

**BYLAWS**  
**of the Board of Trustees**  
**of**  
**Oakland University**

**ARTICLE I**  
**The Corporation**

The board of control of Oakland University created under Act No. 35 of the Public Acts of 1970 of the State of Michigan shall be called the Board of Trustees of Oakland University and shall be a body corporate to be constituted as provided by law and to exercise its constitutional powers and duties. Members of the Board shall serve without compensation but shall receive actual and necessary expenses incurred by them in the performance of the duties of their office.

**ARTICLE II**  
**Meetings of the Board**

The Board of Trustees shall hold regular public meetings in accordance with the laws of the State of Michigan. The Board of Trustees may hold special public meetings at any time upon the call of the President of the university or the Chairman of the Board of Trustees. Any four members of the Board may call a special public meeting of the Board of Trustees at any time upon ten days written notice. Reasonable notice of the call of all meetings shall be given to the Board of Trustees, provided, however, that such notice may be waived by attendance at the meeting or in writing. A majority of the members shall constitute a quorum to do business. The Board may take any action within its power at any regular or special meeting unless the call of a meeting states a limited purpose. Meetings shall be conducted under parliamentary procedure and the chairman of the meeting shall be the parliamentarian. The Board shall take action by resolution or ordinance adopted at any regular or special meeting by vote of a majority of the members of the Board. Public notice of all meetings of the Board of Trustees shall be published in accordance with the requirements of Public Act No. 267 of 1976.

**ARTICLE III**  
**Voting Procedures**

Votes on all matters coming before the Board shall be taken by voice unless a roll call vote is called for by the chairman of the meeting or by any member of the Board or as required by law.

ARTICLE IV  
Officers and Organization of the Board

A. Chairman and Vice Chairman. At the regular August meeting each year, the Board shall elect one of its own members to be its Chairman and another of its members to be its Vice Chairman for a term of one year and until a successor shall be elected. In the event of vacancy in either office, the Board may make an interim appointment to the office for the unexpired term. The Chairman shall perform such duties as may be prescribed by law or by action of the Board, and the Vice Chairman shall perform such duties in the absence of the Chairman. The Chairman shall preside at meetings of the Board. In the absence of the Chairman and the Vice Chairman at any meeting of the Board, the Trustees present shall select an Acting Chairman to preside over the meeting.

B. President. The Board shall appoint a President of the University who shall serve at the pleasure of the Board. He shall be a member of the Board, ex officio, without the right to vote and shall be the chief executive and administrator of the University. The President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the university. The President shall exercise such powers as are appropriate to his position in promoting, supporting, and protecting the interests of the University and in managing and directing its affairs. He may issue directives and executive orders not in contravention of existing Board policies. He shall be responsible for all educational, financial, business, and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned to him by the Board of Trustees.

C. Secretary. The Board shall appoint, upon the recommendation of the President of the university, a Secretary to the Board and of the university who shall serve at the pleasure of the Board. The Secretary shall keep a public record of all actions of the Board. He shall be the custodian of the corporate seal and shall cause it to be used at the direction of the Board of Trustees.

D. Treasurer. The Board of Trustees shall upon the recommendation of the President of the university appoint a Treasurer of the Board who shall serve at the pleasure of the Board. The Treasurer of the Board shall be responsible for those fiscal matters specifically referred to the Treasurer by the Board of Trustees or by the President of the University with Board approval. The Treasurer shall give bond satisfactory to the Board for the faithful performance of the duties of the Treasurer as required by law and shall provide such periodic financial reports as may be required by law or by the President or the Board of Trustees.

E. General Counsel. The Board shall appoint, upon the recommendation of the President of the university, an attorney to serve as General Counsel at the pleasure of the Board. The General Counsel shall report to the President and shall be responsible for all legal matters for the Board of Trustees and the university. The General Counsel shall have authority to retain outside legal counsel to provide legal services for the university, as needed. The General Counsel shall keep the Board informed of the status of all litigation to which the university is a party as well as other legal matters of significant import. The General Counsel shall have the authority to execute all legal documents including those required for purposes of litigation and/or court proceedings.

## ARTICLE V Committees

The Board of Trustees may appoint committees of the Board for any purpose and may prescribe their duties and functions. The President of the University, or his designee, shall be a member of all such committees. Committee meetings need not be public, but all reports and recommendations by committees to the Board of Trustees shall be made at public meetings.

## ARTICLE VI University Governance

The Board of Trustees delegates to the President of the University full authority and responsibility for the governance of the University subject to any limitation or policies which may be established from time to time by the Board of Trustees.

## ARTICLE VII University Senate

The Board of Trustees recognizes the University Senate as an organization to advise the President in regard to academic policies and programs. The University Senate shall be organized and shall function in accordance with such Constitution of the University Senate as may be approved or amended by resolution of the Board of Trustees.

## ARTICLE VIII University Congress

The Board of Trustees recognizes the University Congress as an organization to advise the President in regard to policies and programs relating to student life. The University Congress shall be organized and shall function in accordance with such Constitution of the University Congress as may be approved or amended by resolution of the Board of Trustees.

ARTICLE IX  
Courses of Instruction and Degrees

The Board delegates to the President of the University the authority to establish and regulate courses of instruction and programs of research and service in higher education in accordance with such policies as may be established from time to time by the Board of Trustees. Students who complete prescribed courses of study may be granted such baccalaureate and graduate and professional degrees and diplomas by the Board of Trustees as may be recommended by the President or his designee. Honorary degrees may be awarded by the Board of Trustees in recognition of distinguished accomplishment and service within the scope of the arts and letters, sciences, professions, and public service as recognized and supported by the University. No person shall be eligible for an honorary degree while an officer, faculty member, or employee of the University.

ARTICLE X  
Financial Responsibility

It is the policy of the Board of Trustees to maintain at all times the absolute financial integrity of the University and to maintain adequate income and reserves to assure timely payment of all financial obligations and the proper utilization of University funds for their intended purpose. It is the further policy of the Board of Trustees to conserve the financial resources of the University and to expend them in such manner as will assure the realization of maximum value in capital improvements, goods and services.

ARTICLE XI  
Execution of Documents

Legal documents may be executed on behalf of the University by the President, the Secretary, the Vice President for Administrative Affairs or the Treasurer, or by such other parties as may be specifically authorized from time to time by the Board of Trustees to execute documents.

ARTICLE XII  
Corporate Seal

The corporate seal shall be adopted in such form as may be approved from time to time by resolution of the Board of Trustees and entrusted to the Secretary for use in accordance with policies of the Board of Trustees.

ARTICLE XIII  
Amendments

These Bylaws may be amended or repealed at any meeting of the Board of Trustees by an affirmative vote of a majority of the Board; provided, however, that no such amendment shall be proposed for adoption unless the text of the proposed amendment has been distributed to all members of the Board at least thirty days prior to the date of the meeting at which it is proposed for adoption, or unless such advance distribution is expressly waived by six members of the Board of Trustees.

ARTICLE XIV  
Administrative-Professional Assembly

The Board of Trustees recognizes the Administrative-Professional Assembly as an organization to advise the President in regard to policies and programs relating to administrative employees other than matters pertaining to wages, hours, and working conditions. The Administrative-Professional Assembly shall be organized and shall function in accordance with such Constitution of the Assembly as may be approved or amended by resolution of the Board of Trustees.

ARTICLE XV  
Oakland University Alumni Association

The Board of Trustees recognizes the Oakland University Alumni Association as an organization to assist the Office of Alumni Relations and to promote and preserve the well-being of the University. The Alumni Association shall be organized and shall function in accordance with such articles of organization as may be approved or amended by resolution of the Board of Trustees.

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As adopted by the Board of Trustees on May 8, 1971, and incorporating amendments as approved on:

October 18, 1972  
June 27, 1973  
April 27, 1977  
April 15, 1981  
May 20, 1981  
July 15, 1981  
June 27, 1994  
June 12, 1997