

**BYLAWS OF THE COUNCIL OF TRUSTEES
of
COMMONWEALTH UNIVERSITY
of the
PENNSYLVANIA STATE SYSTEM OF HIGHER EDUCATION**

Adopted: December 9, 2022

ARTICLE I
Definitions

Section 1. Definitions

In alignment with Act 188 (as defined below), the following words and phrases used in these Bylaws shall have the following meanings:

- a. "Act 188" shall mean the enabling legislation of the Pennsylvania State System of Higher Education, Chapter XX-a of the Public School Code of 1949, 24 P.S. § 20-2001-A et seq., as amended.
- b. "Board" shall mean the Board of Governors of the Pennsylvania State System of Higher Education.
- c. "Campus Police" shall mean all law enforcement personnel employed by the system who have successfully completed a campus police course of training approved under 53 Pa.C.S. Ch. 21 Subch. D (relating to municipal police education and training).
- d. "Chancellor" shall mean the chief executive officer of the Pennsylvania State System of Higher Education.
- e. "Commonwealth University" shall mean Commonwealth University of Pennsylvania. Commonwealth University may also be referred to as the "University" in these Bylaws.
- f. "Council" shall mean the Council of Trustees of Commonwealth University.
- g. "President" shall mean the chief executive officer of Commonwealth University.
- h. "Sunshine Act" shall mean Chapter 7 of Title 65 of the Pennsylvania Consolidated Statutes, 65 P.S. § 701 et. Seq., as amended.

ARTICLE II
Powers and Duties

Section 1. Powers and Duties

As delineated in Section 2009-A of Act 188, and in accordance with the policies, procedures, and standards adopted by the Board, the Council of Trustees shall have the power and its duty shall be:

- a. To make recommendations to the Chancellor for the selection and retention of the President following input by students, faculty, staff, and alumni; and for the dismissal of the President.
- b. 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.
- c. To review and provide input to the President pertaining to policies and procedures governing the use of institutional facilities and property.
- d. To approve schools and academic programs.
- e. To review and approve the recommendations of the President pertaining to annual operating and capital budget requirements for forwarding to the Board.
- f. To review and approve recommendations to charges for tuition, and to approve room and board and other fees, except student activity fees and any fees related to the provision of contracted health services.
- g. To review contracts and purchases negotiated or awarded by the President, including any contract or purchase reports, with or without competitive bidding, and all contracts for consultative services entered by the President.
- h. To represent the institution at official functions of the Commonwealth.
- i. To take such other action as may be necessary to effectuate the powers and duties delegated to the Council under Act 188.

- j. In accordance with the evaluation procedure established by the Board, the Council shall conduct an evaluation of the President and forward the results of that evaluation with recommendation to the Chancellor, for submission to the Board.
- k. By resolution adopted by the Council, to authorize Campus Police who have completed firearms training in accordance with 53 Pa.C.S. § 2167(a) (related to police training) to carry firearms in the course of duty. Such authority to carry firearms shall remain in effect unless the Council dissolves such authority by resolution.
- l. To reject any new, amended or altered shared services contract or collaboration required by the Board by a two-thirds vote, with written notice provided to the Board within ten (10) days of the Council's decision.

ARTICLE III
Meetings

Section 1. Meetings

As delineated in Section 2008.1-A(g) of Act 188, the Council shall meet at least quarterly. Meetings of the Council of Trustees of Commonwealth University of Pennsylvania shall normally be held in the months of September, December, March, and June at such time and on such date of the month as the Chairperson of the Council prescribes, unless otherwise determined at a previous meeting of the Council.

Section 2. Special Meetings

As delineated in 2008.1-A(g) of Act 188, a special meeting of the Council may be held at the call of the President, the Chairperson of the Council, or upon the request of four (4) members of the Council.

Section 3. Notice of Meeting

The Secretary of the Council, or in their absence, any person appointed by the Chair, shall be responsible for notifying the members of the Council and the public relative to the time and place of all meetings of the Council in accordance with the Sunshine Act. In the case of special meetings, the purpose for which the special meeting is called shall be given in the notice, and the business transacted at such meeting shall be limited to the purpose stated. A notice of each regular and special meeting shall be sent to the Chancellor.

Section 4. Minutes of Meeting

Minutes of all public meetings shall be prepared and maintained in accordance with the Sunshine Act and other applicable laws. The minutes of any meeting shall be reviewed, amended if necessary, and approved at the next Council meeting. The minutes of any meeting shall include the date, time and place of the meeting, the names of members present, the substance of all official action, a record by individual member of the roll call votes taken, and the names of all citizens who appeared officially and the subject of their testimony. A copy of the minutes of each meeting shall be sent to each member of the Council following each meeting of the Council and to the Chancellor.

Section 5. Order of Business

The order of business to be transacted at all regular meetings of the Council shall be as follows, unless suspended or modified by majority vote of the Council:

- a. Call to order and roll call
- b. Approval of the Minutes of the previous meeting as distributed to the Council of Trustees
- c. Public comment
- d. Report of the Council Chairperson
- e. Reports of the University President and Cabinet
- f. Report(s) of any standing committees
- g. Report(s) of any special committees
- h. Reports of advisors to the Council
- i. Other Business
- j. Adjournment

Section 6. Public comment will be permitted at the meetings of the Council. This portion of the agenda shall serve to give any member of the audience an opportunity to speak to any item on the agenda, or to express an opinion or to comment on any other matter that relates to the University. Public comment shall not be a question and answer period. Those persons wishing to speak shall raise their hand and the Chairperson will call upon as many people as possible and when called upon to speak, that person shall please stand, state his/her name and proceed with his/her comments. Commenters may be asked to limit comments to a duration specified by the Chairperson.

Section 7. Remote and Virtual Participation

Council members may participate in Council meetings by remote or virtual means. Participation by remote or virtual means shall constitute presence at the meeting.

Section 8. Parliamentary Procedures

On questions of parliamentary procedure not covered in these Bylaws, the most recent current edition of Robert's Rules of Order shall prevail.

Section 10. Executive Sessions

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

ARTICLE IV
Organization

Section 1. Membership

- a. The membership of the Council shall consist of fifteen (15) members.
- b. Twelve (12) of the members shall be individuals nominated and appointed by the Governor, with the advice and consent of the Senate.
- c. Three (3) members of the Council shall be full-time students in good academic standing. One student shall be appointed by the Board from each institution consolidated under Section 2002-A of Act 188.
- d. At least three (3) members of the Council must be alumni, one from each institution consolidated under Section 2002-A of Act 188.
- e. The Chancellor shall serve as an ex officio member.

Section 2. Quorum

As delineated in Section 2008.1-A(g) of Act 188, eight (8) members of the Council shall constitute a quorum. No more than one student member shall be counted toward establishing a quorum.

Section 3. Term

- a. At the conclusion of the terms of office of the initial Council, the members of the Council shall serve a term of office of six years as delineated in Section 2008.1-A(d) of Act 188. A member of the Council shall serve until their successor is duly appointed and qualified.
- b. Student members will serve a term of four years, or for as long as the student is a full-time student in good academic standing at the University, whichever is shorter.

Section 4. Officers

- a. As delineated in Section 2008.1-A(g) of Act 188, the Council shall select from its members a Chairperson and Secretary to serve at the pleasure of the Council.
- b. The Council shall also select from its members a Vice Chairperson and an Officer at Large.
- c. The officers of the Council shall be elected at a quarterly meeting of the Council each year and shall perform the duties prescribed by the Council and the duties usually assigned to such offices. The officers elected shall hold office for a period of one (1) year or until successors are duly elected.
- d. In the event of a vacancy of an office, the highest-ranking remaining officer will appoint and notify a Nominating and Governance Committee within two (2) weeks of the notification of the vacancy. The order of officers authorized to act on behalf of the Council shall be the Chairperson, Vice Chairperson Secretary and Officer at Large. The Nominating and Governance Committee will recommend a slate to be voted on by the Council of Trustees within one (1) month of the notification of the vacancy, or as soon thereafter as possible.
- e. Any officer of the Council may be removed as such officer at any meeting by a resolution adopted by at least eight (8) members of the Council. A vote for removal of an officer must be at a regular or special meeting of the Council and must be preceded by notice of the proposed action to each Council member and to such officer at least ten (10) days prior to the regular or special meeting.

Section 5. Committees

- a. An Executive Committee shall be composed of the officers of the Council.
- b. The Chairperson of the Council may, by authority of the Council, appoint such committees as are necessary for the transaction of business.
- c. The Sunshine Act shall apply to all committee meetings.
- d. The Council may convene as a Committee of the whole in lieu of all or any established standing committees.

ARTICLE V
Amendments

Section 1. Amendment of Bylaws

These Bylaws may be amended by a vote of eight (8) Council members provided each member of the Council has received a copy of the proposed changes prior to the next regular or special meeting at which the vote on the amendment(s) shall be taken.

ARTICLE VI
Advisors to the Council

Section 1. The Council may designate individuals, groups, or organizations related to Commonwealth University to serve as Advisors to the Council and invite a representative or leader of that group or organization to attend each of the Council's regular public meetings.