

**BY-LAWS**  
**COUNCIL OF TRUSTEES**  
**EDINBORO UNIVERSITY OF PENNSYLVANIA**  
**OF THE PENNSYLVANIA STATE SYSTEM OF HIGHER EDUCATION**

**Adopted August 5, 1985**  
**Last Amended February 13, 2018**

**PREAMBLE**

The Council of Trustees shall have the power, not inconsistent with law or these by-laws, to do all things necessary for the proper maintenance and successful and continuous operation of Edinboro University of Pennsylvania.

The Council of Trustees serves the public trust and has a fiduciary duty to the University, to the System and to the members of the Commonwealth of Pennsylvania and has an obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Council are to be made solely on the basis of a duty to advance the best interests of the institution and the public good.

**ARTICLE I**

Members

Section 1: Pursuant to the provisions of Act 188 of 1982, as amended:

(a) The Council shall consist of eleven (11) members who, except for the student member, 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 of Trustees shall be alumni of the institution.

(b) 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 full-time undergraduate student in good academic standing, other than a freshman, enrolled for at least twelve (12) semester hours at this institution. The student member shall serve a term of four (4) years or for so long as he or she is a full-time undergraduate student at this institution, whichever period is shorter, and is in good academic standing. Vacancies occurring before the expiration of the term of any member shall be filled in like manner for the unexpired term. Student members of the Council of Trustees shall be appointed by the Governor and shall not be subject to Senate confirmation. If a student member is temporarily unable, for medical or valid academic reasons, to fulfill the responsibilities of office, the Council of Trustees may request that the Governor appoint an otherwise qualified student to serve as an alternate until the return of the student member.

The Council shall meet at least quarterly, and additionally at the request of the University President, the Council Chairperson, or upon request of three (3) of its members. The following

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persons shall be non-voting representatives to the Council of Trustees and shall be entitled to sit at the table for all meetings: the President of the University and the Secretary to the Council.

ARTICLE II

Powers and Duties

Section 1: In accordance with the rules and regulations adopted by the Board of Governors, the Council of Trustees of Edinboro University of Pennsylvania shall have the following power and its duty shall be:

- (1) To make recommendations to the Chancellor for the appointment, retention or dismissal of the President following consultation with students, faculty and alumni.
- (2) 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.
- (3) To review and approve the recommendations of the President as to standards for the admission, discipline and expulsion of students.
- (4) To review and approve the recommendations of the President pertaining to policies and procedures governing the use of institutional facilities and property.
- (5) To approve schools and academic programs.
- (6) To review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Board.
- (7) To review and approve charges for room and board and other fees except student activity fees.
- (8) To conduct an annual physical inspection of facilities and make recommendations regarding maintenance and construction to the Board.
- (9) To review and approve all contracts and purchases negotiated or awarded by the President 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 procedures established by the Board of Governors, the Council shall conduct an evaluation of the President and forward

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the results of that evaluation with recommendation to the Chancellor for submission to the Board of Governors.

ARTICLE III

Officers

Section 1: The officers of the Council shall be the Chairperson, Vice-Chairperson, and a Secretary.

Section 2: The Chairperson, Vice-Chairperson and Secretary must be members of the Council. The officers of the Council shall be elected at the reorganization meeting following the May Commencement, and shall take office immediately. Terms of office shall be for two years and officers of the Council shall not serve more than two (2) consecutive two year terms within any eight (8) year period. Elections of officers should avoid a rigid sequential selection process that is based upon seniority or prior officer status as criteria for nomination or election in order to permit flexibility in leadership of the Council.

Section 3: The Chairperson shall preside at all meetings of the Council, and shall perform generally all duties incident to the office of Chairperson, and such other duties as may be assigned by the Council. The members of all committees shall be appointed by the Chairperson, all such appointments being for a term of two (2) years. Unless specifically provided to the contrary by the Council, the Chairperson may assign any of his/her duties to another member of the Council.

Section 4: The Vice-Chairperson, at the request of, or in the absence of the Chairperson, shall perform all the duties of the Chairperson and while so acting, shall have all the powers and authority thereof, and be subject to all the restrictions upon the Chairperson.

Section 5: The Secretary shall ensure that the Council of Trustees is acting in accordance with these by-laws, that the by-laws are reviewed as necessary and that amendments are made as needed. The Secretary shall also ensure that the Council of Trustees acts in accordance with policies of the Board of Governors of the State System and that official books and records of the Council of Trustees are properly maintained. The Secretary of the Council shall also attest, as necessary, all instruments and documents executed by the Chairperson or other authorized person acting in behalf of and in the name of the Council of Trustees of the University.

Section 6: There shall also be a Secretary to the Council designated by the University President who shall attend all Council meetings and who shall be responsible for taking and maintaining accurate minutes of the Council as needed and assuring that such minutes are properly distributed to all Trustees. The Secretary to the Council shall also be responsible for assuring that Council meetings are properly scheduled and that all necessary notices are made for such meetings. The Secretary to the Council shall work with the Secretary of the Council to assure that official records are properly maintained.

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ARTICLE IV

Meetings

Section 1: The Council of Trustees shall meet at least quarterly and additionally at the call of the President or its Chairperson or upon request of three (3) of its members. Public notice of the schedule of regular meetings shall be given once for each calendar year and shall show the dates and times for the meetings and the place at which meetings will be held. Such public notice shall be given at least three days prior to the time of the first regularly scheduled meeting. The schedule of regular meetings shall be established after the Board of Governors of the State System of Higher Education have established their meeting schedule for the academic year, but in no case should the Edinboro University of Pennsylvania Council of Trustees regular meeting schedule for the academic year be published later than September 1. Except to the extent provided otherwise by statute, failure to take any action required by this section shall not in and of itself invalidate any act of the Council of Trustees.

Section 2: The first regular meeting of the Council of Trustees following the Commencement prior to the expiration of the officer terms shall be the reorganization meeting and shall be for the purpose of electing officers and for any other business that may arise.

Section 3: Special meetings of the Council of Trustees may be called by or at the written request of the Chairperson of the Council, the President of the University, or upon the 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 three days prior to the meeting. Such notice shall be deemed delivered when deposited in the United States mail. Public notice of special or rescheduled meetings shall be given at least twenty-four hours prior to the time of the meeting.

Section 4: Council of Trustees members are expected to be regular in attendance. Given that Council of Trustees meetings for the academic year will be announced on/or before September 1, Council of Trustees members should plan their schedules so as to be in attendance at as many meetings as possible. Should a trustee fail to attend three meetings in succession without presenting a reasonable excuse such as illness or conflict with business matters to the Chairperson of the Council of Trustees, the Chairperson will communicate in writing with the Trustee and ask him or her to reconsider the commitment he or she made to serve on the Council of Trustees and to give thought to resignation if his or her circumstances are such that active involvement in the work of the Council of Trustees will not be possible. Failure of the Trustee to resolve an attendance issue with the Chairperson may result in referral to the Council of Trustees for consideration of communicating the attendance issue to the Office of the Governor with a request for appropriate action by that office.

Section 5: Six voting 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 by-laws.

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Section 6: At each meeting of the Council, the Chairperson, or in his/her absence the Vice-Chairperson, or in the absence of both, a chairperson chosen by a majority of the Council present shall preside.

Section 7: Attendance at a meeting by a Trustee may be conducted by telephone or electronic equipment so long as all attendees at said meeting can hear each other simultaneously. Participation by such means shall be equivalent to being present in person at the meeting.

The use of roll call votes during meetings in which members are attending via phone. To provide for a more efficient use of meeting time, a roll call vote will be required only if the initial voice vote is not unanimous.

Section 8: Members of the public and the news media may record public sessions of the Council of Trustees. However, the use of recording devices shall not interfere with the meeting or other attendees' view or hearing of the proceedings. Any recording devices must be fixed to one location in the room throughout the meeting and no flashes or other light enhancing devices may be used. The location of the recording devices will be determined by the Chairperson prior to the meeting. Where multiple parties desire to record the meeting, the Chairperson may limit the number of recording devices in the meeting to avoid distraction.

Section 8: The Council of Trustees shall provide a reasonable opportunity for public comment on matters listed on the meeting agenda or other matters of concern or relevance to the Council duties and responsibilities. Public comment will be permitted at the beginning of each regular or special meeting. The Chairperson of the Council may limit the time for individual public comment so as to permit all to be reasonably heard. All public comment should be directed to the Chairperson, who will provide response as appropriate; however, other members of the Council of Trustees may request to be recognized to provide further response or comment.

Section 9: Executive Sessions of the Council of Trustees will include the Trustees and President. Other individuals may be invited to give information as deemed necessary by the Council. The topics and purposes shall be limited to those matters permitted by the Commonwealth's open meeting laws.

Section 10: All actions of the Council of Trustees shall comply with the Commonwealth's Open Record Law and Right to Know Act.

## ARTICLE V

### Committees

Section 1: The Council shall have the right to establish such regular or special committees as it may from time to time decide. The members of such committees shall be appointed by the Chairperson. The Chairperson shall be an ex officio member of all committees.

Section 2: The Chairperson of the Council shall make appointments to serve a two (2) year term but such terms may be renewable without limit.

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Section 3: The Chairperson of the Council shall periodically also make appointments of liaison trustees to serve and represent the Council for University Services, Inc., the Edinboro Foundation, the Alumni Board of Directors and to the Executive Committee of the Pennsylvania Association of Councils of Trustees (PACT). Each appointee shall serve at the discretion of the Chairperson.

Section 4: If required, the Council shall establish a committee to conduct a search for a President in accordance with the guidelines established by the Board of Governors.

Section 5: The Chairperson shall appoint a committee to conduct an annual review of the President as may be required by the Policy of the Board of Governors and any applicable statute.

ARTICLE VI

Conflict of Interest and Code of Ethics

Section 1: Members of the Council of Trustees serve the public trust and have an obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Council must be made solely on the basis of a desire to advance the best interests of the University and the public good. The integrity of the institution must be protected at all times.

Section 2: Members of the Council of Trustees shall be committed to the primacy of the Council over the interests of individual Trustees, shall not be influenced by personal or special interests and shall avoid the perception of personal or special interests.

Section 3: Members of the Council of Trustees shall not use the authority, title or prestige of office to solicit or otherwise obtain a private financial, social or political benefit that in any manner would be inconsistent with the public interest or to secure unwarranted privileges or advantages for the Trustee or others.

Section 4: Members of the Council of Trustees shall not willfully disclose any information not generally available to members of the public that the Trustee receives or acquires in connection with official duties, nor shall the Trustee use such information for the purpose of securing financial gain for the Trustee or others with whom the Trustee is associated.

Section 5: A Trustee shall be considered to have a conflict of interest if such Trustee has existing or potential financial or other interest that may impair or reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of responsibilities to the University. A conflict of interest shall also be deemed to exist if such Trustee is aware that a member of his or her family or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner or controlling stockholder and has such existing or potential financial or other interest. For purposes of this section, a family member is defined as a spouse, parent, sibling, child or any other member of that Trustee's household.

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Section 6: All Trustees shall disclose to the Council any possible conflict of interest at the earliest possible time. Further, each Trustee shall absent himself or herself from discussions of and abstain from voting on such matters under consideration by the Council or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict or possible conflict abstained from voting. Any trustee who is uncertain whether a conflict of interest may exist in any matter may request the Council to resolve the question in his or her absence by majority vote.

Section 7: Annually, each Member of the Council of Trustees shall complete and properly submit any conflict of interest or financial interest statements required by law.

ARTICLE VII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Council of Trustees in all cases to which they are applicable and in which they are not inconsistent with these by-laws or any special rules of order the Council may adopt.

ARTICLE VIII

Amendment of By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Council at any regular meeting of the Council by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.