

**BYLAWS OF THE BOARD OF GOVERNORS  
OF WEST LIBERTY UNIVERSITY**

Article I. Meetings

Section 1. Annual Meeting.

Unless otherwise determined by the Board, the Annual Meeting of the Board of Governors of West Liberty University shall be held at the regular June Board meeting each year on the campus at a date and time to be determined by the Board. According to West Virginia statute, the agenda of this meeting shall include election of officers for the upcoming year which begins July 1.

Section 2. Regular Meetings.

In addition to the annual meeting in June, the Board of Governors shall, by West Virginia statute, hold at least five additional meetings during each year. The date, time and location of these meetings will be determined by the Board and noticed with the Office of the Secretary of State as provided in Section 4.

Section 3. Special Meetings.

Special meetings of the Board may be called at any time at the request of the Chairman of the Board, of three members of the Board, or of the President of the University. The date, time and location of any such special meetings will be determined by the Board and noticed with the Office of the Secretary of State as provided in Section 4.

Section 4. Notice of Meetings.

Notice of all meetings of the Board of Governors, including date, time and location, shall be filed with the Office of the Secretary of State in Charleston, West Virginia, and published in the State Register at least five days before the meeting is to be conducted. Special or emergency meetings of the Board may require the filing of an emergency notice with the Office of the Secretary of State.

Section 5. Place of Meetings.

The place of the meeting shall normally be the West Liberty University campus unless otherwise determined by the Board and stated in the notice of the meeting.

Section 6. Quorum.

A majority of the twelve voting members of the Board (seven) shall at all times constitute a quorum for the transaction of business. A member may participate and vote by telephone.

Section 7. Rules of Order.

General parliamentary rules, as given in Robert's Rules of Order, current edition, and as modified by rules and regulations of the Board, shall be observed in conducting the business of the Board.

## Article II. Officers

### Section 1. Election of Officers.

At the Annual Meeting, the Board shall elect the following officers to serve a one-year term beginning the first day of July of that year through the thirtieth day of June of the following year and until after their respective successors have been duly elected:

- (a) Chairman
- (b) Vice Chairman
- (c) Secretary

### Section 2. Special Elections.

Vacancies in any of the three offices may be filled by the Board through election held at any regular or special meeting of the Board provided that such election is publicized in the notice. The person or persons elected shall serve for the remaining portion of the unexpired term(s).

### Section 3. Duties of Chairman.

The Chairman of the Board of Governors shall preside at the meetings of the Board, shall appoint the members of all standing and special committees of the Board, and shall discharge any other duties ordinarily required of a presiding officer, unless it is otherwise ordered. The Chairman, or the Chairman's designee, shall have authority to sign all contracts and other instruments requiring execution on behalf of the Board. The Chairman shall have the right to vote upon all questions, motion or recommendations submitted to the Board unless voting on such questions, motion or recommendations might present a conflict of interest.

No member may serve as Chairman for more than four consecutive years.

### Section 4. Duties of Vice Chairman.

The Vice Chairman of the Board of Governors, shall, in the absence of the Chairman, perform all duties of the Chairman of the Board until the Chairman resumes office or a successor has been duly elected. In the absence of both the Chairman and the Vice Chairman, the Board shall elect a Chairman pro tempore who shall perform the duties of the Chairman.

### Section 5. Duties of Secretary.

The Secretary of the Board of Governors shall keep or cause to be kept a full and true record of all meetings of the Board and of any committee of the Board. The Secretary shall attest to the accuracy of the minutes of each meeting. The Secretary shall issue or cause to be issued notice of all regular and special meetings of the Board.

### Section 6. Duties of the President.

The President of the University shall be the Chief Executive Officer responsible to the West Liberty University Board of Governors. The President shall be appointed by the Board and shall hold office, subject to the pleasure of the Board. The President shall attend Board meetings and make regular reports to the Board.

In the event of a vacancy in the Office of the President or the inability of the President to act due to illness, injury, incapacity or disability, the Board may appoint an interim President with the approval of the West Virginia Higher Education Policy Commission. Upon the occurrence of a vacancy in the

position of President, the Board shall undertake a search for a new President according to prescribed guidelines and policies.

### Article III. Committees

#### Section 1. Executive Committee.

The Chairman, Vice Chairman, Secretary, and immediate past Chairman of the Board shall constitute the Executive Committee of the Board. The Executive Committee shall have the powers of the Board, when the Board is not in session, and shall provide for the execution of orders and resolutions not otherwise specially committed or provided for. A separate record of the proceedings of this Committee shall be kept by the Secretary, and the same shall be submitted to the Board for inclusion in the record at the next regular or special meeting.

#### Section 2. Standing Committees.

The addition of one or more standing committees of the Board will require an amendment to these Bylaws as provided in Article IV. A standing committee of the Board may be created upon presentation of the need for such committee to the full Board at a regular meeting of the Board and by a two-thirds affirmative vote of the entire Board.

- 2.1 Finance Committee – Purpose: To plan for and review the financial status and annual/long range budgets for the University.
- 2.2 Academic Affairs Committee – To keep the Board up-to-date academically.
- 2.3 Student Life Committee – To keep the Board up-to-date on campus happenings, placement, retention, and experience.
- 2.4 Governance Committee – To make sure Board members are in line with their duties, a membership succession plan is in place, ensure that Board members are acting and handle their fiduciary responsibilities.

#### Section 3. Special Committees.

Subject to the approval of the Board, special committees may be appointed by the Chairman of the Board with such powers and duties as the Board or Chairman may determine. The special committee shall report to the Board on those matters for which the special committee was created.

### Article IV. Amendments to Bylaws

These Bylaws may be amended at any regular or special meeting of the Board, provided previous notice of the nature of any proposed amendment shall have been given at least one regular or special meeting before the action thereon shall be taken.

Approved by the WLSC Board of Governors 7/11/01  
Amended by the WLSC Board of Governors 7/29/02  
Amended by the WLSC Board of Governors 1/26/05  
Section 3 of Article II was revised on February 8, 2012  
Amended by the WLU Board of Governors June 2, 2021