

BYLAWS OF THE BOARD OF REGENTS
OF
NORTHWEST MISSOURI STATE UNIVERSITY

ARTICLE I

Powers of the Board of Regents. The Board of Regents shall have and exercise the corporate powers prescribed by law. Its primary function shall be policy-making and responsibility for sound resource management of the corporation (referred to in this and the following articles as “University”). The Board of Regents shall further determine the general, educational, and financial policies, and shall have the power to carry out any other functions that are permitted by these bylaws, except as limited by law. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the purposes and the mission of the University.
2. Establish, review, and approve changes in the educational programs of the University, consistent with its mission.
3. Establish procedures regarding appointment, promotion, tenure, and dismissal of faculty members and approve all such personnel actions regarding faculty members.
4. Approve the terms and conditions of employment of all University officials, defined for this purpose as the President, members of the President’s cabinet, deans, and directors or persons holding positions equivalent to that of director, and approve the appointment and dismissal of all such officials. When deciding upon salary modifications, the Board may, but is not required to, address that issue as to these officials by considering them in groups according to their respective classifications or by any combination of such classifications.
5. Appoint the President of the Board and any other officers of the Board in accordance with these bylaws, and remove them at the pleasure of the Board.
6. Approve and authorize all earned and honorary degrees upon recommendations of the faculty.
7. Oversee and approve the budget of the University, and establish policy guidelines for the endowment, all investments, and major fund-raising efforts.
8. Take, purchase, and hold real estate and sell and convey or otherwise dispose of the same.
9. Authorize the construction of new buildings and major renovations of existing buildings, the purchase of major equipment for use of the University, and the acquisition of supplies and services for use of the University.

10. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
11. Authorize any changes in tuition and fees within the University.
12. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.
13. In the event of vacancy in the office of the President, appoint a special presidential search committee to submit nominations for candidates to the office in line with standing Board policy, which is separate from these bylaws.
14. Exercise oversight of the University's intercollegiate athletic program to ensure compliance with NCAA and conference rules.
15. Exercise oversight of the University's planning for succession of key leaders and continuity of operations.
16. Provide direction for the Missouri Arboretum.

ARTICLE II

Membership of Board of Regents. The Board of Regents for Northwest Missouri State University shall be composed of nine (9) members, appointed by the Governor, as follows:

1. Six (6) voting members who shall reside in the district in which the University is situated with at least one member being a resident of Nodaway County;
2. Two (2) voting members who shall be from any of the seven college districts as contained in Section 174.010 RSMo, provided that not more than one of these two members shall be appointed from the same congressional district; and
3. One (1) nonvoting member, who shall be a student, a citizen of the United States and a resident of Missouri.

ARTICLE III

Appointment of Board.

1. Every two years during a regular session of the General Assembly, the Governor of the State of Missouri shall, by and with the advice and consent of Senate, appoint two voting regents for Northwest Missouri State University, and whenever a vacancy occurs in said Board by death, resignation, removal from the district, or by operation

of law or otherwise, the Governor shall, in a like manner, immediately appoint some competent person to fill such vacancy and communicate his action thereon to the Senate at the next session of the General Assembly thereafter. The person so appointed shall hold his office subject to confirmation of the Senate, for the unexpired term. Not more than four (4) members of said Board shall belong to the same political party.

2. The nonvoting student member shall be appointed by the Governor with the advice and consent of the Senate. The student shall be enrolled full-time at the University and shall be selected from a panel of three names submitted through the President of the University to the Governor by the University's president of the student government. If the student representative ceases to be a student at the University or a resident of Missouri, that position shall at once become vacant. If the position becomes vacant for that or any other reason, the Governor shall appoint a qualified replacement who shall serve until a successor is appointed.

ARTICLE IV

Regent's Term of Office.

1. The voting Regents shall hold their office for the term of six (6) years from the first day of January next prior to their confirmation and until their successors are duly appointed and qualified except such as may be appointed to fill a vacancy, who shall hold office for the unexpired term. A person shall be deemed to be qualified to succeed a Regent, who has held said office immediately preceding his appointment, upon confirmation of the Senate.
2. The nonvoting Regent shall be appointed for a term of two years, provided however, that the student may remain in office until a successor is appointed so long as the student otherwise remains qualified to hold the office.

ARTICLE V

Organization of Board of Regents. There shall be a President and Vice President of the Board, who shall be chosen by the members of said Board, and there shall be appointed a Secretary and a Treasurer of said Board and such other officers as may be deemed necessary; but no Board shall appoint one of its members Treasurer. The date of election shall be at the first meeting following the appointment of new members in any biennial period. An officer of the Board may be removed by a majority vote of the Board.

ARTICLE VI

Powers and Duties of the President of the University. The President of the University shall be the Chief Executive Officer of the University and the official advisor to and executive agent of the Board of Regents and committees. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution and bring such matters to the attention of the Board as appropriate to keep the Board fully informed in meeting its policy-making and fiduciary responsibilities. Furthermore, the President shall have power, on behalf of the Regents, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee and shall be an ex-officio member of all committees of the Board without power to vote. The President shall have the authority to delegate, in whole or in part, his administrative authority granted under these bylaws, or by other action of the Board, to such other officers, faculty and employees of the University as he or she may designate, either by general or specific delegation, with the right to revoke such delegation at any time.

ARTICLE VII

Meetings of Board of Regents.

1. There shall be up to seven (7) regularly scheduled Board meetings each year held at such times as the Board shall decide.
2. A meeting of the Board of Regents shall be called by the President thereof at the earliest convenient time and place following the appointment of new members in any biennial period for the purpose of selecting officers for the ensuing biennial period and the transaction of such business as may be regularly presented and as the Board may direct.
3. 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 item on the consent agenda, provided the same is accomplished not less than twenty-four hours prior to the meeting of the Board and that the Secretary of the Board shall present such consent agenda to the members of the Board immediately prior to the convening of the meeting. Provided further, 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 majority vote of the Board in attendance for passage and adoption of each item on the consent agenda.
4. The Board, at its first meeting, shall fix the date of the next meeting(s); adjourned meetings may be held at such times and places as may be determined at any previous meeting. Upon the written request of any two members of the Board, or at the request

of the faculty signed by the President or Vice President of the Board and certified by the Secretary thereof, the President of the Board shall call a special meeting.

5. Notice of all regular and special meetings of the Board of Regents must state the place, the day and hour and the purpose or purposes for which the meeting is called. Said notice shall be given to all Board members at least ten (10) days in advance by any reasonable method so long as actual notice of any such meeting is received by all Board members. The notice shall include an agenda, and where possible, detailed financial and other information to be disclosed and or voted on at the meeting. In addition, notice in accordance with Section 610.020 R.S. Mo shall be given to the general public of any such meetings. No other business than that specified in the notice for a special meeting shall be considered at a special meeting, except by unanimous consent of all of the voting members of the Board.
6. Any time when in the opinion of the President of the Board or in the opinion of the President of the University condition or conditions exist that would necessitate the calling of an emergency meeting or telephone conference call for immediate action by the Board, said meeting shall be called. Actual notice within 24 hours of said meeting by any reasonable means shall be sufficient to satisfy notice requirements. This requirement may be waived by a majority of the voting members of the Board. Notice in accordance with Section 610.020 R.S. Mo shall be given to the general public of any such emergency meeting.
7. Notice of all meetings and the conduct of all meetings, including executive sessions, shall comply with Missouri Statutes 610.000 - 610.025 regarding said meetings.
8. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. A majority vote of a quorum can conduct business. However, in instances where required by Missouri law, it may be necessary for a majority of the entire voting membership of the Board to take certain actions.
9. Each member of the Board shall receive as full compensation for his/her services reasonable mileage allowance and expenses as allowed by state law for mileage necessarily traveled in going to and from each meeting of the Board, and the actual expenses incurred during his or her attendance at same; all to be paid out of the contingent fund of the University.

ARTICLE VIII

Attendance Policy. To promote the effectiveness of the Board's functioning, all Regents 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 or interactive audio and video linkage). The President of the Board may excuse a Board member from attendance, and members shall advise the President of the Board of their

request for such an excused absence as soon as they are aware of an impending scheduling conflict. If a member of the Board is found by unanimous vote of the other members to have developed a pattern of unexcused absences, the office of such member shall be vacant.

ARTICLE IX

Duties of the Officers of the Board of Regents.

The President

The President shall be the chief executive officer of the Board of Regents; he or she shall preside at all meetings of the Regents and shall have general and active power of running the meeting.

Vice President

The Vice President shall, in the absence or inability of the President, perform the duties of that office.

Secretary

1. The Secretary shall attend all sessions of the Board of Regents, act as clerk thereof, and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Regents and shall perform such other duties as may be prescribed by the Board.
2. The Secretary shall keep the University books and records, and prepare the necessary reports to the State and to the Regents. He/she shall in all respects perform those usual and customary duties, which such office performs in a standard business corporation.

Treasurer

1. The Treasurer shall have the custody of and be responsible for all monies and securities of the University; shall keep full and accurate accounts and books belonging to the University, showing the financial transactions of the University, and its accounts, liabilities, and financial condition; and, shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall deposit in the name of the University or on its behalf, in such depository or depositories as are approved by the Board of Regents, all monies that may come into the Treasurer's hands for the University account.
2. The Treasurer of each Board shall receive, keep, and disburse all monies under the control of the Board, perform all such acts as appertain to his/her office, under the direction of the Board, and make reports of the same to the Board as requested, but, at least, annually.

3. The Treasurer shall also make and furnish to the state Board of Education in the month of August of each year an abstract which will contain a full account of all monies received and disbursed during the preceding year, stating from what source received and on what account paid out, and the amount paid to each professor, teacher, or other officer of the college: and, the Treasurer shall every two years report to the General Assembly, under oath, an itemized statement of all receipts and expenditures for the two calendar years preceding showing minutely all disbursements of money received from the State or other sources.
4. Before entering upon the duties of his or her office, the Treasurer shall enter into a bond to the state of Missouri, with good and sufficient security, in a sum of not less than fifty thousand dollars (\$50,000), to be approved by the Board and filed with the Secretary of the Board.

ARTICLE X

Committees. There shall be standing committees appointed biennially by the President of the Board. The President of the Board shall be an ex officio member of each committee if not otherwise a member of that committee and may vote in the absence of any one of the committee members. The committees are:

1. Academic/Student Affairs: This committee shall consist of two members of the Board who shall be responsible for considering, reviewing, and reporting to the Board all relevant issues regarding academic or student affairs.
2. Financial/Budget: This committee shall consist of two members of the Board who shall be responsible for considering, reviewing, and reporting on all matters relating to budgeting and expenditures of funds.
3. Audit Committee: This committee shall consist of two members of the Board who shall be responsible for considering, reviewing and reporting on all issues concerning the financial condition of the University. This committee shall have the authority to engage outside auditors to validate the university's annual financial statements or to provide advice in the review of financial statements prepared by the administration.
4. Personnel/External: This committee shall consist of two members of the Board who shall be responsible for considering, reviewing, and reporting to the Board on any relevant personnel matters and matters outside the University which affect the institution.
5. Executive Committee: The executive committee shall consist of the President of the University and three members of the Board. It shall have the powers of the Board to take such action as the committee may deem to be in the best interests of the university, provided that those actions are not contrary to the provisions of these

bylaws and not in conflict with any other rules or policies of the Board. The Secretary shall keep a complete record of all actions of the committee and shall submit to all other Board members a copy of such record promptly after the committee takes any action in behalf of the full Board. Actions of the Executive Committee may be ratified or modified at the next meeting of the Board, but any modification thereof shall not be retroactive.

6. Ad Hoc Committees: The President of the Board may, from time to time, appoint ad hoc committees as the need may arise. Each ad hoc committee shall consist of two members of the Board and shall report to the Board on the matters they are charged to investigate or act upon.

ARTICLE XI

Annual Report Contents. The President of the Board shall make an annual report to the State Board of Education in the month of August of each year of receipts of monies from appropriations, incidental fees, and all other sources and disbursements thereof, and for what purposes and the condition of said University.

ARTICLE XII

Signature Authority.

1. The President of the Board shall sign all instruments conveying title to or interest in real estate owned by the University.
2. Consistent with the express and implied authority arising from his or her responsibility to exercise general superintendence over all the affairs of the University, but subject to any limitations otherwise established by specific policies or actions of the Board, the President of the University is authorized to sign all contracts, 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 international organizations or entities.
3. The President of the University is authorized to further delegate this authority to such official or officials as he or she deems appropriate for the effective superintendence of the institution.
4. 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.

ARTICLE XIII

Indemnification. Each Regent and officer of the University shall be indemnified against all expenses actually and necessarily incurred by such Regent or officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been such Regent or officer except in relation to matters to which such Regent or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XIV

Conflicts of Interest.

1. A Regent shall be considered to have a conflict of interest if (a) such Regent has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University or (b) such Regent is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Regent), or any organization in which such Regent (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Regents shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Regent shall vote on any matter, under consideration at a Board or committee meeting, in which such Regent has a conflict of interest. The minutes of such meeting shall reflect that disclosure was made and that the Regent having a conflict of interest abstained from voting. Any Regent who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question by majority vote.

2. A Regent shall refrain from using confidential information obtained as a Regent in any manner with intent to result in financial gain for himself or herself or for any other person or business with which that Regent is associated.

ARTICLE XV

Discrimination Prohibited. In administering its affairs, the University shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or physical disability.

ARTICLE XVI

Compliance With Laws. All actions taken by the Board shall be in compliance with Missouri laws. If any discrepancies exist between these bylaws and Missouri laws, the provisions of the Missouri laws shall prevail. Also, all meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XVII

Amendments. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a 2/3 majority vote of those present of Regents at any regular or special meeting thereof. In no event, however, shall any revision of these bylaws conflict with any of the revised Missouri Statutes pertaining to the operation of this University. These bylaws should be reviewed at least biennially by the Personnel/ External Committee.