



## BYLAWS OF THE BOARD OF TRUSTEES OF WESTERN WASHINGTON UNIVERSITY

### ARTICLE I: AUTHORITY, POWERS, AND DUTIES

As set forth in RCW 28B.35 and WAC Title 516, the university is governed by the Board of Trustees, whose members are appointed by the governor. All legal powers, authority, and responsibility for the operation of Western Washington University rest in the Board of Trustees.

1. **Authority.** The Board of Trustees is authorized and operates under the provisions of RCW 28B.10 and 28B.35. The powers and duties of the Board of Trustees shall be as prescribed by statute and such other powers and duties as are provided for herein or as are necessary for the government of the university.
2. **Powers and Duties.** In addition to any other powers and duties prescribed by law, per RCW 28B.35.120, the Board of Trustees:
  - a. Shall have full control of the University and its properties of various kinds, except as otherwise provided by law.
  - b. Shall employ the president of the university, their assistants, members of the faculty, and other employees of the institution.
  - c. With the assistance of the faculty, shall prescribe the course of study in the various schools and department thereof and publish such catalogues thereof as the board deems necessary: PROVIDED, That the Washington professional educator standards board shall determine the requisites for and give program approval of all courses leading to teacher certification by such board.
  - d. May establish such divisions, schools, or departments necessary to carry out the purposes of the university not otherwise proscribed by law.
  - e. Except as otherwise specified by law, may establish and erect new facilities as determined by the board to be necessary for the university.

- f. May acquire real or other property as provided in RCW 28B.10.020, as now or hereafter amended.
- g. Except as otherwise provided by law, may purchase all supplies and purchase or lease equipment and other personal property needed for the operation or maintenance of the university.
- h. May establish, lease, operate, equip, and maintain self-supporting facilities in the manner provided in RCW 28B.10.300 through 28B.10.330, as now or hereafter amended.
- i. Except as otherwise provided by law, shall enter into such contracts as the trustees deem essential to university purposes.
- j. May receive such gifts, grants, conveyances, devises, and bequests of real or personal property from whatever source, as may be made from time to time, in trust or otherwise, whenever the terms and conditions thereof will aid in carrying out university programs; sell, lease, or exchange, invest or expend the same or the proceeds, rents, profits, and income thereof except as limited by the terms and conditions thereof; and adopt regulations to govern the receipt and expenditure of the proceeds, rents, profits, and income thereof.
- k. In accordance with RCW 28B.77.080, may offer new degree programs, offer off-campus programs, participate in consortia or centers, contract for off-campus educational programs, and purchase or lease major off-campus facilities.
- l. May promulgate such rules and regulations, and perform all other acts not forbidden by law, as the board of trustees may in its discretion deem necessary or appropriate to the administration of the university.

## **ARTICLE II: OFFICERS OF THE BOARD**

1. **Membership.** The Board is composed of seven members appointed by the Governor of the state of Washington with the consent of the Washington State Senate for terms of six years, and one additional university student member, who is appointed annually by the Governor for a one-year term.
2. **Officers.** The Officers of the Board shall consist of a Board Chair (Chair), Vice Chair, Secretary, and Treasurer.

3. **Election and Appointment Process.** Every other year at its regular meeting held in June, the Board of Trustees shall elect a Chair and a Vice Chair, who shall be members of the Board. The Board shall also elect a Secretary and such other officers as it may desire, who need not be members of the Board. All elections shall be by majority vote. The Chair and Vice Chair shall hold office for two years until their successors are elected.
4. **Board Chair.** The Chair of the Board shall preside at meetings of the Board and the Chair shall have the customary powers and duties associated with such office (subject to the Board's direction), and shall have other authority and duties as prescribed by these Bylaws, Board Policies, and the Board. The Chair shall have full right of discussion and vote.
5. **Vice Chair.** The Vice Chair of the Board shall have the authority to perform the duties of the Chair if the Chair is absent or otherwise unable to preside, and shall be the second signatory (the Chair being the first) for all documents requiring two signatures from the Board. The Vice Chair may have such other authority and duties as prescribed by these Bylaws, Board Policies, and the Board.
6. **Secretary.** The President of the University shall serve as the Secretary of the Board and shall not have the right to vote. The Secretary shall be responsible for giving notice of all meetings of the Board, and recording and keeping minutes of the proceedings of the Board; shall be the custodian of all official records of the Board; and shall perform all the duties pertaining to the office and do all other things required by the Board.
7. **Treasurer.** The Treasurer of the Board shall be the chair of the standing Board committee that assists the Board in fulfilling its responsibility for oversight of the University's independent audit function, financial operations, and assets. The Treasurer shall render a true and faithful account of all moneys received and paid out, and shall perform other statutory functions of the Treasurer of the Board.
8. **Vacancies in Office and Removal.** In the event of an interim vacancy or resignation in any board office, a successor shall be elected by the Board at the next regular meeting to fill the unexpired term. A Board member may resign from the Board at any time during their term by notification submitted to the Governor. Consistent with RCW 28B.10.500, or a successor statute, no member of the Board may be removed during the term of office for which appointed, except for misconduct or malfeasance in office.

### **ARTICLE III: MEETINGS OF THE BOARD**

1. **Regular Meetings.** Regular meetings of the Board shall be held pursuant to a schedule for a two-year period adopted every even year at the regular April meeting of the Board. The Chair of the Board, with the concurrence of a majority of the members of the Board, may cancel or change the date of any regular meeting. All such regular meetings will be conducted in conformance with the laws of the state of Washington governing such meetings.
2. **Special Meetings.** The chair of the Board or a majority of its sitting members may call special meetings of the Board at any time. Not less than 24 hours before any special meeting, staff assigned to the Board shall have notified each member of the Board by written notice of the time, location, and the business to be transacted at the meeting. Such notice and agenda shall be distributed and posted, and such meeting shall be conducted in accordance with the laws of the state governing such meetings.
3. **Committee Meetings.** Board committee meetings may be held before regular or special meetings, or at such time and such place as a committee chair may direct from time to time. All committee meetings must be held in conformance with the laws of the state of Washington governing such meetings.
4. **Notice of Agenda.** The President, in consultation with the Chair of the Board, prepares a written agenda for each regular and special meeting. Copies of the agenda and supporting materials for a meeting are provided to the President, members of the Board, and made available to the public no later than 24 hours in advance of the published start time of the meeting.
5. **Changes to Meeting Agendas.** Changes to the agenda of a regular or special meeting may be permitted at the commencement of or during such meeting, with the exception that final disposition may not be taken on any matter added to the agenda of a special meeting unless timely notice of the addition has been given as required by applicable law.
6. **Minutes.** Under the direction of the Board Secretary, staff assigned to the Board shall keep minutes of all regular and special meetings of the Board. Such minutes shall be distributed with the agenda in preparation for the subsequent meeting and, following approval shall be open to public inspection.
7. **Quorum.** Five members of the Board constitute a quorum for the transaction of business by the Board at all regular and special meetings.
8. **Public Meetings.** All regular and special meetings at which a quorum of the Board is present shall be open to the public, with the exception of those portions of regular or special meetings specifically declared to be “executive sessions” as

allowed by law, or otherwise exempt from the provisions of the Open Public Meetings Act, Chapter 42.30 RCW, or any successor statute.

**9. Executive Sessions.** During any regular or special meeting of the Board, the Board may hold an executive session to discuss matters as permitted by applicable laws of the state of Washington.

**10. Communications to and Appearance Before the Board.** Meetings of the Board are intended for presentation of agenda items by the Trustees, President, Provost, Vice Presidents, and other University officials, as requested by the President for discussion and action by members of the Board. Appearance via videoconferencing or telephone is acceptable, rather than appearing in person.

Any person who wishes to bring a matter to the attention of the Board may do so by submitting such communication in writing to staff assigned to the Board for distribution in accordance with the direction of the Chair of the Board.

Additionally, time shall be provided for public comment at each regular meeting of the Board.

- A. Request to Provide Public Comment. Individuals who wish to provide public comment must provide their name and relevant title(s) or affiliation(s) on the sign-up sheet provided outside of the board meeting location, or by contacting staff assigned to the Board of Trustees with such information if the meeting is to be held by videoconference. The request should also clearly set out the topic to be presented.
- B. Time Allocation. The Chair of the Board may reasonably limit the amount of time allocated for the public comment period for each speaker and for each issue. Unless otherwise indicated on the agenda of by the Board Chair, the public comment period will be for ten minutes, with a two-minute limit per speaker.
- C. Scheduling of Speakers. Speakers who sign up in advance will be given priority during the public comment period. Should a large number of speakers wish to speak on the same issue, the Chair of the Board may ask representatives of the group to summarize their colleagues' statements or limit the number of speakers on a topic. If time or other constraints prevent a speaker from being able to present their comments, these comments may be sent to staff assigned to the Board for distribution to the Trustees.

## **ARTICLE IV: COMMITTEES OF THE BOARD**

- 1. Standing Committees.** The Board may establish such standing or special committees as are deemed appropriate to discharge its responsibilities. Committees shall advise the Board and the President of the University on matters referred to such committees for consideration.

In addition to an Executive and Governance Committee, the Board will have standing committees to consider matters and address issues in the following areas, including but not limited to: finance, audit, risk management, and academic and student affairs. Through the Committees, Board members explore critical governance issues and communicate with University administration and others who share in the governance of the University. Each committee shall have a written description, approved by the board, which includes a statement of purpose, primary responsibilities, and composition, as well as such rules of procedure or other guidelines as it or the board may approve.

No Committee may act on behalf of the Board on matters requiring Board action. All Committees shall refer such matters to the full Board for appropriate action in a regular or special meeting.

The Chair of the Board shall make standing Committee appointments, including an appointment of a chairperson to each of the Committees, who shall serve a term of two years. Each Committee shall consist of at least three Trustee members. The President shall appoint ex officio members from among the officers of the University who, in consultation with the Committee chairs, shall be responsible for development of Committee agendas and for making recommendations to the Board.

- 2. Ad Hoc Committees of the Board.** Ad Hoc committees may be established by the Board or its Chair from time to time, as deemed necessary or advisable to accomplish specific tasks or objectives in fulfillment of the duties and responsibilities of the Board. However, such ad hoc committees shall refer all matters for action to the full Board, unless such authority has been expressly delegated to the ad hoc committee.

## **ARTICLE V: OFFICERS OF THE UNIVERSITY**

- 1. University President.** The President of the University is appointed by the Board (excluding the student Trustee) and is directly responsible to the Board and subject to its direction. The President is the chief executive officer of the University and shall be directly responsible to the Board for the management and conduct of all the affairs of the University except those which have been reserved by the Board or which by law, these Bylaws, or other policies or orders of the

Board are the specific responsibility of other persons or bodies. In the internal operation of the University, the President is expected to maintain effective working relationships with faculty, students, staff, administrators, internal governance units, and unions representing faculty and staff. The President is the primary representative and spokesperson of the University in its internal and external affairs and speaks for the University at meetings of the Board. The President is authorized to attend all regular and special meetings of the Board and its Committees, unless requested to do so otherwise in specific instances by the Board or Committee, and is authorized to bring matters before the Board or any of its Committees for discussion.

- 2. Other Officers.** The President of the University is delegated the authority to appoint, in the name of the Board, the Provost, Vice Presidents, Deans, and all other employees of the University, including faculty, professional staff, classified staff, and others. All such officers and employees of the University shall be under the general supervision of and shall exercise such powers and duties as may be prescribed by the President of the University. The President is authorized to further delegate appointing authority to the Provost, Vice Presidents and other designees.

## **ARTICLE VI: FACULTY, STUDENT AND OTHER REPRESENTATIVES**

- 1. Faculty and Student Representatives Invited to Every Public Meeting.**

Because of the unique and integral relations that the faculty and students bear to the mission of the University, the Board shall hold a specified time on its regular meeting agendas for the Faculty Senate and Associated Students to update the Board on matters concerning their respective areas. The use of this specific report time shall be coordinated by the respective Presidents of the Faculty Senate and Associated Students and may include other governance representatives they deem appropriate for making the report.
- 2. Additional Representatives.** The Board may periodically invite representatives from various University or community constituencies to report to the Board at its public meetings. Participation of any of such representatives shall be at the expense of the organization which they represent and not an expense obligation of the Board. Appearance via videoconferencing or telephone is acceptable, rather than appearing in person.
- 3. Meeting Notice.** Notice of public meetings shall be given such representatives in the same manner and at the same time as notice is given to members of the Board.

4. **Meeting Agenda.** Not less than five days before any regular meeting, staff assigned to the Board shall provide to each representative a final agenda setting forth the matters that are to be considered at the meeting.
5. **Representative Communications.** Such representatives shall be entitled to speak during the public meeting through scheduled presentations to the Board as set forth in the Board of Trustees meeting agenda. The representatives shall not be entitled to vote on matters brought before the Board. Concerning any other matters, such representatives may communicate with the Board in accordance with Article III, Section 10 of the Bylaws of the Board.

#### **ARTICLE VII: EXERCISE OF POWERS**

1. **Actions.** The Board shall act only at meetings called as provided by applicable law and these Bylaws, and all matters coming before the Board for action shall be determined by the majority vote of its members present, the members present being not less than a quorum, except as otherwise specified herein. The presiding officer of the Board shall be entitled to make motions, second motions, vote, and otherwise participate in the meeting to the same extent as the other members of the Board.
2. **Student Trustee.** The student trustee shall excuse themselves from participating in or voting on matters relating to the hiring, discipline, or tenure of faculty members and personnel per RCW 28B.30.100.

#### **ARTICLE VIII: BOARD OF TRUSTEES POLICIES**

1. **Policies.** The Board may adopt Board Policies, not inconsistent with these Bylaws, for the governance of the University and the regulation of the business of the Board. Except as otherwise specified in a particular Board Policy, the Board may amend or repeal any Board Policy in whole or part at any regular meeting of the Board.

#### **ARTICLE IX: AMENDMENTS**

1. **Procedure.** These Bylaws may be amended or repealed in whole or part by a two-thirds majority vote of those members present and constituting a quorum of the Board. These Bylaws may be suspended for a particular meeting or for a particular matter under consideration by a two-thirds majority vote of those members present and constituting a quorum of the Board.

#### **ARTICLE X: SPECIAL PROVISIONS RELATING TO TRUSTEES**

- 1. Compensation and Expenses.** No Trustee shall receive a salary or compensation for services as a Trustee. Trustees shall be reimbursed for actual expenses incurred by reason of attendance at any meeting of the Board or in performance of other official business of the University in accordance with RCW 43.03.050 and 43.03.060, or any successor statute, and any Board Policy addressing the same.