. ADOPTION OF AGENDA

Following the Chairman's declaration of a quorum, the proposed agenda shall be adopted by a vote of the Board. Any motion made to add an item to the agenda shall require an affirmative two-thirds vote. A member moving to add an item to the agenda shall provide a written copy of the proposed motion, as well as written explanation of the circumstances which necessitate an immediate vote or discussion, shall be provided to all members of the Board, the Chancellor, and the secretary to the Board.,.

### I. EXECUTIVE SESSION

The Board may hold an Executive Session, upon an affirmative majority vote, in accordance with applicable law. The purpose for the Executive Session shall be stated prior to the vote. Only members of the Board and other persons invited by the Board to attend all or part of the session shall be present during the Executive Session. No vote shall be taken in Executive Session.

### J. PUBLIC ACCESS TO THE BOARD

Groups and individuals who seek access to the Board in order to present their views on existing Board policy or potential Board actions must present their request in writing to the Chair of the Board or to the Chancellor of the Connecticut State University System. The Chair of the Board shall direct access, as appropriate to the circumstances, to a subcommittee of the Board or to the Chancellor.

## **SECTION 2 - OFFICERS OF THE BOARD**

- A. The officers of the Board shall be the Chair, Vice-Chair, and Secretary.
- B. The Chair shall be the person designated by the Governor pursuant to Section 4-9a of the Connecticut General Statutes.
- C. Officers, except the Chair, shall be elected by majority vote of the Board at the organizational meeting of the Board held in July of the odd-numbered years.

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- D. Terms of office shall be for two years. In the event any officer except the Chair shall be unable to complete his or her term, a new officer shall be elected to fill the unexpired term.

**SECTION 3 - ELECTION OF OFFICERS**

A. REGULAR ELECTION

At the regular June meeting in the odd-numbered years, the Chair shall appoint a Nominating Committee consisting of three members of the Board. The Nominating Committee shall mail its recommendations to each member of the Board not fewer than ten days prior to the July organizational meeting.

B. SPECIAL ELECTION

In the event any officer shall be unable to complete his or her term and an election is required, a three-member Nominating Committee shall be appointed by the Chair to nominate a successor. The recommendation of the Nominating Committee shall be mailed to each member of the Board not fewer than ten days prior to the next regular meeting of the Board, at which time the election shall be held.

**SECTION 4 - DUTIES OF THE OFFICERS**

A. CHAIR

The Chair shall preside over meetings of the Board in accordance with the general principles stated in Robert's Rules of Order, shall appoint members to committees established by the Board, and shall serve as ex-officio member of all committees except the Nominating Committee. The Chair shall have the same right to vote and to participate in discussion as any other member.

B. VICE CHAIR

In the absence of the Chair, the Vice Chair shall preside over meetings of the Board and shall perform all the duties of the Chair.

C. SECRETARY

The Secretary shall be responsible for maintaining the minutes and other records of the proceedings of the Board, which responsibility may be delegated by the Secretary to the Board's staff. The Secretary shall sign the minutes of each meeting of the Board following approval thereof by the Board. In the absence of the Secretary, any other Officer of the Board may sign the approved minutes.

D. CHAIR PRO TEM

In the absence of the Chair and Vice Chair, the Secretary shall call the meeting of the Board to order and a Chair Pro Tem shall be elected by an affirmative vote of two-thirds of the Board members present and voting to perform the duties of the Chair.

## **ARTICLE III COMMITTEES AND REPRESENTATIVES OF THE BOARD**

### ***SECTION 1 - EXECUTIVE COMMITTEE***

The Executive Committee shall consist of the Chair of the Board, officers of the Board, the Standing Committee Chairs, and, at the discretion of the Board Chair, two (2) Members-at-Large appointed by the Chair of the Board.

The Executive Committee may transact business on behalf of the Board during the interim between regular meetings of the Board, and any actions taken shall be confirmed by the full Board at its next regularly-scheduled meeting.

### ***SECTION 2 - STANDING COMMITTEES***

Standing Committees of the Board shall be the Academic Affairs Committee, Audit and Risk Management Committee, Development Committee, Finance and Administration Committee, and Student Life Committee, and such additional committees as may be authorized by the Board Chair from time to time for purposes of efficient operation.

### ***SECTION 3 - COMMITTEE MEMBERSHIP***

- A. The Chair of the Board shall appoint the Chair of each Standing Committee at the biennial organizational meeting in July.
- B. There shall be two classifications of members of the Standing Committees. The first shall be regular members appointed by the Chair of the Board at the biennial organizational meeting in July. Regular committee members shall serve until reappointed by the Board Chair at the next biennial organizational meeting or, if the member is unable to complete his or her service, until his or her successor is named by the Board Chair. The second classification of members shall be alternate members and shall include all members of the Board who are not regular members.
- C. To provide a working quorum for a committee meeting, the Chair or acting Chair of a committee may appoint any alternate member to act in the absence of a regular committee member.

### ***SECTION 4 - DELEGATION OF RESPONSIBILITY***

- A. Upon specific authorization by a majority vote of the Board, a committee may take action for the Board subject to later ratification by the Board.
- B. When the Chair of a Standing Committee is unable to be present for a committee meeting, he or she may appoint any regular member of the committee as acting Chair.

**SECTION 5 - SCHEDULE OF MEETINGS**

Regular meetings of all Standing Committees shall be conducted in accordance with a schedule approved annually by the Board. The Chair of a Standing Committee may call a special meeting of the committee as necessary to conduct the business of that committee.

**SECTION 6 - JOINT COMMITTEE MEETINGS**

A joint meeting of two or more committees may be called if agreed to by the Chairs of the respective committees. Any such meeting shall be noticed as a joint committee meeting prior to convening. Voting on business before the joint committee shall be permitted by members of all committees in attendance.

**SECTION 7 - SPECIAL COMMITTEES**

The Chair of the Board may appoint committees from time to time to address any special or extraordinary subject or issue. .

**SECTION 8 - COMMITTEE QUORUM**

Fifty percent or a majority of the members of a standing or special committee shall constitute a quorum, or for a joint committee meeting, a majority of the members of the committees involved.

**SECTION 9 - ADVISORY COMMITTEES AND COUNCILS**

- A. The Board recognizes the Student Advisory Board, as defined in the "Constitution of the Student Advisory Board" as approved by the Board of Trustees.
- B. The Board of Trustees may establish other advisory committees by majority vote and the Chair of the Board may appoint or approve individuals to serve on such committees.

**SECTION 10 - BOARD REPRESENTATIVES TO OTHER COMMITTEES, BOARDS OR OTHER ORGANIZATIONS**

The Chair of the Board of Trustees shall appoint a member or members to represent the Board on other committees, boards, or organizations, where required by statute.

**ARTICLE IV  
PRESIDENTIAL/CHANCELLOR SEARCH COMMITTEE  
UNIVERSITY ADVISORY COMMITTEE**

***SECTION 1 – APPOINTING AUTHORITY***

Connecticut General Statutes 10a-89(a) authorize the Board of Trustees to appoint the chief executive officer (President) of the universities under its jurisdiction and the Chancellor of the CSU System.

Upon a recommendation by the CSU Chancellor (for presidential appointments) and the Trustees' Search Committee, the Board of Trustees shall decide by a majority vote whether to offer the position to the candidate recommended.

***SECTION 2 – PURPOSE OF THE COMMITTEES***

A. University/Systemwide Advisory Committee

The University/Systemwide Advisory Committee assists the search process by providing input into the criteria for the selection of a new president or chancellor, reviews the resumes of those candidates under consideration for appointment, participates in the interview process for the finalists, and makes its recommendation to the Trustees' Search Committee for nominees to be considered for appointment.

B. Trustees' Search Committee

The Trustees' Search Committee makes its recommendation to the Board of Trustees for the nominee to be named president or chancellor after reviewing the resumes of candidates determined to be under serious consideration for appointment, conducting personal interviews, conducting such other due diligence review as the committee deems appropriate, and taking into consideration the recommendations of the University Advisory Committee.

***SECTION 3 – MEMBERSHIP OF THE COMMITTEES***

A. University Advisory Committee

The Chairman of the Board of Trustees shall determine the constituencies to be represented and the number of each that will serve on the committee. Representation shall include but is not limited to the following groups: teaching and administrative faculty selected in a manner prescribed by the University Senate, students selected in a manner prescribed by the Student Government Association, and alumni to be selected by the Board of Directors of the Alumni Association. The chair of the committee shall be selected by its members.

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### Systemwide Advisory Committee

When the search is for the chancellor of the CSU System, the Chairman of the Board of Trustees shall establish a Systemwide Advisory Committee, determine the size of the committee and the number of representative from each of the constituencies. The committee shall include but is not limited to teaching faculty selected by the president of the CSU American Association of University Professors, administrative faculty selected by the president of the CSU State University Organization of Administrative Faculty, students selected by the Student Advisory Board, and at-large faculty or staff members elected from each university in the CSU System, using established elections procedures. The chair of the committee shall be selected by its members.

### B. Trustees' Search Committee

The Chairman of the Board of Trustees shall determine the size of the committee, appoint members of the Board to the committee, and chair the committee. The committee should be representative of the standing committees of the Board and include at least one student trustee. In the case of a search for a university president, the student trustee(s) shall not be enrolled at that university.

## **SECTION 4 - ADMINISTRATION OF THE SEARCH**

- A. The Trustees' Search Committee shall establish and provide guidelines for the search. The search shall proceed according to the Affirmative Action Policy of the Board of Trustees and the university.
- B. The Chancellor of the CSU System is responsible for the administration of the search for a president, including the keeping of the official records of the Trustees' Search Committee. At the direction of the Trustees' Search Committee, the Chancellor may engage and supervise the services of a search firm. The Chancellor shall have, in conjunction with the search firm, the sole and exclusive responsibility for contacting candidates for consideration.

When the search is for the system chancellor, the Chairman may designate a senior staff member of the CSU System Office to be the person responsible for the administration of the search if deemed appropriate.

- C. All members of the Trustees' Search Committee and the University/Systemwide Advisory Committee shall have access to resumes and such other information as is available for those candidates determined to be under serious consideration for appointment.
- D. Complete confidentiality of all proceedings shall be maintained throughout the search. The names of all candidates under consideration and any other information and/or material related to the search process shall be held in strict confidence by all persons having access to such information. Breach of confidentiality can result in grave injustice to the candidates and serious harm to the reputation of the CSU System and the university.

**ARTICLE V  
MAINTENANCE OF BYLAWS**

***SECTION 1 - AMENDING THE BYLAWS***

The Bylaws may be amended by:

- A. The introduction of a proposed amendment at the time of a regularly scheduled meeting,  
and
- B. An affirmative vote of two-thirds of the members of the Board at the time of the next  
regularly scheduled meeting.