

Amended September 1, 2011

## **BYLAWS OF THE UNIVERSITY OF SOUTHERN INDIANA BOARD OF TRUSTEES**

### **Article I**

#### **NAME AND SEAL**

Section 1. Name. The name of the Board of Trustees is fixed by Indiana statute as the University of Southern Indiana Board of Trustees.

Section 2. Name of the University. The name of the University under the control of the Board of Trustees is fixed by Indiana statute as University of Southern Indiana.

Section 3. Seal. The seal of the Board of Trustees shall be a circular disc with the words "University of Southern Indiana-Seal" around the outer edge and the words "Board of Trustees" in the center.

### **Article II**

#### **MEMBERSHIP**

Section 1. Membership of the Board of Trustees shall conform with the Indiana statute governing the membership of this Board of Trustees.

### **Article III**

#### **MEETINGS OF THE BOARD OF TRUSTEES**

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held after July 1 at a time and place as shall be fixed in the notice of such meeting, for the purpose of electing officers and transacting such other business as may be brought before the meeting. Notice of such annual meeting shall be mailed by the secretary to each member not less than five (5) days in advance of such meeting.

Section 2. Order of Business. The order of business at the annual meeting shall be as follows:

1. Roll call
2. Reading of the notice of the meeting
3. Reading of the minutes of the preceding annual meeting and action thereon
4. Reports of officers
5. Reports of special committees
6. Election of officers
7. Other business

Section 3. Delayed Annual Meeting. Upon failure to hold any annual meeting at the time previously prescribed, such meeting may be called at a later date upon request of two members of the Board of Trustees or by the Chair of said Board of Trustees.

Section 4. Regular Meetings. Regular meetings of the Board of Trustees shall be held on a date established at the preceding meeting of the Board of Trustees. The secretary shall give five (5) days notice of each regular meeting in person or by mail, telegraph or telephone.

Section 5. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Chair of the Board of Trustees or by majority of the Board of Trustees and may be held at such place, within the State of Indiana, as shall be fixed in the notice of each meeting. Notice of such special meetings shall be mailed or given personally or by telephone or telegraph by the secretary to each member not less than five (5) days in advance of such meeting.

Section 6. Quorum. At all meetings of the Board of Trustees there shall be at least a majority of all the members in order to constitute a quorum. If at any meeting of the Board of Trustees there shall be less than a quorum present, such meeting shall be adjourned from time to time until a sufficient number of members are present to constitute a quorum. In the event there is less than the total membership present at the Board of Trustees meeting, but a quorum is present, all actions of the Board of Trustees require a majority vote of the total Board of Trustees members.

Section 7. Waiver of Notice. Notice of any meeting of the Board of Trustees may be waived in writing by any member, and the presence in person of any member at any meeting shall be deemed to be a waiver of notice of such meeting by such member.

Section 8. Powers of the Board of Trustees. In addition to the powers specifically granted by statutes of the State of Indiana, the Board of Trustees has and may exercise all other implied powers reasonably required for the conduct of the affairs of the University of Southern Indiana. The Board of Trustees may from time to time, by resolution, prescribe the manner in which all contracts shall be executed. In the absence of such provision, all contracts shall be executed by the Chair or a Vice Chair, and the corporate seal shall be affixed and attested by the Secretary or Assistant Secretary.

## **Article IV**

### **OFFICERS**

Section 1. Officers of the University. The officers of the University shall be the Chair, one or more Vice Chairs, a Secretary, Assistant Secretary, and Treasurer of the Board of Trustees, the President and one or more Vice Presidents. The Chair, Vice Chair(s), Secretary, Assistant Secretary, and Treasurer shall serve for terms of one year or until successors are elected and qualified. The President and Vice Presidents shall serve such terms as may be determined by the Board of Trustees at the time of their appointment or election. The one or more Vice Presidents shall be appointed by the President with approval of the Board of Trustees.

Section 2. Election. At its annual meeting the Board of Trustees shall elect from among its membership a Chair, one or more Vice Chairs (to be designated as First Vice Chair, Second Vice Chair, and so on), and a Secretary and shall also appoint qualified persons, not members of the Board of Trustees, to serve as Assistant Secretary and as Treasurer. Each officer shall be elected for a term of one year or until his/her successor shall be elected and qualified.

Section 3. Vacancies. Whenever a vacancy occurs in an office by death, resignation, or otherwise, the same shall be filled by the Board of Trustees and the officer so elected or appointed shall hold office for the balance of the term of said office or until his successor is chosen and qualified.

Section 4. The Chair. The Chair shall preside at all meetings of the Board of Trustees, discharge all the duties which devolve upon a presiding officer, and perform such other duties as the bylaws provide or the Board of Trustees may prescribe.

Section 5. The Vice Chairs. The Vice Chairs shall perform all duties incumbent upon the Chair during the absence of or disability of the Chair or a Vice Chair by order of their designation first, the First Vice Chair, and second, the Second Vice Chair and so forth and perform any such other duties as the bylaws may require or the Board of Trustees may prescribe.

Section 6. The Secretary. The Secretary shall keep a record of the proceedings of all meetings and shall notify the members of all meetings and shall further be responsible for carrying on all correspondence as directed by the Board of Trustees. The Secretary also shall perform and discharge such other duties as the bylaws provide or the Board of Trustees may prescribe.

Section 7. The Assistant Secretary. The Assistant Secretary shall perform all duties incumbent upon the Secretary during the absence of or disability of the Secretary and perform such other duties as the bylaws may require or the Board of Trustees may prescribe.

Section 8. The Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board of Trustees in overseeing the financial resources of the University including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by the University. The Treasurer shall assure that all books and accounts are accurately kept and furthermore, shall present periodically a full and detailed financial statement to the Board. The Treasurer shall monitor the investments of the University including all funds and endowments. In addition, the Treasurer shall be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board of Trustees or required by state statute.

Section 9. The President. The President of the University shall be the Chief Executive Officer of the University and the official advisor to and executive agent of the Board of Trustees. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, and except as otherwise provided in these bylaws, shall be ex officio a member of all committees of the Board without power to vote.

## **Article V**

### **AMENDMENTS**

Section 1. The power to make, alter, amend, or repeal these bylaws is vested in the Board of Trustees.

Section 2. These bylaws may be altered, amended, or repealed at any meeting of the Board of Trustees by a majority vote of the members of the Board of Trustees, provided that the amendment was presented in writing at the previous meeting of the Board of Trustees.

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