

**BY-LAWS OF THE BOARD OF GOVERNORS OF
SOUTHEAST MISSOURI STATE UNIVERSITY**

Southeast Missouri State University Board of Governors is vested by law (Chapter 172 pursuant to Section 174.457 of the Revised Statutes of Missouri) with all powers and authority to effectively govern and set policy for Southeast Missouri State University in accordance with the laws of the State of Missouri and with the Regulations and Rules of the Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, Southeast Missouri State University Board of Governors hereby adopts these By-Laws.

ARTICLE I

THE BOARD

Section 1.1- **Name.** The Board of Governors is a public body corporate called "The Southeast Missouri State University Board of Governors," with all the powers of a body corporate under the laws of the State of Missouri. The Board of Governors shall be referred to hereinafter as the "Board".

Section 1.2 - **Composition.** The Board is composed of seven voting Governors and that not more than three (3) of said board, excluding the State Commissioner of Education, shall be of the same political party plus one non-voting student representative all of whom are appointed by the Governor of the State of Missouri. The appointed members shall be confirmed by the Senate of the State of Missouri. Appointment of the seven voting

members members shall be in accordance with the dictates of § 174.453, RSMo.

The appointment of the Student Representative shall be in accordance with § 174.055, RSMo. The Student Representative shall be permitted to attend closed meetings of the Board, unless excluded in accord with Missouri law. The student shall be enrolled full-time at the University, be a citizen of the United States and a resident of the state of Missouri. The student shall be selected from a panel of three names submitted through the University President to the Governor by the University's president of the Student Government after consultation with the University President. For the purposes of this section, the term "full-time" shall be consistent with the University's definition of full-time status.

Section 1.3 - **Powers and Duties of the Board.** The board shall serve as the governing body of Southeast Missouri State University. It shall select the President of Southeast Missouri State University to serve at the pleasure of the Board and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and regulations. The Board may adopt regulations, rules and policies consistent with the University mission, with law, the regulations and rules of the Coordinating Board for Higher Education of the State of Missouri, in order to effectively fulfill its obligation under the law.

The powers granted under Chapter 172 pursuant to Section 174.457, RSMo., shall include, but are not limited to, the power to the following:

1. sue and be sued;

2. complain and defend in all courts;
3. make and use common seal, and to alter the same at pleasure;
4. take, purchase and to sell, convey and otherwise dispose of land and chattels; and
5. condemn and appropriate real estate or other property, or any interest therein, for any public purpose within the scope of its organization, in the same manner and with like effect as is provided in Chapter 523, RSMo, relating to the appropriation and valuation of lands taken for telegraph, telephone, gravel and plank or railroad purposes.

Other powers shall include, but shall not be limited to, the following:

- I. Determine and periodically review and adopt the purposes and the mission of the University.
2. Adopt By-Laws, rules, and regulations for the governance of its members, officers, agents, and employees and require adherence to such rules.
3. Establish, review and approve new academic programs or changes to existing ones.
4. Appoint the President of the Board and any other officers of the Board in accordance with these By-Laws and applicable law.
5. Authorize the granting of diplomas and conferring of degrees based

upon the recommendation of the President of the University.

6. Approve the annual budget and tuition and fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant. The budget shall not be modified except with approval of four (4) voting members of the Board.
7. Authorize the construction of new buildings and major renovations of existing buildings.
8. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
9. Contribute to the University's fund-raising goals and participate actively in strategies to secure sources of support.
10. In the event of vacancy in the position of the President of the University, appoint a special Presidential search committee to submit nominations for candidates to the office in accordance with procedures determined by the Board. If a vacancy occurs, the Board may select an interim President of the University until a new President is selected.
11. Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President of the University and other responsible parties, as the Board shall determine.
12. Periodically assess its own performance, in order to set an example for the University community and to seek ways to strengthen its effectiveness as a

corporate body.

13. Approve the Institutional Strategic Plan.
14. Exercise such other authority as from time to time may be conferred upon the Board in accordance and compliance with the applicable laws and regulations of the State of Missouri.
15. Upon conclusion of term of office or earlier resignation of Board members in good standing, the Board of Governors may confer the title of Regent Emeritus.
16. To approve the grant of tenure based on the recommendation of the University President.

ARTICLE II

THE GOVERNORS

Section 2.1 - **Term of Office.** The seven voting Governors shall serve for staggered six year regular terms as provided by law and shall remain in office until their successor is appointed by the Governor of the State of Missouri. The Student Representative appointed will serve consistent with Section 174.055 RSMo. Reappointments and extensions of the six year terms are at the discretion of the Governor.

Section 2.2 - **Vacancies.** Vacancies shall be filled by the appointment by the Governor of the State of Missouri as appropriate under the law, subject to confirmation of the Senate of the State of Missouri.

Section 2.3 - **Compensation.** Governors shall receive no compensation, but may be

reimbursed upon request for travel and per diem expenses provided by Missouri law.

Section 2.4 - **Governor Communication & Information.**

- a. Individual Board members have no legal standing or authority to act on behalf of the Board or the University. Only the full Board as a governing body is vested with such authority. The Board President shall not take a position on state or federal legislation without prior consultation of the full Board, and such authorization may be subject to limitations established by the Board.
- b. All requests for information on all issues coming from the Board or from an individual Board member should be made through the Board President, Secretary of the Board or through the University President.
- c. Should any member of the Board of Governors request access to information maintained by the University, such member shall be entitled to the information requested, except information or records that are protected by confidentiality by federal or state law or that information specifically excluded by a majority vote of all of the members of the Board of Governors. Such request shall be directed to the University President or the Secretary of the Board of Governors.

ARTICLE III

OFFICES OF THE BOARD

Section 3.1 - **Offices.** The officers of the Board shall be the Board President, Board Vice President, Secretary and Treasurer. The Board President, and Board Vice President

shall be Governors and the Secretary and Treasurer of the Board may be recommended by the University President and approved by the Board of Governors. The Treasurer shall not be a Board member.

Section 3.2 - **Selection.** The Board shall select its Board President and Board Vice President from the appointed members every two years at the December annual meeting. In the event of a vacancy in either the office of the Board President or Board Vice President, a special meeting will be called as soon as practical to hold an election to fill the vacant position(s). At the election of the Board President and Board Vice President at the annual meeting, the voting for the Board President and Board Vice President shall be by secret ballot to be tabulated and confirmed by the Secretary of the Board, unless otherwise agreed by the Board. In case of a tie, a run-off election will be held immediately between the tied candidates. In the case of an on-going tie, the Board President will make the final decision of the winning candidate and make the announcement to the Board.

Anyone on the Board may nominate himself or herself for either office, subject to a valid second of the nomination. Except as otherwise provided in these By-Laws, the incumbents of the Board President and Board Vice President shall each serve for two years beginning January 1st immediately following the election at the December annual meeting.

Section 3.3 - **Term of Office.** Each office of the Board President and Board Vice President will be for a term of two years commencing on January 1st of the succeeding year and ending on December 31st, two years after the election. Each officer may serve

two consecutive terms for a total of four years maximum during one appointment period. Vacancies during a term of office shall be handled as set forth hereinafter.

Section 3.4 - **Vacancy During Term.** In the event a vacancy in the position of Board President or Board Vice President prior to the expiration of the two year term of the incumbent, the vacancy shall be filled as provided in this section.

The Board Vice President then serving, if any, shall succeed to the position of Board President upon a vacancy in that position, and shall serve for the remainder of the unexpired term. If there is no Board Vice President then serving, the Board shall select a successor to serve as Board President at either the next regularly scheduled meeting or a meeting called for that purpose.

If the Board Vice President position becomes permanently vacant, the Board will conduct a vote at either the next regularly scheduled meeting or a meeting called for that purpose to fill the unexpired officer term.

Section 3.5 - **Board President.** The duties of the Board President shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board and otherwise serving as spokesperson for the Board. The Board President shall perform such duties in consultation with the University's President.

The Board President serves as the Board's official spokesperson for media inquiries regarding Board matters. However, the Board President may delegate this responsibility to another Board member, or to the University President when deemed appropriate. The University President and Board Secretary should be advised of media inquiries received

by the Board. The Board President and University President will work jointly to approve press releases pertaining to Board business matters. However, the full Board will be informed of these releases. In the event of emergency matters, the President of the Board shall have the power to sign contracts on behalf of the University, subject to ratification by the Board.

Section 3.6 – **Board Vice President.** The duty of the Board Vice President is to act as Board President during the temporary absence, incapacity or disability of the Board President (not meeting the definition of a vacancy) and succeed the Board President in the event of a vacancy during the unexpired term of the Board President. The Board Vice President may or may not be elected to succeed the incumbent at the expiration of the incumbent's full two-year term as Board President.

Section 3.7 – **University President.** The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration and management leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy making and fiduciary functions, and serving as the University's key spokesperson. The University President shall cause to have a board agenda with supporting documentation prepared at least seven (7) calendar days prior to a scheduled meeting and distributed to the various Board Members. Any Board Member may, prior to the meeting discuss any item on the

agenda or request other matters to be added for discussion consistent with these By-Laws. The University President shall have the authority to execute all documents on behalf of the University and the Board consistent with the law, Board policies and the best interests of the University.

Without limiting the generality of the aforesaid authority, the Board delegates the following specific authority to the University President:

- a. To exercise a general superintendence and control, subject to approval of the Board, over all the affairs of the University, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibility, and such other matters as the Board shall from time to time direct;
- b. Consistent with the express and implied authority arising from his/her responsibility to exercise general superintendence over all the affairs of the University, but subject to any limitations otherwise established by specific policies or action of the Board, the University President is authorized to sign all contracts, construction contracts, purchase orders, matters related to real estate, agreements, applications, reports or other legal documents on behalf of the University, whether with individuals, for-profit or non-profit entities, governmental agencies or departments at the federal, state or local level, or intentional organizations or entities;
- c. To select for employment all administrators, faculty, teachers, non-academic

employees, temporary employees and graduate, resident, and other student assistantships and employment;

- d. Approve the employment of all University leaders, defined for this purpose as the members of the President's leadership team and academic deans.
- e. To make all academic appointments, reappointments, rank, promotions, terminations and discipline of all employees subject to the grievance and appeal procedures of the University; to change salaries and assignments of faculty and staff and to accept resignations of employees;
- f. To recommend to the Board all grants of tenure;
- g. To ensure compliance with the standards of regional accreditation;
- h. Exercise oversight of the University's intercollegiate athletic program to ensure compliance with NCAA and conference rules;
- i. To insure the appropriate supervision, direction and organization of all employees of the University;
- j. To be the primary liaison between the University; the Coordinating Board for Higher Education; the Missouri Department of Higher Education; local, state and federal agencies; the General Assembly; and the Governor of the State of Missouri, concerning the affairs of the University;
- k. To prepare and present to the Board for its approval, an annual budget for the operations of the University;
- l. To maintain expenditures of the University in balance with available revenues or should such occasion arise to recommend the declaration of a

financial exigency, and suspension or elimination of programs, or a reduction in force designed to meet such exigency;

- m. To attend all meetings of the Board, so far as his/her duties will permit, but may be excused by the Board if necessary;
- n. To report, at each regular meeting of the Board, upon the progress, condition and needs of the University, and recommend such measures as in his/her judgment will promote the University's interests;
- o. To formulate, establish, and enforce student admission standards;
- p. To approve Business Procedures of the University. Business procedures provide interpretation and implementation of University Business Policies, which have been approved by the Board;
- q. To be the primary spokesperson for the University at public affairs, and media contacts;
- r. To confer all degrees authorized by the Board of Governors and recommend to the Board the conferring of honorary degrees;
- s. To delegate, in whole or in part, his/her administrative authority granted under the By-Laws, or Business Policies and Procedures, to such other officers, faculty, and employees of the University as he/she may designate, either by general or specific delegation, with the right to revoke such delegation at any time;
- t. To administer the affairs of the University in accordance with applicable federal, state, and local laws and regulations;
- u. To perform all other acts not herein enumerated which are necessary and

reasonable appertaining the administrative functions of the University
President.

Section 3.8 – **Secretary.** The Secretary of the Board, nominated by the President of the University and confirmed by a majority of the members of the Board of Governors, shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the President, recording and maintaining the minutes of any Board or committee meeting, including a record of all votes cast, in accordance with Chapter 610 of the Missouri Revised Statutes, executing or attesting to all documents that have been executed by the Board. The President of the University may nominate an Assistant Secretary to perform the duties of Secretary as necessary. The Assistant Secretary shall be confirmed by a majority of the members of the Board of Governors.

Section 3.9 - **Treasurer.** The Treasurer of the Board, nominated by the President of the University and confirmed by a majority of the members of the Board of Governors, shall maintain the custody of and be responsible for all monies and securities of the university; shall keep a full and accurate accounting thereof showing the financial transactions of the university including its accounts, liabilities, financial conditions, and report of investments; and shall see that expenditures are duly authorized and documented by receipts and vouchers. The treasurer shall deposit all monies received in the name of the university in the depository authorized by the Board of Governors.

Section 3.10 - **University General Counsel.** The University's General Counsel

shall be appointed by the Board to serve at the Board's direction.

ARTICLE IV

COMMITTEES

Section 4.1 - **Committees.** The Board shall establish standing and ad hoc committees, as it deems appropriate to discharge its responsibilities. The President of the Board shall appoint members of the committees and their chairs, except the Executive Committee, which committee shall be composed as set out in Section 4.2. Each committee shall consist of no less than three members. Members of the committee shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board President.

Section 4.2 - **Executive Committee.** The executive committee shall consist of the Board President, Board Vice President, the University President and Board Secretary. The University President will consult the Executive Committee, when the Board is not in session, for decision-making not specifically designated in these By-Laws when necessary and appropriate. Acting with unanimous agreement of the two voting members of the Board of Governors serving on the Executive Committee, the Committee may ratify: (1) an action that is needed to protect the University's interests, which would be compromised by delay; and (2) an action that is administrative in nature, is necessary for the University's efficient functioning and continued operations, is consistent with the roles and responsibilities delegated to the University President in Section 3.7 above, and does not compromise any significant interest or prerogative of the Board. The Executive Committee shall not act on matters reserved for the

Board of Governors outlined in Section 1.3 above. The Executive Committee will inform the full Board of all actions it takes as soon as is practicable after the action is taken. A complete record of all actions of the Executive Committee shall be kept by the Secretary of the Board, and a copy of such record shall be submitted to each member of the Board in advance of the next regular meeting of the Board. Actions of the Executive Committee may be ratified, approved, or modified at the next regular meeting of the Board, but any modification thereof shall be prospective only. If, at its next regular meeting, the Board takes no action on an Executive Committee action, the record of which was submitted to the Board prior to that regular meeting, such action shall be deemed ratified by the Board.

Section 4.3 – **Standing Committees.** In addition to the Executive Committee, the following are established as permanent, standing committees of the Board of Governors:

- a. **Finance and Audit:** This committee shall be charged with overseeing the University’s financial condition and all matters related to audit of funds, and ensuring that the University’s budget, fee schedule, assets, infrastructure, and financial obligations are aligned with the University’s strategic objectives. The Committee shall review the annual budget recommended for approval and the annual audit report. The Finance and Audit Committee will receive information and proposed policies from the University’s administration, and discuss and develop recommendations on specific matters, including, but not limited to, bids, contracts, budgets, and other related matters for consideration by the Board as a whole.
- b. **Academic and Student Engagement:** This committee shall be charged with

overseeing the University's strategic initiatives including, without limitation, the University's academic and co-curricular programs and offerings. The Academic and Student Affairs Committee will be responsible for considering, reviewing, and reporting to the Board all relevant issues regarding academic or student affairs and make recommendations for consideration by the Board as a whole.

Section 4.4 - **Ad Hoc Committees.** Ad Hoc committees shall be appointed by the Board President upon authority of the Board with such powers and duties and period of services as the Board President may determine providing that no Ad Hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The officer of any Ad Hoc committees, shall be appointed by the Board President and shall perform their duties in consultation with the University President.

Section 4.5 – **Committee Meetings.**

- a. Meetings of Board committees will be held as determined by the Committee chair. All such meetings will be held in compliance with Chapter 610, RSMo, the Sunshine Law, as now existing or thereafter amended.
- b. With the exception of the Executive Committee, committees shall be non-voting except that a committee may (i) vote to close its meetings by an affirmative public vote of a majority of a quorum of the committee as authorized by the Sunshine Law; and (ii) vote to make a recommendation to the entire Board by an affirmative vote of a majority of a quorum as authorized by the Sunshine Law.
- c. Committees are intended to provide an opportunity for members of the

administration and Board of Governors to engage in review and analysis that would normally not be practical within the constraints of a meeting of the Board as a whole, and will thus serve to both expedite and facilitate the meeting of the Board as a whole.

- d. Committees may convene in-person, by telephone or electronically via web-based or some other tele-conference capability.
- e. A quorum of any Committee for the conduct of business shall be majority of members then serving on the Committee, and any Committee so convened may act by majority vote of the members in attendance, if such vote is undertaken in accordance with Section 4.5(b) above.

ARTICLE V

MEETINGS

Section 5.1. – **Meetings.** All meetings of the Board and its committees shall be open to the public at all times, and no resolution, regulation, or formal action shall be considered binding except as taken or made at such meeting in accordance with Missouri law unless the matter being discussed falls within the provisions of law allowing closed sessions. At the discretion of the Board President, any member of the Board may participate in any meeting by teleconference or other technology allowing all participants in the meeting to hear and be heard by one another and allow the public attending the meeting to hear all participants.

Section 5.2 - **Annual Meeting.** The meeting in December in conjunction with the winter commencement program shall be the annual meeting of the Board of Governors.

Section 5.3 - **Regular Meetings.** The Board shall meet at least one (1) time per quarter. The meeting in May in conjunction with the spring commencement program will always be a scheduled regular meeting. Other meetings may be scheduled as required by the Board and the University President.

Section 5.4- **Special Meetings.** Special meetings of the Board may be held at the call of the Board President, the University President or upon request of three Governors. The University President or his/her Secretary shall send written notice of such special meeting to all Governors, along with a statement of the purpose of the meeting, at least 72 hours in advance. No matter may be considered at a special meeting that is not included in the call of that meeting, except by an affirmative vote of the majority of the Governors at the meeting.

Section 5.5 - **Quorum.** A quorum for the conduct of business of the full Board shall consist of four Governors. A quorum having been established, no business shall be transacted without a majority vote of all Governors present, except as otherwise provided by these By-Laws.

Section 5.6 - **Rules of Procedure.** Except as modified by these By-Laws or any other specific resolution, the rules of policy enacted by the Board, Robert's Rules of Order, newly revised, as in effect at the time, shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

Section 5.7 - **Agenda and Proceedings.**

- a. Agenda Preparation and Distribution: In the preparation and handling of the

agenda for Board meetings, the President of the University and the President of the Board, in conjunction with the Board Secretary, shall prepare an agenda for each regular meeting. The agenda shall be distributed to Board members with the Notice of the meeting. A copy of the agenda shall also be placed in a prominent location in the room where the Board meeting is to be held so that it will be accessible to members of the public in attendance at the meeting.

- b. Requests for Agenda Placement: Other than Board Members: 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 with the Board Secretary no less than thirty (30) 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, as well as providing any supporting documentation which the individual making the request believes is pertinent to and will assist the Board in its deliberations concerning the request. The Board Secretary shall forward the request to the President of the Board and to the President of the University. The President of the Board shall determine whether the item shall be placed on the agenda or referred to the administration for disposition. If the item is not placed on the agenda, the Board Secretary shall notify the Requestor of the disposition of the request at

the next regularly scheduled Board meeting.

- c. Requests for Agenda Placement, Board Members: Board members may request an item to be placed on the agenda by submitting a written request with the Board Secretary at least ten (10) calendar days prior to the meeting of the Board, subject to the same procedure applicable to non-Board members above. Board members shall not ask matters to be considered on the agenda at a convened session under the item of new business unless the majority of the Board members approve such request.
- d. Consent Agenda: Items shown on the established agenda for a meeting of the Board may be placed upon a consent agenda whereby all items placed thereon are approved by summary action of the Board. Items may be placed on the consent agenda by the President of the Board, the President of the University, or the Chairperson of any committee of the Board electing to place such items on the consent agenda, provided the same is accomplished no less than twenty-four (24) hours prior to the meeting of the Board, and that the Board Secretary shall present such consent agenda to the members of the Board immediately prior to the convening of the meeting, provided, however, that any member of the Board may remove any item from the consent agenda by notifying the President of the Board of the election to remove the item any time prior to a vote being taken on the consent agenda. The consent agenda requires approval by a vote of the majority of the Board in attendance for passage and

adoption of each item on the consent agenda.

- e. Open Meetings Requirement: All meetings and notices of meetings of the Board, or committees appointed by and which report to the Board, shall conform to the Missouri Open Meetings statute, and to the policy for open and closed meetings adopted by the Board in compliance with said statute.
- f. Closed Meetings: The Board, upon majority vote at any duly constituted meeting thereof, may close to the public its deliberations, records and vote concerning any of the following matters:
 - i. Legal actions, causes of action, or litigation, leasing, purchase or sale of real estate where public knowledge of the transaction might adversely affect the consideration therefore;
 - ii. Any proceedings involving physical or mental health, scholastic probation, expulsion or graduation, or deliberations relating to the hiring, evaluation, firing, discipline or promotion of personnel employed by the University; and
 - iii. All other deliberations, records or votes as authorized by the Missouri Open Meetings statute, § 610.021, RSMo.
- g. Right to Control: The President of the Board shall retain the authority to control the order of the meeting.

Section 5.8 - **Appearances Before the Board.** Individuals or representatives of the groups who desire to appear before the Board regarding any item being considered on a

meeting agenda of the Board of Governors must submit their request to the Secretary of the Board, One University Plaza, Cape Girardeau, Missouri 63701, specifying the agenda item about which they wish to speak. Such a request, along with the requestor's name and contact information, any group or faction representative, and any supporting documentation, must be submitted at least three working days prior to the start of the meeting. The University President, in consultation with the Board President and complying with law, shall determine whether the item will be heard and when, (at what meeting and when on the agenda) it will be heard, and may require a representative of a group or faction if many members request to be heard. There will be no more than a five-minute time limit on any presentation; the aggregate time of all public comments of the meeting need not exceed 15 minutes, which can be extended at the discretion of the Board. The Board President or the University President may decline to hear any matters determined by the University President and Board President not relating to a particular agenda item or that is outside the Board's jurisdiction, or because it is not practicable for a particular meeting.

ARTICLE VI

MISCELLANEOUS

Section 6.1 - **Conflict of Interest Policy.** Governors stand in a fiduciary relationship to the University. Therefore, Governors shall act in good faith, with due regard for the University, and shall comply with the fiduciary principles and Missouri law. The Board shall adopt a written Conflict of Interest Policy, to be included in the Board Operating Procedures or other policies, which shall be reviewed periodically

and revised as necessary.

- a. **Business, Financial or Property Interests:** A Governor shall avoid entering into or maintaining any business or financial interests, transactions, acquisition or sale of property interests which are or may be in conflict with those of the University; or,
- b. **Disclosing Confidential Information:** A Governor shall refrain from using confidential information obtained in their capacity as a Governor in any manner with intent to result in financial gain for himself or any other person, or any business with which he is associated. Confidentiality, as determined by the Board and as provided by law, shall apply to all members and representatives on the Board; or
- c. **Contracts:** A Governor shall avoid any interest, direct or indirect, in any contract for the purchase of land, buildings, supplies or services for the University; or,
- d. **Gifts:** A Governor shall not accept gifts or benefits from any person holding contracts for supplies or services to the University, or from any bidder on contracts for such services or supplies. However, this provision shall not apply to acceptance of gifts, benefits, gratuities, amenities, or favors based on obvious family, friendship, or personal relationships where the circumstances make it clear that it is those relationships rather than the business of the University, which are the motivating factors; or

- e. Family or Associates Relationships: A Governor shall avoid all appearances of impropriety in all actions, and particularly should not allow conduct, or judgments or actions to be influenced by family or associates relationships. The term "family" is defined as spouse, parents, grandparents, siblings, children, aunts and uncles or others living in the Governor's household. The term "associates" is defined as any organization, corporation, partnership, or joint venture in which the Governor is an officer, director, employee, member, partner, trustee, controlling stockholder or consultant; or
- f. Political Considerations: The Board of Governors is not a political forum. Therefore, a member of the Board shall avoid any comment or action in connection with University affairs, which might reasonably be perceived as an attempt to advance or enhance any political party, political cause, or political aspirations of any person. If any conflict exists between the statute and these By-Laws, or policy resolutions of the Board, the statute shall be controlling.

Section 6.2 - **Indemnification**. Whenever any civil (including administrative) or criminal action or threat of action has been asserted against a current or former Governor or President for any act or omission arising out of and in the course of the performance of his or her University duties and responsibilities, the University shall defray all costs of defending such action or threat of action, including reasonable attorney fees and expenses together with costs of appeal and shall save harmless and protect such person from any financial loss resulting from the performance of his or her duties and responsibilities

unless:

- a. Indemnification prohibited by law, or
- b. The Board determines by vote of at least 2/3's of its members then serving that said individual acted in bad faith or willful misconduct. Claims based on such actions or omissions may be settled prior to, during or after the filing of the suit or commencement of other formal process thereon.

Section 6.3 - **Limitation of Liability.** The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Missouri law for purpose of sovereign immunity.

Section 6.4 - **Attendance.** To promote the effectiveness of the Board's functioning, all Governors shall attend all meetings of the Board; provided, however, that when necessary, such attendance may be by electronic, real-time participation (e.g. conference call, Skype, Zoom, or like interactive audio/video linkage). The Board President may excuse a Board member from attendance, and members shall advise the Board President and Board Secretary of their request for such an excused absence as soon as they are aware of an impending scheduling conflict. If the Board President refuses to excuse a Board member from attendance, a majority vote of the remaining members of the Board in attendance may excuse a Board member from attendance of a meeting after the Board member requests to be excused for unforeseen circumstances. A Board member missing three consecutive meetings, without good cause or excuse, may be sanctioned pursuant to these By- Laws.

Section 6.5 - **Interference with Administration.** The Board of Governors shall deal

with University Vice Presidents, Directors and Employees who are subject to the direction and supervision of the University President or his/her subordinates solely through the University President, and neither the Board or its members shall give orders to any such Vice President, Director or Employee, either publicly or privately.

Section. 6.6 - **Amendments.** These By-Laws may be amended at any regular meeting of the Board by the affirmative vote of no less than 2/3's of the members of the Board then serving, provided that notice of any proposed amendment, including a draft thereof, shall be filed in writing with the Secretary and a copy of the draft shall be mailed to each Governor at least ten days prior to the meeting to which the amendment is to be voted on.

Section 6.7 - **Suspension of Operating Procedures.** Any provision of these By-Laws may be suspended in connection with consideration of a matter before the Board by an affirmative vote of not less than 2/3's of the members of the Board then serving.

Section 6.8 - **Proxies.** The use of proxies for purposes of determining a quorum for voting, or for other purposes, is prohibited.

Section 6.9 - **Governor Oath and Sanctioning.** Each member of the Board of Governors is required to take an oath to discharge faithfully, impartially, honestly, and to the best of his or her abilities the duties of the office of Board of Governors member.

Any member of the Board may be sanctioned upon the affirmative unanimous vote of all voting Governors of the Board then in office, excluding the Governor proposed for sanctioning (the "Subject Governor"), at any regular or special meeting of the Board called for that purpose. Sanction may be appropriate for conduct detrimental to the University, unexcused absences from three (3) consecutive meetings of the Board of Governors, lack of sympathy

with its objectives, or refusal to render reasonable assistance in carrying out the University's purposes. A Subject Governor shall be entitled to written notice at least five (5) days before the meeting at which such sanction is to be voted on. He or she shall be entitled to appear before and be heard at such meeting. After a unanimous vote of the members of the Board, excluding the subject Governor, the President of the Board joined by the President of the University shall send a letter to the Governor of the State of Missouri recommending removal of the subject Governor from the Board and requesting action to replace the subject Governor immediately.

These Amended and Restated By-Laws of the Board of Governors of the University shall be and become effective on May 12, 2023. All former By-Laws of the Board are hereby repealed.

Approved by the Board of Regents on June 26, 2017

Revised and approved Article I and Article V on February 26, 2021

Revised and approved from Board of Regents to Board of Governors on February 25, 2022

Revised and approved Article III and Article V on May 12, 2023