

Council of Trustees
Indiana University of Pennsylvania
Pennsylvania's State System of Higher Education
Bylaws
Preamble

Whereas, the Council of Trustees of Indiana University of Pennsylvania is a body of the State System of Higher Education of the Commonwealth of Pennsylvania (hereinafter "Council of Trustees"); and

Whereas, the Council of Trustees is desirous of revising its Bylaws to regulate its governance for the purpose of expediting the faithful discharge of its statutorily conferred duties; and,

Whereas, Act 188 of 1982, § 20-2009-A, as amended, authorizes the Council of Trustees to take such action as may be necessary to effectuate the powers and duties delegated therein;

Now therefore, the Council of Trustees does hereby enact and establish the following Bylaws as of the date of approval noted below and rescinds all previously enacted Bylaws.

**APPROVED AND REVISED BY THE INDIANA UNIVERSITY OF
PENNSYLVANIA COUNCIL OF TRUSTEES:**

- **September 16, 2006**
- **March 22, 2012**
- **May 11, 2017**
- **September 9, 2021**

Council of Trustees
Indiana University of Pennsylvania
Pennsylvania's State System of Higher Education
Bylaws

Table of Contents

ARTICLE I – DEFINITIONS

ARTICLE II – POWERS AND DUTIES

Section I. Powers and Duties

ARTICLE III – MEMBERSHIP

Section I. Council

Section II. Term

Section III. Member Responsibility

ARTICLE IV – MEETINGS

Section I. Regular Meetings

Section II. Special Meetings

Section III. Notice of Meetings

Section IV. Time and Place of Meetings

Section V. Quorum

Section VI. Minutes

Section VII. Organization of Meetings

Section VIII. Order of Business

Section IX. General Guidelines for Public Comments

Section X. Parliamentary Procedure

Section XI. Business Conducted at Meetings

Section XII. Remote Participation

ARTICLE V – COUNCIL OF TRUSTEES

Section I. Powers of the Council

Section II. Officers of the Council

Section III. Qualifications, Nominations, Elections, Term of Office

Section IV. Chair

Council of Trustees
Indiana University of Pennsylvania
Pennsylvania's State System of Higher Education
Bylaws
Table of Contents [continued]

- Section V. Vice Chair
- Section VI. Secretary
- Section VII. Treasurer
- Section VIII. Removal of Council Officers

ARTICLE VI – COMMITTEES

- Section I. Standing Committees
- Section II. Committee of the Whole
- Section III. Membership
- Section IV. Quorum
- Section V. Rules
- Section VI. Temporary Committees

ARTICLE VII – CHIEF EXECUTIVE OFFICER OF INSTITUTION

- Section I. Appointment

ARTICLE VIII – ORGANIZATION OF THE COUNCIL

ARTICLE IX – UNIVERSITY SENATE

ARTICLE X – RULES AND REGULATIONS

- Section I. Minutes
- Section II. Executive Sessions
- Section III. Amendment of Bylaws.
- Section IV. Self-Assessment

ARTICLE XI – CONSTRUCTION AND SEVERABILITY

ARTICLE I – DEFINITIONS

Definitions, as used in these Bylaws include:

1. “Council of Trustees” or “Council” means the Indiana University of Pennsylvania Council of Trustees.
2. “University” means Indiana University of Pennsylvania.
3. “Chair” means Chair of the Indiana University of Pennsylvania Council of Trustees.
4. “Board” means Board of Governors of the Pennsylvania State System of Higher Education.
5. “President” means President of Indiana University of Pennsylvania.
6. “Chancellor” means the chief executive officer of the Pennsylvania State System of Higher Education.

ARTICLE II – POWER AND DUTIES

Section I. Powers and Duties:

- A. In accordance with policies, procedures and standards adopted by the Board, the Council of Trustees shall have the power and its duty shall be:
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 review standards for the admission, discipline, and expulsion of students.
 4. 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.
 5. To review and provide input to the president pertaining to policies and procedures governing the use of institutional facilities and property.
 6. To approve schools and academic programs.

7. To review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Board.
 8. 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.
 9. 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.
 10. To represent the institution at official functions of the Commonwealth.
 11. To take such other action as may be necessary to effectuate the powers and duties herein delegated.
 12. In accordance with the evaluation procedure established by the Board, to conduct an evaluation of the President and forward the results of that evaluation with recommendation to the Chancellor for submission to the Board.
 13. 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 of Trustees by resolution dissolves such authority.
- B. The Council shall follow all directives issued by the Board in fulfillment of its statutory obligations.

ARTICLE III – MEMBERSHIP

Section I. Council: The Council shall consist of eleven (11) 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 shall be alumni of the institution. The student member shall be appointed by the State System Board of Governors. The Chancellor and the President shall serve as ex-officio members of the Council.

Section II. 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 and is in good academic standing at the institution of which the student is a trustee, whichever is shorter. If a student member 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 III. Member Responsibility: Council members are expected to regularly attend or otherwise participate in all Council meetings. Given that Council meetings for the academic year are announced in advance, Council members should plan their schedules so as to be in attendance at as many meetings possible. If a Trustee fails to attend three meetings in succession without presenting a reasonable excuse to the Chair of the Council, the Chair will communicate in writing to the Trustee and ask him or her to reconsider the commitment made to serve on the Council and to give thought to resignation if his or her circumstances are such that active involvement in the work of the Council 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 I. Regular Meetings: The Council shall meet at least quarterly, and additionally at the call of the Chair or the President, or upon request of three (3) of its members. The regularly scheduled meeting for May shall be considered the Annual Meeting. Public notice of the schedule of regular meetings shall be given once for each academic fiscal year in accordance with the Sunshine Act. At the time of adjournment of each meeting, the Council shall provide the date for the holding of the next regular meeting, but failure to do so shall not invalidate any subsequent action.

Section II. Special Meetings: Special meetings of the Council may be called by or at the written request of the Chair, the President, or upon written request of three members of the Council. A call for a special meeting shall specify the time and agenda, and no business other than that specified in the call shall be considered at any such meeting. The person(s) calling the special meeting shall give written notice at least seven days prior to the meeting. Any Council member may waive notice of such meeting. The attendance of a Council member at any such meeting shall constitute a waiver of notice of such meeting, except where said member attends the meeting for the express purpose of objection to the transaction of any business because the meeting is not properly called or convened. Public notice in accordance with the Sunshine Act shall be given at least twenty-four hours prior to the time of the meeting.

Section III. Notice of Meetings: All meetings of the Council, whether regular or special, shall be preceded by the following notice in addition to all statutory obligations contained within the Sunshine Act:

1. The Secretary of the Council shall provide a written notice of each regular meeting. This notice may be made through email to each Council member's recognized email address no later than seven (7) days prior to the meeting or sent via United States mail to each member of the Council and postmarked no later than seven (7) days prior to the meeting.
2. Notice of regular meetings will include the time and place of the meeting, the agenda and all written material pertaining to agenda items.
3. The Secretary of the Council annually shall notify the student newspaper of the schedule of regular meetings and shall have notices of regular meetings posted on appropriate campus bulletin boards.
4. In the case of special meetings, notice of the meeting specifying the reason for the meeting and an agenda may be delivered orally or in writing. If notice is given in writing, it shall be delivered or postmarked no less than seven (7) days prior to the meeting. If notice is given orally, it shall be given no less than three (3) days prior to the meeting. The call for the meeting, whether written or oral, shall state the business of the meeting, the agenda, and shall state the date, time and place of the meeting.

Section IV. Time and Place of Meetings: Meetings of the Council shall be held at a prescribed time at a place agreed upon by the Chair and the President in the publicly advertised annual list of regular meetings.

Section V. Quorum: Six members shall constitute a quorum for the transaction of business at any meeting of the Council. A majority vote of those present shall be required for any official action of the Council, except as otherwise required by law or by these Bylaws.

Section VI. Minutes: Minutes of each meeting shall be kept and sent to each member of the Council following each meeting of the Council. The minutes of any meeting shall be reviewed, amended if necessary, and approved at the next Council meeting. The minutes of any meeting shall include the date, time and place of the meeting, the names of members present, the substance of all official action, a record by individual member of the roll call votes taken and the names of all citizens who appeared officially and the subject of their testimony.

Section VII. Organization of Meetings: At each meeting of the Council, the Chair, or in his/her absence the Vice Chair, or in the absence of both, a Chair chosen by a majority of the Council present, shall preside. The Secretary, or in his/her

absence, any person appointed by the Chair, shall keep minutes, and otherwise perform the duties of the Secretary.

Section VIII. Order of Business: The order of business at all regular meetings of the Council shall be as follows, unless suspended or modified by majority vote of the Council.

1. Roll call
2. Reading and disposition of minutes. If a printed or typed copy has been given to each member prior to the meeting, such reading may be dispensed with.
3. Report of the President
4. Public Comment
5. Reports of Committees
6. Other business
7. Adjournment

The Board reserves the right to conduct an Executive Session for the purposes in accordance with the Sunshine Act.

Section IX. General Guidelines for Public Comment: Public comment will be permitted at the meetings of the Council. This portion of the agenda shall serve to give any member of the audience an opportunity to speak to any item on the agenda, to express an opinion or to comment on any other matter that relates to the University. It shall not be a question and answer period. Those persons wishing to speak shall raise their hand and the Chair will call upon as many people as possible and when called upon to speak, that person shall please stand, state his/her name and proceed with his/her comments.

Section X. Parliamentary Procedure: On questions of parliamentary procedure not covered in these Bylaws, the most current edition of Robert's Rules of Order shall prevail.

Section XI. Business Conducted at Meetings: The annual budget and such other matters as may be determined by the Chair shall be presented to the appropriate committee of the Council prior to the meetings at which the matter is to be considered by the Council.

Section XII. Remote Participation: Council members may participate in Council meetings by remote means, including video or teleconference or other electronic means in which all persons participating in the meeting can hear each other. All members participating by remote means shall possess all rights, duties,

obligations, and responsibilities as if such member were present in person for such meeting. If a member is participating remotely, without being able to be seen by other members, they shall identify themselves prior to speaking. In the instance of non-unanimous votes, a roll call vote will be required.

ARTICLE V – COUNCIL OF TRUSTEES

Section I. Powers of the Council: The Council shall have the power, not inconsistent with law or these Bylaws, to do all things necessary to effectuate its powers and duties as provided by law.

Section II. Officers of the Council: The officers of the Council shall be a Chair, Vice Chair, Secretary, and Treasurer. The Council may appoint such other officers to have the authority and perform the duties prescribed by the Council.

Section III. Qualifications, Nominations, Elections, Term of Office: The Chair, Vice Chair, Secretary, and Treasurer must be members of the Council. A Nominating Committee shall be appointed each February/March by the Chair to report a slate of candidates at the May meeting. The Nominating Committee will solicit the full membership for nominations, and the slate will be prepared. Upon presentation of the slate of officers, any additional nominations will be entertained from the floor and a vote will follow. The officers of the Council shall be elected at the May meeting for a one (1) year term and until their successors are legally elected and shall take office immediately.

Section IV. Chair: The Chair shall preside at all meetings of the Council and perform generally all duties incident to the office of the Chair, and such other duties as may be assigned by the Council. The Chair shall appoint the members of all committees. Unless specifically provided to the contrary by the Council, the Chair may assign any of his/her duties to another member of the Council.

Section V. Vice Chair: At the request of or in the absence of the Chair, the Vice Chair shall perform all the duties of the Chair and, while so acting shall have all the powers and authority of and be subject to all the restrictions upon the Chair.

Section VI. Secretary: The Secretary shall be the custodian of and responsible for the official books and records of the Council and shall keep minutes of all meetings and proceedings of the Council. He/she shall perform such other duties as from time to time may be assigned by the Council or by the Chair.

The Council may appoint a person to act as recording secretary, who does not need to be a member of the Council to assist in the taking of minutes and disseminating information on behalf of the Council.

Section VII. Treasurer: The Treasurer of the Council should be an individual with a strong financial background. The Treasurer shall advise the Council with

respect to the financial statements and other financial matters of the University and be a member of the Administration/Finance and Audit Committees.

Section VIII. Removal of Council Officers: Any officer of the Council may be removed as such officer at any meeting by resolution adopted by eight members of the Council. A vote for removal of an officer must be at a regular or special meeting of the Council preceded by the mailing of notice to each Council member and to such officer ten days prior to such meeting which notice shall set out the proposed action.

ARTICLE VI – COMMITTEES

Section I. Standing Committees: The Chair shall appoint annually members of the Council, and in the case of the Institutional Advancement Committee any other appropriate individuals, to each of the following standing committees, whose duties and responsibilities shall be as indicated:

- (a) Academic Affairs Committee: This committee shall review and advise the Council on general academic matters including new programs, University Senate recommendations on curriculum and academic policies, admissions standards, honorary degrees, research policies and institutional research programs. The Academic Vice President and Provost shall be the Executive Secretary of this committee.
- (b) Student Affairs Committee: This committee shall review and advise the Council on student affairs matters including the availability and quality of student services, policies and programs for residence life, Student Cooperative Association, student activities, counseling, health services, and educational support services. The Vice President for Student Affairs shall be Executive Secretary of this committee.
- (c) Administration and Finance Committee: This committee shall review and advise the Council on personnel policies, instructional and non-instructional appointments, purchases, physical plant inspection, physical planning of the campus, general financial matters including the University annual operating budget, expenditures, income, investments, capital budget requirements, external and internal audits, computer operations and in conjunction with the Student Affairs Committee, review and advise the Council on changes for room, board and any other student-related service fees. The Vice President for Administration and Finance shall be the Executive Secretary of this Committee.
- (d) University Advancement Committee: This committee shall review and advise the Council on university advancement policies including alumni relations, annual and planned giving, capital campaigns, major donor campaigns and related fund-raising activities. At least two members of the

Foundation for IUP Board shall be appointed to the committee as ex-officio, non-voting members by the Chair upon the recommendation of the President of the Foundation for IUP Board. One member of the Alumni Association Board shall be appointed to the committee as an ex-officio non-voting member by the Chair upon the recommendation of the President of the Alumni Association Board. The Vice President for University Advancement shall be the Executive Secretary of this committee.

- (e) Enrollment Management Committee: This committee shall review and advise the Council on enrollment management and communications policies including financial aid, admissions activities, career development, media development, publications, media relations and marketing. The Enrollment Management & Communications Vice President shall be the Executive Secretary of this committee.
- (f) Audit Committee: An audit committee should review and understand the financial statements, consider and make recommendations to the President regarding the adequacy of internal controls, advise the board that any significant noncompliance with regulatory matters has been brought to their attention, and advise with respect to adherence to the institution's conflict of interest policy.

The Sunshine Act shall apply to all committee meetings.

Section II. Committee of the Whole: The Council may convene as a Committee of the Whole in lieu of some or all of the above standing committees or to discuss specific university-wide issues and initiatives.

Section III. Membership: At least five (5) Trustees will be appointed to serve on each standing committee. As delineated in Act 188, Section 2005 – A (10), the Chancellor of the State System of Higher Education shall serve as an ex-officio member to the Council. During the summer months, the Chair will solicit volunteers to serve on the standing committees. Should an insufficient number of members volunteer; the Chair will appoint members to fill the committees. The Committee Chair will be selected by the Council Chair at the September meeting to serve until the following fiscal or academic year.

Section IV. Quorum: The act of a majority of the members of a committee present at a committee meeting shall be the act of the committee.

Section V. Rules: Each committee may adopt rules for its own government not inconsistent with applicable laws, policies of the Board, these Bylaws or with rules adopted by the Council.

Section VI. Temporary Committees: The Council may establish temporary ad hoc committees as may be deemed necessary.

ARTICLE VII – CHIEF EXECUTIVE OFFICER OF INSTITUTION

Section I. Appointment: Upon notice of the vacancy or anticipated vacancy of the President's Office, the Council shall establish a committee to conduct a search for a President in accordance with the guidelines and policies established by the Board.

ARTICLE VIII – ORGANIZATION OF THE COUNCIL

Rules and regulations for the exercise of its powers may be promulgated, amended and repealed by the Council either upon its own initiative or upon the recommendation of the President and acceptance by the Council.

ARTICLE IX – UNIVERSITY SENATE

There is established a University Senate composed of faculty, students and administrators, and governed by a Constitution subject to approval by the Council upon recommendation of the President. The University Senate shall, to the extent not inconsistent with any applicable collective bargaining agreement, recommend the establishment, alteration, and abolition of academic programs and courses and shall have such other responsibilities as may be delegated by the Council. The University Senate is advisory and recommendatory to the President, who may submit to the Trustees when appropriate those Senate actions which the President endorses, and which require Trustee action.

ARTICLE X – RULES AND REGULATIONS

Section I. Minutes: A copy of the minutes of each meeting shall be posted on the University's website and sent to the Chancellor, chairperson of the Board of Governors.

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

Section III. Amendment of Bylaws: These Bylaws may be changed by the affirmative vote of six Council members provided, however, that all members of the Council have received a copy of the proposed changes prior to the next regular meeting at which the vote on the changed Bylaws shall be taken.

Section IV. Self-Assessment: The Council shall conduct an annual assessment of Council function and effectiveness. Each year the members of the Council shall complete an internal self-assessment survey or participate in an assessment facilitated by an independent party. Assessment shall be facilitated by an independent party no less frequency than once every five years.

ARTICLE XI – CONSTRUCTION AND SEVERABILITY

These Bylaws shall be construed and implemented in accordance with law, to the extent that any provision or provisions of these Bylaws is rendered unlawful, such provision or provisions shall be null and void, but shall not affect the validity of the remaining provisions of these Bylaws.

DRAFT