

BYLAWS of the Board of Trustees University of Northern Colorado

1. **Principal Offices.** The principal offices of the Board of Trustees shall be in the administrative offices of the University of Northern Colorado, Greeley, Colorado.
2. **Members.** The Board shall be composed of nine members: seven (7) voting and two (2) non-voting. Members shall be selected in such manner and serve such terms as shall be provided by law.
3. **Officers.** The officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chairperson and Vice Chairperson shall be elected by a majority of the voting members present at the annual meeting of the Board and shall hold office until a successor is elected. All other officers shall be appointed by the Board at said meetings and serve for like terms. A vacancy in any office may be filled at any regular meeting of the Board or at any duly called special meeting to fill such a vacancy if included in the notice of the special meeting. The Chairperson and Vice Chairperson shall be voting members of the Board. The Board may, at its discretion, remove any officer at any time.
4. **Duties.**
 - A. **Chairperson.** The Chairperson shall be the chief executive officer of the Board and shall perform all duties customarily delegated to the chief executive officer of the governing board of a public postsecondary institution and such other duties as may from time to time be assigned to them by the Board of Trustees.
 - B. **Vice Chairperson.** The Vice Chairperson shall perform the duties and exercise the powers granted to them by the Board of Trustees from time to time. They shall perform all duties of the Chairperson in case of absence or incapacity of the latter.
 - C. **Secretary.** The Secretary shall:
 1. Keep the minutes of the meetings of the Board of Trustees.
 2. See that all notices are duly given in accordance with the provisions of

these Bylaws and as required by law.

3. See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
4. Act as official custodian of all documents, papers, and records of the University and of the Board.
5. In general, perform all duties incident to the Office of Secretary and such other duties as may, from time to time, be assigned to them by the Board or by the President of the University.

D. **Treasurer.** The Treasurer shall:

1. Have the charge and custody of, and be responsible for, all funds of the University and deposit all such funds in banks, trust companies, or other depositories as shall be selected in accordance with the provision of the Bylaws and applicable state laws.
2. At all reasonable times exhibit their records to the Board.
3. Render a statement of the condition of the finances of the University at all regular meetings of the Board of Trustees and a complete financial report annually. Further, they shall keep and report such records as proper state officials may lawfully require.
4. In general, perform all of the duties incident to the Office of Treasurer and such other duties as may, from time to time, be assigned to them by the Board or the President of the University.
5. **Bond.** The Board shall require the Treasurer to give such bond as it may from time to time deem sufficient to protect the University against loss of funds that may come into their hands as such Treasurer, conditioned for the safekeeping and disbursement thereof. Furthermore, they shall not pay out any of the funds which shall come into their hands as such Treasurer except upon the order of the Chairperson of the Board or the President of the University, in either case countersigned by the Secretary or by the Treasurer.
6. **Meetings.** Meetings of the Board shall be held on a regular schedule to be

determined by the Board. Meetings shall be held in the City of Greeley, but at the discretion of the Board, such meetings may be held at any other time and place, provided actual notice of such time and place of meeting is given each Board member and the President of the University before or at the time of the meeting.

Any meeting can be changed as to time, adjourned, continued, or cancelled by a quorum of the Board.

- A. **Notice.** Reasonable written notice of all regular and special meetings, specifying the time and place at which such meetings are to be held, shall be given to each member of the Board. Full and timely notice of all regular and special meetings will be given to the public as provided by the Colorado Open Meetings Law, C.R.S. 24-6-401 et seq., as it may be amended from time to time.
- B. **Agenda.** The Secretary of the Board shall prepare a tentative agenda for each regular meeting in consultation with the Chairperson of the Board and the President of the University. The tentative agenda shall be distributed to Board members with the notice of the meeting. The tentative agenda shall be subject to approval by the Board after the meeting is called to order.

Individuals, other than Board members, may request the Board to place an item on the agenda of any regular meeting by filing a written request to the Secretary of the Board not less than twenty-one (21) calendar days prior to the meeting date at which the matter is requested to be considered. The request shall be accompanied by a written summary of the subject matter of the proposed agenda topic describing the relevance of the topic to the University, the Board, and the individual making the request, as well as providing any supporting documentation which the individual making the request believes is pertinent to or will assist the Board in its deliberations concerning the request. The Secretary to the Board shall forward the request to the Chairperson of the Board. The Chairperson of the Board shall determine whether the item shall be placed on the tentative agenda or referred to the President for disposition. If the item is not placed on the tentative agenda, the Chairperson of the Board shall notify the Board of the disposition of the request at the next regularly scheduled Board meeting.

A copy of the tentative agenda shall be placed in a prominent location in the

room where the Board meeting is held so that it is accessible to members of the public in attendance at the meeting. It shall be accompanied by a form upon which members of the public in attendance at the meeting who desire to address any issues pending before the Board may register their name, address, affiliation, and identify the topic on which they desire to speak.

Agenda of special meetings shall be limited to items for which the meeting has been called and agenda are to be included with the call.

- C. **Public Comment.** The Chairperson of the Board shall allow time for public comment on agenda items prior to final action being taken on any such item by the Board.

It is within the discretion of the Chair to determine the amount of time to be allotted, provided individual speakers shall be limited to no more than five (5) minutes unless a majority of the voting members of the Board present at the meeting determine otherwise. Each speaker shall be required to give their name and affiliation prior to speaking to the issue. Notwithstanding the foregoing, the Chairperson shall retain the authority to control the order of the meeting and may rule public comments or actions out of order if they are redundant, immaterial, impertinent, or scandalous, or for other good cause.

- D. **Administrative Referral.** It is the policy of the Board not to take official action on any issue until it has first been presented to the President for resolution and until the President determines that sufficient time has been provided for appropriate administrative response, provided, however, the Board, without prior administrative review or response, may take action on any item which is solely within the domain of its authority and beyond the scope of authority of the President.

- E. **Executive Session.** It is the policy of the Board that all discussion of public business shall be conducted in open public meetings to the fullest extent required by law. Executive Sessions of the Board may be called in conformance with the Colorado Open Meetings Law, C.R.S. 24-6-401 et seq., as it may be amended from time to time, and any other applicable law or court order.

The Board may invite other people whose presence they deem necessary

and appropriate to an Executive Session and may excuse them at any time.

All matters discussed in Executive Session shall be held in confidence by all members of the Board and any University officer, employee, or agent who is privy thereto unless such matters are authorized to be disclosed by a majority of the voting members of the Board present at any meeting. Any such authorized disclosure shall be made only in the manner authorized by the Board.

- F. **Annual Meeting.** The regular monthly meeting in June of each year shall be the annual meeting of the Board at which time officers shall be elected. If a member of the Board serving as an officer concludes their term of gubernatorial appointment or otherwise ceases to serve as an officer or as a Trustee, an election to appoint a replacement officer to serve for the duration of the original term shall take place as set forth in Section 3.
- G. **Special Meetings.** Special meetings of the Board may be held at any place at the call of the Chairperson of the Board, or in their absence, of the Vice Chairperson or of any other voting members of the Board or of the President of the University, upon giving actual notice of the meeting to the Board members, and public notice as required by law, stating the purpose of the meeting.
- H. **Waiver of Notice.** Notice of any meeting may be waived by any Board member either by signing a waiver, by approving the minutes of the meeting, whether such approval be given before, at, or after the meeting, or by recording consent to any such waiver at any meeting.

Agenda of special meetings shall be limited to items for which the meeting has been called and agenda are to be included with the call.

- 7. **Quorum.** At all meetings of the Board, any five (5) members shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the vote of the majority of those voting members present shall govern, but in no case may binding action be taken based on the vote of less than three (3) voting members other than to table a proposed action. Less than a quorum may adjourn any meeting of the Board at which a quorum is not present.
- 8. **Committees.** The Chairperson, with the consent of the Board, shall annually

designate a Finance and Audit Committee, which shall consist of three (3) Trustees. The Audit Committee shall review audit reports performed by independent accountants, the scope of the internal auditing procedures, the system of internal accounting controls, and make recommendations to the Board.

The Board may designate such other Committees as it may determine from time to time, including for the purpose of Presidential Evaluation as set forth in Section 11. Each such Committee shall serve for such term and shall have and may exercise duties, functions, and powers as the Board may prescribe from time to time.

9. **Contracts, Instruments, etc.** Subject to the exceptions below, the President of the University is authorized to approve and execute all contracts, instruments, leases, vouchers, warrants, certificates, or other official papers, undertaken or presented in the name of the Board, the University, or any unit or agency thereof, to the extent they are authorized by the Board, or are necessary and appropriate to the normal operation of the University and within budgeted expenditures. The President may delegate in writing, so much of said authority to administrators of the University as they deem warranted, provided such delegation is limited to such of the above items as are necessary and appropriate to the normal operation of, and within budgeted expenditures for, the administrative unit of the delegate, and provided further that the delegation of authority to approve contracts, leases, or instruments shall be limited to those which are in a form approved in advance by the State Attorney General, the University, or in the form of purchase orders authorized by the Fiscal Rules of the State of Colorado. The authority of the President may provisionally be delegated, in whole or in part, to the person authorized to act on behalf of the President during their absence or incapacity.

The President is not authorized to approve and execute without express prior approval of the Board any documents that:

- A. Acquire, dispose of, or hypothecate interests in real property held by the Board of Trustees or any of its predecessors for the use or benefit of the University or any of its predecessors other than the acquisition of an interest less than fee simple for less than one fiscal year or the acquisition of residential property in an amount less than \$200,000;
- B. Involve the expenditure of \$300,000 or more for a purpose not previously

authorized by the Board in its approval of the University's annual budget;

- C. Involve the execution of any single contract with an actual or anticipated total contract value of more than \$25,000,000 for a Capital Construction project, as defined by C.R.S. 24-30-1301(2) et seq.;
- D. Involve personnel matters reserved to the Board under Section 9 of these Bylaws;
- E. Involve the settlement of lawsuits or other civil claims pending against the Board, the University, or any officers, employees, or agents of the Board in their official capacities requiring an expenditure of more than \$200,000. The President shall report all such settlements to the Board.
- F. Commit to expenditures or other financial obligations beyond one fiscal year.

Correspondence and other documents requiring execution by the Board shall be answered by the Chairperson or the Secretary.

10. **Personnel.** The President is authorized to exercise any or all of the authority of the Board over personnel exempt from the state classified system as they deem necessary and appropriate to the operation of the University and as provided in the Board Policy Manual, provided that:

- A. The termination of tenured faculty shall not be final until approved by the Board;
- B. The grant of promotion or tenure to faculty or other eligible exempt employees shall not be final until approved by the Board;
- C. The establishment of compensation policy and the allocation of University funds to employee categories for compensation purposes shall not be final until approved by the Board;
- D. The hiring(s) of exempt employees shall be reported to the Board at its next regularly scheduled meeting;
- E. No exempt employee may be hired for longer than one fiscal year without Board approval as required by C.R.S. 24-19-104(1.5) et seq., as it may be

amended from time to time;

F. The hiring or non-renewal of individuals in positions reporting directly to the President shall be reported to the Board at its next regularly scheduled meeting.

11. **Presidential Evaluation.** The Board shall annually solicit information from the University President for the purpose of reviewing the President's performance and compensation. The Board will develop a process for such review, in consultation with the President. The Board Chair, with the consent of the Board, may annually designate voting Trustees who will discuss, and may propose changes to, this review process, in consultation with the President, for discussion and approval by the Board. Such review may, at the discretion of the Board, include a comprehensive review facilitated by an external consultant hired by the Board for that purpose. The Board will meet annually with the President in Executive Session at the final regular Board meeting of the fiscal year, to review the President's performance and compensation, as well as to discuss and provide input about the President's goals for the succeeding academic year(s). The Board shall also provide written feedback to the President. Any changes to the President's compensation (other than that provided to all administrative exempt employees) shall be approved by the Board in an open public meeting.

12. **Conflict of Interest.** A Trustee shall disclose to the Board and to the Colorado Secretary of State all potential conflicts of interest as set forth in C.R.S. 24-18-101 et seq., and 24-18-201 et seq.

Upon such disclosure, and if a majority of the then present disinterested Trustees at the meeting determine that a conflict of interest exists and is material to the particular matter being considered, all Board proceedings regarding such matters shall be governed by the following procedures which shall be noted in the Board minutes:

A. The interested Trustee shall further disclose any significant facts within their knowledge which indicate that the matter might adversely affect the University; then briefly state their position on a particular matter and answer pertinent questions; and shall refrain from exerting in any manner, their personal influence over the decision of such matter; and

- B. Thereafter, if requested by the Chairperson, the interested Trustee shall be absent from all discussions, recommendations, determinations, and decisions concerning the particular matter; and
- C. The Board or committee shall take no action on the matter unless and until a quorum of disinterested Trustees is present; and
- D. The interested Trustee shall not vote on the particular matter.

The interested Trustee may voluntarily recuse themselves from Board deliberations or actions if the Trustee believes that a duality or conflict of interest exists with respect to any such deliberations or actions. Any such voluntary recusal shall not release the Trustee from making full disclosure upon request of the Board as set forth above.

- 13. **Fiscal Year.** The fiscal year of the Board shall correspond with the fiscal year of the University and shall begin with the first day of July each year.
- 14. **Amendments.** These Bylaws may be amended, altered, or repealed and new Bylaws made, by a vote of the majority of the voting members of the Board present at any regular or special meeting, provided that written notice of the intention to consider revision of the Bylaws is given to each member of the Board not less than seven (7) days prior to the meeting at which the action is to be taken.
- 15. **Repeal.** All previous Bylaws and parts of Bylaws in conflict herewith are hereby repealed.