



**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.

**Now, Therefore**, the Council of Trustees of Pennsylvania Western University, this 20th day of June 2024, 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 when the council was formed in October 2022.
7. **“President”** means the President of Pennsylvania Western University.
8. **“PACT”** means Pennsylvania Association of Councils of Trustees.
9. **“University”** or **“Institution”** means Pennsylvania Western University.

# ARTICLE I – POWERS AND DUTIES

## **Section A. Powers and Duties**

As delineated in Act 188, Section 2009-A, the responsibilities of the Council of Trustees are 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 of 1982, as amended, 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, enrolled for at least 12 credit hours. The Chancellor is an ex-officio member of the Council.

### **Section A. 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 B. Vacancies**

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

### **Section C. Member Responsibility**

Council members are expected to attend regularly and fulfill the fiduciary responsibilities of a trustee.

## **ARTICLE III – MEETINGS**

### **Section A. 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 determined prior to 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 B. 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 C. Executive Sessions**

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

### **Section D. 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 E. 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 F. 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.

## **ARTICLE IV – QUORUM**

### **Section A. Quorum**

Eight (8) members of the Council shall constitute a quorum. Attendance by a trustee virtually shall be counted as in attendance for establishing a quorum, will have full voting rights and meeting privileges.

## **ARTICLE V – MANNER OF VOTING**

## **Section A. 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 virtually, 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 participating.

# **ARTICLE VI – OFFICERS**

## **Section A. 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 B. Election of Officers**

The officers of the Council shall be elected every two years at the last 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. Those officers elected shall take office at the first meeting of the subsequent calendar year.

## **Section C. Term of Office**

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

## **Section D. 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 members of the standing committees and such other committees as may be necessary. The Chairperson shall be an ex-officio member of all committees.

## **Section E. 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 F. Secretary**

The Secretary shall ensure the actions of the Council during meetings 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 the official records of Council.



## ARTICLE VII – TRUSTEE LIAISON

The Trustee 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 VIII – COMMITTEES

### Section A. Standing Committees

The Standing Committees of the Council shall be:

1. Executive Committee
2. President's Evaluation Committee
3. Nominating Committee
4. Academic Affairs Committee
5. Finance and Administration Committee
6. Student Affairs Committee

#### **1. 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.

#### **2. President's Evaluation Committee**

This committee shall consist of at least three (3) members, but not more than six (6) members who shall be appointed by the Chairperson. The purpose of this committee is to conduct the annual presidential evaluation in accordance with Board Policy 2002-03-A.

#### **3. Nominating Committee**

This committee shall consist of at least three (3) members but not more than six (6) members who shall be appointed by the Chairperson at the spring 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.

#### **4. Academic Affairs Committee**

This committee shall consist of a two (2) co-chairpersons and minimum of two (2) members and one (1) student member appointed by the Council Chairperson. The purpose of this committee is to review and recommend to the Council actions regarding standards for admission and retention, awarding of degrees, and academic programs, policies, and organization. The committee will meet quarterly with the Vice President for Academic Affairs and Provost and Vice President for Enrollment Management.

#### **5. Finance and Administration Committee**

This committee shall consist of a two (2) co-chairpersons and a minimum of two (2) members and one (1) student member appointed by the Council Chairperson. The

purpose of this committee is to review and recommend action by the Council of Trustees of the President's recommendation pertaining to the annual operating and capital budgets and charges for room and board and other fees except student activity fees. The committee will meet quarterly with the Vice President for Finance and Administration.

#### **6. Student Affairs Committee**

The committee shall consist of a two (2) co-chairpersons and a minimum of two (2) members and one (1) student member appointed by the Council Chairperson. The purpose of this committee is to review and recommend to the Council 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.

### **Section B. Special Committees**

The Chairperson may establish special committees whose function, membership and terms of membership shall be as necessary.

## **ARTICLE IX – PACT REPRESENTATIVE**

### **Section A. Representatives**

As delineated in the Pennsylvania Association of Council of Trustees (PACT) bylaws, the Chairperson shall appoint three (3) members from the Council, one from each institution integrated to serve as members of the PACT Board.

### **Section B. Term**

A member of the PACT Board shall remain as such until the earlier of the following: he/she is no longer a trustee or the Chairperson has appointed a new representative.

### **Section C. Participation in PACT Meetings**

If a PACT Board member does not attend meetings, either in person or virtually or does not otherwise fulfill the duties of a Board member, the Council Chairperson may appoint a new representative.

### **Section D. Vacancy**

In the event of a vacancy due to the resignation or non-reappointment of a PACT Board member, the Chairperson shall appoint a replacement PACT representative.

## **ARTICLE X – HEAD OF THE INSTITUTION**

### **Section A. The President**

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

## **ARTICLE XI – BYLAWS**

### **Section A. 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 at least two weeks prior to the meeting at which the vote on the amended bylaws shall be taken.

Amended at the Council of Trustees Regular Meeting on June 20, 2024