

**BYLAWS  
COUNCIL OF TRUSTEES  
SLIPPERY ROCK UNIVERSITY OF PENNSYLVANIA**

**ARTICLE I – NAME AND PURPOSE**

Section 1. **Name.** The name of the institution as provided by Act No. 1982-188 is Slippery Rock University of Pennsylvania of the State System of Higher Education.

Section 2. **Goals and Objectives.** As provided in Act 1982-188 and Act 50 of 2020, a copy of both which is appended to these Bylaws for reference.

**ARTICLE II – POWERS AND DUTIES**

As delineated in Act 188, Section 20-2009-A and Act 50 of 2020, the responsibilities of the Council of Trustees include the following:

To make recommendations to the chancellor for the appointment and retention of the president following input by students, faculty, staff and alumni

To make recommendations to the chancellor for the dismissal of the president.

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.

To review and provide input to the president pertaining to policies and procedures governing the use of institutional facilities and property.

To approve schools and academic programs.

To review and approve the recommendations of the president pertaining to annual operating and capital budget requirements for forwarding to the Board.

To review and approve recommendations for charges for tuition, and to approve room and board and other fees except student activity fees and fees related to the provision of contracted health services.

To review all 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.

To represent the institution at official functions of the Commonwealth.

To take such other action as may be necessary to effectuate the powers and duties herein delegated.

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.

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.

### ARTICLE III – MEMBERSHIP

Section 1. **Council of Trustees.** The Council of Trustees shall consist of eleven members who, except for student members, shall be nominated and appointed by the Governor with the advice and consent of the Senate. At least two (2) members of the eleven (11) member Council of Trustees shall be alumni of the institution. The Chancellor is an ex-officio member of the Council. The Council may appoint a non-voting faculty liaison to serve on the Council and participate in all meetings except executive sessions.

Section 2. **Term.** Ten (10) members of each Council shall serve terms of six (6) years respectively, and until their respective successors are duly appointed and qualified. One (1) member of each Council shall be a student appointed by the board under section 2006-A(a) (17). The student member shall serve a term of four (4) years or for so long as the student is a full-time student in attendance at the institution of which the student is a trustee, whichever period is shorter, and is in good academic standing. If a student is temporarily unable, for medical or valid academic reasons, to fulfill the responsibilities of office, the Council of Trustees may appoint an otherwise qualified student to serve as an alternate until the return of the student member. Vacancies occurring before the expiration of the term of any member shall be filled in like manner for the unexpired term.

Section 3. **Member Responsibility.** Council members are expected to be regular in attendance. Given that Council of Trustee meetings for the academic year are announced in advance, Council members should plan their schedules so as to attend as many meetings as possible. Shall 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 will communicate in writing to the Trustee and ask him or her to reconsider the commitment made to serve on the Council of Trustees and to give thought to resignation if he or her 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 Pennsylvania State System of Higher Education Office of the Chancellor and to the Office of the Governor.

#### **ARTICLE IV. MEETINGS**

Section 1. **Regular Meetings.** A regular meeting of the Council of Trustees shall be held not less than four times each year. Generally, the regular meetings shall be scheduled in September, December, March and June. The schedule of meetings shall be formulated each year at the annual meeting in June and advertised in accordance with the Sunshine Act.

Section 2. **Special Meetings.** Special meetings shall be called at any time by the Chairperson of the Council of Trustees. Additionally, special meetings shall be called upon the request of three (3) members of the Council. The Chairperson of the Council of Trustees shall give notice of such special meetings within three (3) calendar days of the request, giving members seven (7) days notice of the date of the meeting.

Section 3. **Annual Meetings.** The annual meeting of the Council of Trustees shall be the regular meeting held in June of each year. At this meeting, the officers of the Council of Trustees for the next year shall be elected.

Section 4. **PACT Meetings.** All Trustees are invited to attend and participate in discussion of the Pennsylvania Association of Council of Trustees business and welfare at all meetings

Section 5. **Quorum.** Six members of the Council shall constitute a quorum as referenced in Act 188 and Act 50 of 2020.

Section 6. **Voting.** Voting by proxy is prohibited. One or more members of the Council may participate in any meeting of the Council of Trustees by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, with all rights, duties, obligations and responsibilities as if such member were present in person for such meeting.

#### **ARTICLE V – OFFICERS**

Section 1. **Duties of Officers**

1. Chairperson
  - a. Shall preside at meetings of the Council and shall perform all other functions pertaining to the office of a presiding officer.
  - b. Shall appoint the Standing Committees.

- c. May appoint other committees necessary for the transaction of business as authorized by the Council of Trustees.
- b. Shall be an ex-officio member of all committees.

2. Vice Chairperson

- a. Shall upon the death, absence, resignation, disability, or disqualification of the Chairperson, perform the duties of the Chairperson until the Chairperson shall resume his/her office or his/her successor shall have been elected, as herein provided. Nothing herein limits the Council of Trustees power to dismiss a Vice Chairperson at any time.

3. Secretary

- a. Shall attend the meetings of the Council and record the substance of the proceedings in minutes which shall be submitted for approval at each subsequent regular meeting of the Council. A copy of the minutes shall be sent to the members of the Council, the Chancellor, the President, and local APSCUF, AFSCME and SCUPA.
- b. Shall have complete access to the records, securities, notes, contracts, deeds, documents, and all other valuable effects of the Council during his/her term of office. The Office of the President shall serve as the depository for these items.
- c. Shall be responsible for notifying the members of the Council of Trustees relative to the time and place of all meetings of the Council. In the case of special meetings, the purpose for which the special meeting is called shall be given in the notice, and the business transacted at such meetings shall be limited to the purpose stated in the call except if Council, by 2/3 vote, agrees to take up additional new business. A notice of regular and special meetings shall be sent to the Chancellor of the Pennsylvania State System of Higher Education and union presidents.

Section 2. **Election.** The officers of the Council shall be elected for a one-year term at the annual meeting of the Council and shall perform the duties assigned to their respective office. They shall hold office until successors are legally elected. The Governance Committee shall, at the meeting preceding the annual meeting, nominate individuals to serve as officers of the Council.

Section 3. **Term of Office.** The elected officers of the Council shall not serve more than two consecutive terms in that particular office.

## ARTICLE VI – COMMITTEES

Section 1. **Executive Committee.** This committee shall consist of the officers of the Council. The Chairperson of the Council shall be the Chairperson of the Executive Committee. The University President shall serve as ex-officio, a non-voting member of the Executive Committee. Meetings of this committee shall be called by the Chairperson as needed. Upon the request of at least two members of this committee, additional meetings may be convened.

Section 2. **Standing Committees.** The Chairperson of the Council of Trustees shall appoint at least three members and designate chairpersons for each of the following committees:

1. Academic and Student Affairs Committee

Purpose: to keep Trustees informed about academic program status and proposals for academic program approval (when appropriate).

To keep Trustees informed about all matters relating to students which are complementary to and supportive of the formal academic functions of the University.

Functions:

- a. to examine and discuss the University's academic programs and supporting policies.
- b. to review the process of periodic program evaluation and accreditation.
- c. to review plans for new academic programs and to make recommendations to the Council when appropriate.

Ex-officio, non-voting member: Provost/Vice President for Academic and Student Affairs

2. Finance and Administrative Affairs Committee

Purpose: to keep Trustees informed of financial and facilities needs/plans and prepared for consideration of budget proposals, when appropriate.

Function:

- a. to review and discuss the University's financial management system and supporting policies

- b. to discuss the University's current and proposed budget and any anticipated major expenditures and to make related recommendations to the Council as appropriate
- c. to review the facilities master plan, including examination and discussion of maintenance, renovation and capital construction needs.

Ex-officio, non-voting member: Vice President for Finance and Administrative Affairs

3. University Advancement Committee

Purpose: to enhance the Trustees' participation in University fund raising through the Slippery Rock University Foundation, Inc.

- Function:
- a. to review and discuss University/Foundation fund-raising plans and policies, and to make related recommendations
  - b. to provide input into the fund-raising goals
  - c. to join with other appropriate Council committees in analysis, development, and support of academic student affairs, fiscal and facilities planning.

Ex-officio, non-voting member: Vice President for University Advancement

5. Governance Committee

Purpose: to keep trustees informed about all matters related to the function and operations of Council and to support each of the other committees.

- Function:
- a. Nomination and election process for Council Officers
  - b. SRU Presidential formal and informal reviews
    - 1. Shall continuously assess the formal and informal reviews of the President
  - c. Bylaws Review
  - d. Shall assist with Presidential transition

At least three (3) members shall be appointed to serve on the Governance Committee.

6. Other Committees: The Chairperson of the Council of Trustees may appoint other committees necessary for the transaction of business as authorized by the Council of Trustees.

## **ARTICLE VII – AMENDMENTS, RULES OF ORDER**

Section 1. **Amendment.** These bylaws may be amended only at any meeting of the Council of Trustees by two-thirds (2/3) vote of those present, provided the proposed change shall have been submitted in writing to the members of the Council at least ten (10) days prior to the meeting.

Section 2. **Rules of Order.** Robert’s Revised Rules of Order shall be the guide for the Council in determining questions of parliamentary procedure not herein specifically provided.

## **ARTICLE VIII – THE PRESIDENT OF THE UNIVERSITY**

The University President is the University’s chief executive officer and ex-officio non-voting member of the Council and of all Council standing committees. Within the powers and constraints of Act 188 of 1982 amended, the President is charged with carrying out the Trustees’ policies and programs and administering the educational and business affairs of the University. The President shall advise the Council 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 objective counseling and advice. When acting for the Council, the President is expected to adhere faithfully to the Council’s policies.

**SRU Council of Trustees Bylaws Amended December 4, 2015**  
**SRU Council of Trustees Bylaws Amended June 8, 2018**  
**SRU Council of Trustees Bylaws, Amended December 10, 2021**

Act 188 of 1982 w/amendments (Act 50 of 2020)  
<https://www.passhe.edu/inside/legal/Documents/Act188.pdf>

(2020 Act 50) Full Version  
<https://www.legis.state.pa.us/cfdocs/legis/li/uconsCheck.cfm?yr=2020&sessInd=0&act=50>