



BYLAWS

BOARD OF GOVERNORS OF THE COLORADO STATE UNIVERSITY SYSTEM

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Revised as of June 22, 2012

ARTICLE I – AUTHORITY AND POWERS

The Colorado Constitution and the Colorado Revised Statutes vest the supervision and control of the Colorado State University System (System) in the Board of Governors (Board). The Colorado State University System is a body corporate of the State of Colorado and is composed of Colorado State University (CSU), Colorado State University – Pueblo (CSU-P), Colorado State University – Global Campus (CSU-G), and their constituent agencies, institutes and services.

Powers

The Board of Governors of the Colorado State University System has such powers, rights and privileges as are granted to it under the Colorado Constitution and Colorado law, including, but not limited to, suing and being sued; taking and holding personal property and real estate; contracting and being contracted with; selling, leasing, or exchanging real property; controlling and directing all monies received by it; making determinations relating to personnel matters; promulgating rules and regulations for the safety and welfare of students, employees and property; and promulgating rules and regulations necessary for the governance of the respective institutions and entities it governs.

Delegation

Except for its legislative or judicial powers or powers otherwise reserved by statute to the Board, the Board may delegate authority to the Chancellor, the Institutional Presidents or other officers or agents to approve and execute contracts, agreements, grants, warrants and other binding legal instruments in the name of the Board and perform such other duties as the Board deems proper and necessary. The Board may also delegate personnel powers, including the power to hire and fire employees exempt from the State Personnel System, to the Chancellor and the Institutional Presidents and allow such officers to re-delegate their personnel power to other officers of the System or the institutions.

ARTICLE II – BOARD MEMBERSHIP

The Board of Governors consists of fifteen (15) members, including nine (9) Voting Members and six (6) non-voting Advisory Members who shall have such qualifications as required by law.

Voting Members

The Voting Members are appointed by the Governor of the State of Colorado and confirmed by the State Senate for terms of four years, and may serve a total of two terms. A vacancy in the unexpired term of a Voting Member of the Board may be filled by the affirmative vote of a majority of the Voting Members of the Board.

Advisory Members

The Advisory Members shall be comprised of two representatives from each of the Institutions listed in Article I. For the Advisory Members from CSU and CSU-P, one shall be an elected officer of its faculty council, who must hold the rank of associate professor or higher; and the other shall be an elected officer of the student body, who must be a full-time

junior or senior student. For the Advisory Members from CSU-G, one shall be a faculty member with a minimum of three (3) years of service on the CSU-G faculty to be recommended by the Faculty Affairs Committee and approved by the Governing Council at CSU-G; and the other shall be a student in good standing from the CSU-G campus student body, to be recommended by the Student Affairs Committee and approved by the Governing Council at CSU-G. A vacancy in either the expired or unexpired term of an Advisory Member of the Board may be filled in accordance with the rules and regulations of the faculty or student body by which they were elected.

ARTICLE III - OFFICERS

The officers of the Board include Chair, Vice Chair, Treasurer, and Secretary, all of whom shall be elected by majority vote from among the Voting Members of the Board.

Election

Election of officers generally takes place at the May Board meeting in years ending in odd numbers. Board officers assume their positions at the conclusion of the meeting at which they are elected and serve for a period of two years or until their successors are elected.

Chair

The Chair shall preside at all meetings of the Board and shall sign all contracts and documents required to be executed by the Board. The Chair, subject to ratification by the Board, shall also appoint the members of all standing and ad hoc committees. The Chair shall also be an ex-officio Voting Member of all committees and perform such additional tasks as may be necessary to implement actions approved or taken by the Board.

Vice Chair

The Vice Chair of the Board shall, in the absence of the Chair, perform the duties of the Chair.

Secretary

The Secretary shall make certifications on behalf of the Board and perform such other duties as are normally performed by the Secretary of a legally-organized corporate body and those which may be assigned by the Board. The Secretary shall cause all notices to be sent that may be required and necessary to comply with these Bylaws and the Colorado Open Meetings Law. The Secretary shall also cause a record to be kept and maintained of all action and proceedings and policies of the Board.

Treasurer

The Treasurer shall keep a true and faithful account of all funds so received in separate accounts according to the source of the funds. The Treasurer shall report on the funds to the Board, including an annual report at the close of the fiscal year and other reports as the Board may require. The duties of the Treasurer may, upon approval by the Board, be delegated to the Chief Financial Officer of the System.

Assistants, Deputies and Assistant Chairs

The Board shall appoint such assistants or deputies as it deems necessary to accomplish the duties of the officers of the Board. The Chair shall appoint such assistant chairs of committees as deemed necessary to accomplish the purposes of the committees.

Vacancies

In the event of a vacancy in any office of the Board, a successor shall be elected by the Board to serve for the period of any unexpired term and until a successor to that person is elected.

ARTICLE IV – MEETINGS

Regular Meetings

Regular meetings of the Board shall be held at such time and place as set annually by the Chair with the consent of the Board. Twice annually the Board shall meet at CSU.

Special Meetings

The Chair of the Board may call special meetings of the Board in case of emergency at any time and place, and also shall do so upon the written request of any three members of the Board.

Committee Meetings

The Chair of the committee may call committee meetings at such time and place as is necessary to discharge the duties of said committee.

Notices

Notice of the time, place, and agenda of all meetings, both regular and special, of the Board and any of its committees shall be given in accordance with the Colorado Open Meetings Law. Under normal circumstances the Board shall give no less than 24 hours notice of a regular, special or committee meeting by appropriate methods such as U.S. mail, electronic mail, electronic facsimile, or posting in the office building of the Board or on the Board of Governors website.

Agenda

No less than five days (5) before any regular meeting, an agenda setting forth the matters which are to be considered at the meeting shall be sent to Board members. An agenda for any special meeting or committee meeting shall be sent to Board members as early as is practicable.

Records of Meetings

A recording and minutes shall be kept of all meetings of the Board with the exception of attorney-client communications discussed in Executive Session. All recordings and minutes shall be retained in accordance with law.

Physical Presence of Members at Meetings

Meetings of the Board, whether regular, special or by committee, shall require the physical presence of their members except when the Chair of the Board or the Chair of a committee determines that it is necessary to provide for other means of communication for a particular meeting. Under such circumstances meetings may be held by telephone, video conferencing, or other forms of electronic communication, and members participating in such meetings shall be deemed to be present for all purposes. Such meetings shall be conducted in accordance with the Colorado Open Meetings Law.

Motions, Seconding and Voting on Actions

All members of the Board may make and second motions, but only Voting Members of the Board may vote on Board actions. Proxy voting is not allowed.

Executive Session

The Board and its respective committees may meet in Executive Session to discuss matters as permitted by the Colorado Open Meetings Law.

Adjournment

Any meeting may be adjourned and its business continued to an appointed day by a vote of the majority of the Voting Members present even though there shall be less than a quorum.

Rules of Procedure

ROBERT'S RULES OF ORDER NEWLY REVISED, current edition, shall govern the proceedings and the conduct of meetings of the Board and its committees, in all cases to which they are applicable and which are not covered in or by the Bylaws, Policies or Resolutions of the Board, or the laws of Colorado.

ARTICLE V - EXERCISE OF POWERS

Official action of the Board, or any action in the case of the Executive Committee or recommendations in the case of any other committee, shall occur only in open session at meetings duly called and held and at which a quorum is present in accordance with these Bylaws and as required by law. Matters coming before the Board at regular, special or committee meetings shall be determined by a majority of the Voting Members who are present.

ARTICLE VI - QUORUM

A quorum of the Board shall be a majority of the Voting Members of the Board. A quorum of any committee of the Board shall be a majority of the Voting Members of the committee. The Board Chair's ex officio attendance during a committee meeting does not establish a quorum. In the absence of a quorum of committee members, the Board Chair may appoint any Voting Member of the Board to serve as an ad hoc committee member or the entire Board may discharge the duties of the committee as a Committee of the Whole.

ARTICLE VII – COMMITTEES

The Board shall have the following standing and ad hoc committees related to the Board's duties and responsibilities for oversight of the System. The Chair of the Board shall be a voting ex officio member of each standing committee, but the Board Chair's attendance during a committee meeting does not establish a quorum. The Chair of any committee must be present to constitute a quorum for a committee. Accordingly, in the absence of a Chair of a committee, the Board Chair may assume the duties of the Chair for the committee or appoint any Voting Member of the committee to act as Chair for the committee. In the absence of a quorum of committee members, the Board Chair may appoint any Voting Member of the Board to serve as an ad hoc committee member or the entire Board may discharge the duties of the committee as a Committee of the Whole.

Standing Committees of the Board

The Board shall have the following standing committees, each of which shall have the duties and powers set forth below. Each standing committee shall be staffed by the designated System staff. Only the members of the standing committee and the Chair of the Board shall be entitled to vote on matters before the committee.

The Executive Committee

The Executive Committee shall consist of the Chair of the Board (who shall serve as the committee Chair) the Vice Chair of the Board, the Secretary, the Treasurer and one additional member appointed at the discretion of the Chair of the Board from among the Voting Members.

The Executive Committee shall have the full power of the Board when the Board is not in session except with respect to hiring, termination, evaluation and compensation of the Chancellor and the Institutional Presidents. The Secretary shall cause a written record of any actions by the Executive Committee to be made and transmitted to the Board at the next meeting of the Board.

The Academic and Student Affairs Committee

The Academic and Student Affairs Committee shall be comprised of at least three (3) Voting and two (2) Advisory Members of the Board. It is responsible for reviewing, evaluating, and recommending to the Board proposals concerning all academic and student affairs programs and services of the Institutions and for monitoring and providing reports to the Board of the quality, integrity, and responsiveness of the System's academic and student

affairs programs and services. Designated System staff shall staff the Academic and Student Affairs Committee.

The Audit and Finance Committee

The Audit and Finance Committee shall be comprised of at least three (3) Voting and two (2) Advisory Members of the Board. It is responsible for reviewing overall System and institutional financial management and performance, and shall review and consider institutional budget requests as well all System and institutional financial and budgetary matters. It shall also review and approve an annual Audit Plan for the Colorado State University System, review results of the independent auditor's annual financial audit, oversee the Office of Internal Audit and the Chief Auditor, and examine and evaluate audit reports. Based upon these reviews, the Audit and Finance Committee shall make recommendations to the Board on budget requests, System financing and debt, and related audit and financial matters of the Colorado State University System, the Institutions, and their constituent agencies, institutes, and services. Designated System staff shall staff the Audit and Finance Committee.

The Real Estate/Facilities Committee

The Real Estate/Facilities Committee shall be comprised of at least three (3) Voting Members of the Board and two (2) Advisory members. It is responsible for assessing, managing, evaluating, and recommending acquisition or other disposition of the real estate holdings of the Board, its Institutions and related entities. It is also charged with creating and implementing the real estate policies of the Board.

The Evaluation Committee

The Evaluation Committee shall include all of the Voting Members of the Board. The Board Chair may chair such committee or appoint a committee chair to perform such duty. The Evaluation Committee is responsible for annually evaluating the Chancellor and other Board Appointees; providing each with formal feedback about his/her performance; and making recommendations to the Board regarding terms and conditions of employment, including compensation and benefits and other personnel matters.

The annual evaluations of the CSU System Presidents are the responsibility of the Chancellor in consultation with the Evaluation Committee.

The Committee shall conduct its evaluations in accordance with the Board of Governors' policy and procedures for evaluations.

Ad Hoc Committees

Ad hoc committees may be appointed by the Chair of the Board upon a majority vote approval by the Board with such powers and duties as the Board shall determine. Unless circumstances require otherwise, ad hoc committees shall be comprised of at least three (3) Voting Members and three (3) Advisory Members of the Board. Designated System staff shall staff ad hoc committees.

Scope of Action of Committees

Formal actions of all standing and ad hoc committees, other than the Executive Committee, shall be limited to recommendations made to the Board and shall in no way bind the Board.

ARTICLE VIII - PERSONNEL

The Chancellor of the System shall report directly to the Board. The Institutional Presidents shall report to the Chancellor but shall be appointed by the Board upon the recommendation of the Chancellor. The Director of Internal Audit shall be managed by the Chancellor for administrative purposes but the Director has the authority to work directly with the Board through the Chair of the Audit and Finance Committee in order to assure independence of the audit function. The General Counsel shall be managed by the Chancellor for administrative purposes but the General Counsel has primary responsibility to the Board for all legal matters of the System and the General Counsel has the authority to communicate directly with the Board through the Board Chair in order to discharge the General Counsel's responsibilities to the Board as General Counsel for the System.

Chancellor

The Chancellor shall be the chief executive officer of the Colorado State University System with all corresponding duties and responsibilities. The Chancellor shall be appointed by the Board and shall hold office in accordance with the terms and conditions set forth by the Board. The Chancellor's duties are more fully described in the Chancellor's job description and employment agreement.

Institutional Presidents

The President of each Institution in the System shall serve as the chief executive officer of the Institution with all corresponding duties and responsibilities. The Presidents shall be appointed by the Board upon recommendation of the Chancellor and shall report to the Chancellor. Each President's duties are more fully described in the President's job description and employment agreement.

Director of Internal Audit

The Director of Internal Audit shall provide such assistance on auditing matters as shall be required by the Board, the Chancellor, the Institutional Presidents and the Institutions. The Director is selected by the Board upon the recommendation of the Chancellor. The Director's responsibilities are defined in the Audit Charter and the job description. The Director of Internal Audit is ultimately accountable to the Board and shall have a direct reporting relationship to the Board. In order to promote the effective management of Internal Audit, the Director shall also report to the Chancellor for purposes of administration and for assurance of adequate and appropriate consideration of audit findings within the System and its institutions.

General Counsel

The General Counsel is the chief legal officer of the System and represents the Board and its constituent institutions in all legal matters. The General Counsel is selected by the Board upon the recommendation of the Chancellor. The General Counsel's responsibilities are defined in the Board's Legal Services policy, the job description, and the General Counsel's employment agreement. The General Counsel is ultimately accountable to the Board and shall have a direct reporting relationship to the Board. In order to promote the effective management of the Office of General Counsel, the General Counsel shall also report to the Chancellor for purposes of administration and for assurance of adequate provision of legal services within the System and its institutions. In accordance with Colorado Law, all Attorneys who represent the Board or the System shall obtain a Special Attorney General designation and shall report to the General Counsel.

Other System Staff

The Board may appoint other System staff from time to time who report directly to the Board.

ARTICLE IX - CONFLICT OF INTEREST

All decisions of the Board, Board Officers, System staff and the Institutions must be made solely on the basis of a desire to promote the best interests of the System and its Institutions. A conflict of interest exists when a Board member or employee has or represents interests that may compete with or be adverse to those of the Board and the System. A conflict of interest exists not only when there is any benefit, direct or indirect, received by such individuals or those with whom such person has an affiliation in connection with the official actions of the Board and System, but also when the Board or System interests are, or could be, adversely affected by a conflict of interest or perception or appearance of a conflict. Although members of the Board may have allegiances to and associations with a particular System Institution and/or community, as well as other outside interests, their paramount fiduciary obligation is to serve the best interests of the Board and the System. All conflicts of interest must be fully disclosed and the interested person shall refrain from participation in and consideration of the proposed transaction in accordance with the policies more fully described in the Board of Governors Policy manual.

ARTICLE X – INDEMNIFICATION

The Colorado State University System shall indemnify any Board Member, Board Officer, System staff, employee or agent of the System who is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of service as a Board Member, Officer, System staff, employee or agent of the System against expenses and judgments if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the interests of the System, and with respect to any criminal action or proceedings, had no reasonable cause to believe the conduct was unlawful.

ARTICLE XI - EXPENSE REIMBURSEMENT POLICY

Board members will be reimbursed for reasonable and necessary expenses incurred in the performance of their duties.

ARTICLE XII – NECESSARY POLICIES AND PROCEDURES

The Board may specify any necessary rules and regulations to effectuate these Bylaws through Resolution, and may prescribe policies and procedures for the management, operation and control of the Colorado State University System in furtherance of its stated Mission, Vision and Values. Such policies and procedures may be amended at any meeting of the Board by the affirmative vote of five (5) Voting Members, provided that notice of any amendment shall have been given with the notice of meeting at which such amendment is scheduled to be voted upon. At the meeting following such notice, the Board may adopt, reject, or adopt in an amended form the proposed amendment.

ARTICLE XIII - AMENDMENT/SUSPENSION OF BYLAWS

These Bylaws may be amended at any meeting of the Board by the affirmative vote of five (5) Voting Members, provided that notice of any proposed amendment shall have been given with the notice of the meeting at which such amendment is scheduled to be voted upon. Any and all provisions of the Bylaws, not otherwise required by law, may be suspended by a vote of two-thirds (2/3) of the Voting Members of the Board present at any meeting of the Board.

COLORADO STATE UNIVERSITY SYSTEM

MISSION, VISION, VALUES

Adopted by the Board of Governors in May 2010.

Mission

The Colorado State University System exists to support, enhance, and protect the unique missions of its constituent institutions and to encourage collaboration that benefits students and Colorado.

Vision

The Colorado State University System will create the financial sustainability to fulfill its mission, while expanding its statewide presence and creating opportunities for building a stronger future for Colorado.

Values

We embrace these values as we fulfill ***Our Commitment to Building a Stronger Colorado***:

- An entrepreneurial attitude, while consistently demonstrating fiscal responsibility and resourcefulness.
- A passion for excellence and a commitment to continuous quality improvement.
- A willingness to collaborate and work with others in an environment of respect and trust.
- A commitment to open communication, ethical conduct and full accountability.
- A loyalty to the mission, with a specific emphasis on meeting student needs.
- An appreciation for diversity and inclusiveness.

University Missions

Colorado State University

Inspired by its land-grant heritage, CSU is committed to excellence, setting the standard for public research universities in teaching, research, service and extension for the benefit of the citizens of Colorado, the United States and the world.

Colorado State University-Pueblo

CSU-Pueblo is committed to excellence, setting the standard for regional comprehensive universities in teaching, research and service by providing leadership and access for its region while maintaining its commitment to diversity.

Colorado State University-Global Campus

CSU-Global Campus is committed to advancing student success in a global society, investing in human capital, expanding the state economy, and enhancing the quality of life for citizens in the state of Colorado and beyond by providing access to dynamic degree programs characterized by academic excellence, innovative delivery technologies, and strong stakeholder engagement.