

Collected Rules and Regulations

Administration

Chapter 10: Board of Curators

10.030 Board Bylaws

As adopted the 7th day of November, 1969, in place of Bylaws adopted November 12, 1965, and amended January 19, 1968, and amended November 8, 1968; see also 172.100 R.S.Mo. (1969); Amended Bd. Min. 12-14-79; Amended Bd. Min. 12-7-90; Amended Bd. Min. 7-15-94; Amended Bd. Min. 5-23-96; Amended Bd. Min. 9-26-97; Amended Bd. Min. 5-17-02; Amended Bd. Min. 5-31-02; Amended Bd. Min. 11/21/02, Amended Bd. Min. 4/8/05, Amended Bd. Min. 7/21/06, Amended Bd. Min. 10/6/06, Amended Bd. Min. 4/6/07, Amended Bd. Min. 11-29-07, Amended Bd. Min. 6-11-10, Amended Bd. Min. 12-10-10, Amended Bd. Min. 2-1-13; Amended Bd. Min. 12-7-17; [Amended Bd. Min. 5-17-22](#).

A. **Article I Definitions**

For purposes of these bylaws the following definitions shall apply:

1. **University** -- The term "University" or "University of Missouri" shall refer to the institution, in all of its parts, persons, property and relationships wherever situated, owned, operated, controlled, managed or otherwise regulated under the supervision or direction of The Curators of the University of Missouri or the Board of Curators of the University of Missouri.
2. **The Curators of the University of Missouri** -- The term "The Curators of the University of Missouri" shall refer to the corporate entity, of which the Board of Curators is the governing body.
3. **The Board of Curators of the University of Missouri** -- The term "Board of Curators of the University of Missouri," "Board of Curators," or "Board" shall refer to the governing board of The Curators of the University of Missouri, and shall be composed of the Curators duly appointed and qualified as provided by law.
4. **The Executive Committee of the Board of Curators of the University of Missouri** -- The term "Executive Committee of the Board of Curators of the University of Missouri" or "Executive Committee" shall refer to that committee of the Board of Curators appointed to act for and on behalf of the Board of Curators when such Board of Curators is not in session. Such Executive Committee shall be deemed to be the Executive Board and Executive Committee as heretofore known.
5. **The Site of the University of Missouri** -- The term "site" of the University of Missouri shall be deemed to include each and every campus of the University; any real estate owned by the University, and wherever located and any other land or building in the possession or under the control of the University, whether owned, leased, rented, held under purchase contract, or owned by others for the use and benefit of the University, during any and all times that such land or buildings, or parts thereof may be under the actual control and in the actual possession of the University.
6. **Chair of the Board** -- The term "Chair of the Board," "Chair," "Chairman," "Chairwoman," or "Board Chair" shall refer to the Curator who is the duly elected or acting Chair of the Board of Curators. The individual so elected shall also be deemed

to be serving as President of the Board of Curators within the meaning of statutory section 172.090 and all other sections of Chapter 172 of the Revised Statutes of Missouri, and shall be authorized to execute on behalf of the Board of Curators of the University of Missouri and The Curators of the University of Missouri, a public entity, all documents as President of the Board or Chair of the Board as deemed appropriate, and hereinafter as may be referred to as "Chair," "Chairman," "Chairwoman," or "Board Chair."

7. **President of the University** -- The term "President of the University" or "President" shall refer to the duly appointed or acting President of the University, and who shall be the chief executive and academic officer of the University.
8. **Campus** -- The term "campus" shall refer to an academic or administrative subdivision of the University as established by the Board of Curators.
9. **Appointments** -- The appointments of all officers and employees of the University, although made for administrative or fiscal purposes for a specific term, may be terminated by the Board of Curators at any time at the pleasure of the Board of Curators. Notwithstanding any rule, regulation or policy of the University to the contrary, all such appointments are subject to the right of the Board of Curators to adjust salaries and benefits, on a prospective basis only, at any time during the indefinite term or continuous appointment of all officers and employees of the University provided that: (a) such adjustments shall be for the shortest period of time and in the smallest increments consistent with those that the Board deems necessary; (b) adjustments shall be across the board on an equitable basis to all similarly situated University officers and employees and shall not be used to single out any given faculty, staff or administrator to be the subject of such adjustments; and (c) the foregoing shall not be deemed to abolish or abridge any right of academic personnel to academic freedom or any right under the tenure regulations of the University except as to any perceived right, express or implied, to salary level and/or benefits under said regulations or appointment papers.

B. Article II The Board Authority and Responsibilities

1. **Board Duties and Responsibilities** -- Pursuant to the Constitution and the Revised Statutes of the State of Missouri, the governance of The Curators of the University of Missouri, a body politic, the corporate entity sometimes referred to as the University of Missouri, is ultimately vested in the Board of Curators. As such, the Board may do the following:

- a. Determine and periodically review the University's mission and purposes, not inconsistent with state constitutional and/or statutory provisions.
- b. Appoint the President, who shall be the University's chief executive officer, and set appropriate terms of employment, including compensation.
- c. Support the President and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- d. Determine broad policy guiding the appointment of all faculty members and employees, on the recommendation of the President, and consistent with its other policies and regulations adopted by the Board.

- e. Review and approve proposed changes in the University’s academic programs and other major enterprises consistent with the University’s mission, plans, and financial resources.
 - f. Approve the annual budget and tuition and fees, regularly monitor the University’s financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
 - g. Contribute financially to the University’s fund-raising goals, participate actively in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to Board policy guidelines.
 - h. Adopt bylaws, rules, and regulations for the government of its members, and University officers, agents, and employees, and require adherence to such rules, including, but not limited to, those pertaining to governance and ethics and conflict of interest.
 - i. Determine the University’s structure and major academic programs and services needed for the successful conduct of its mission and purposes.
 - j. Grant diplomas and confer degrees based upon the recommendation of the President and faculty.
 - k. Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President and other responsible parties, as the Board shall determine.
 - l. Periodically assess its own performance, in order to set an example for the University community and to seek ways to strengthen its effectiveness as a governing body.
 - m. Exercise such other authority as from time to time it deems appropriate not inconsistent with the applicable laws and regulations of the United States of America and applicable laws and regulations of the State of Missouri.
2. **Curator Duties and Responsibilities** -- Recognizing the significance of serving on the Board of Curators of the University of Missouri, each Board member shall adhere to the following principles:
- a. To remember that no individual Board member has legal standing or authority to act on behalf of the Board or the University. Only the full Board as a governing body is vested with such authority, though the Board Chair ordinarily is entitled to “speak for” the Board, and the President is entitled to “speak for” the University consistent with Board policies and actions.
 - b. To devote time to learn how the University’s mission and multiple purposes are met – its uniqueness, strengths, and needs.
 - c. To become familiar with, committed to, and abide by the Board’s responsibilities and policies, as set forth in the bylaws and rules and regulations adopted by the Board and the applicable laws of the State of Missouri.
 - d. To accept and defend academic freedom and the practice of collaboration governance as fundamental characteristics of good University governance.

- e. To assist the Board in its efforts to balance its responsibilities in serving its broad public trust with advocacy for the University's needs to fulfill its mission and purposes.
- f. To adhere to and comply with policies adopted from time to time pertaining to governance and ethics and conflict of interest, including timely filing of all required public disclosures.

C. Article III The Board of Curators

1. Meetings

- a. **Annual meeting** -- The regular meeting of the Board held during the month of May or June of each year as scheduled by the Board, shall be deemed to be the annual meeting of the Board, and shall be held on such date in May or June as is fixed by the Board.
- b. **Regular meetings** -- The Board may hold regular meetings at a time and place to be fixed by the Board. The time and place of a regular meeting may be changed by order of the Board.
- c. **Special meetings** -- A special meeting of the Board may be called at any time by the Chair of the Board, or in case of his/her absence, disability, or refusal to act, by the joint action of three Curators. At least 24 hours notice of the time and place of each such meeting shall be given by letter, facsimile transmission, email or telegram mailed or sent to each Curator at his/her address on file with the Secretary. Such notice to a particular Curator may be waived by the Curator in writing and shall be deemed waived by the Curator by attendance at the special meeting. Only those subjects specified in the call for a special meeting will be considered at such special meeting except by unanimous consent of all Board members, whether present or not, and consistent with applicable law.
- d. **Adjourned meetings** -- Adjourned meetings may be ordered and held by the Board at such time and place as may be agreed upon.
- e. **Meeting Agenda** -- The agenda and order of items on the agenda for all meetings of the Board, including those identified in subparagraphs a, b, c and d above, shall be established by the President of the University with the concurrence of the Board Chair. The Board Chair, any committee of the Board, with the assistance and advice of the University officer staffing the respective committee, or any three members of the Board acting together, may place items on the agenda. Any Curator or General Officer may recommend items for the agenda. The agenda shall be developed and notice thereof made public in compliance with the applicable laws of the State of Missouri and current and future policy and regulations adopted by the Board.
- f. **Consent Agenda** -- Items shown on the established agenda for a meeting of the Board may be placed upon a consent agenda whereby all items placed thereon are approved by summary action of the Board. Items may be placed on the consent agenda by the President

of the University, the Chair of the Board, or the Chairperson of any committee of the Board electing to place such item on the consent agenda; provided the same is accomplished no less than one hour prior to the convening of the meeting of the Board, and the Secretary to the Board shall present such consent agenda to the members of the Board no later than immediately prior to the convening of the meeting; and further provided that any member of the Board of Curators may remove any item from the consent agenda by notifying the Chair of the Board of the election to remove the item at any time prior to a vote being taken on that item. The consent agenda requires approval by a vote of a majority of the Board for passage and adoption of each item on the consent agenda.

- g. **Conduct of Meeting** – The Board may conduct any meeting by conference telephone call or other communication equipment by means with which all persons participating in the meeting can communicate with each other. Only members of the Board, the President and those individuals recognized by the Chair or President may address the Board at any meeting of the Board.
- h. **Executive Session (Closed Session)** – When the Board or any committee of the Board meets in executive session (sometimes referred to as closed session), all matters discussed in that session are to be considered as confidential, except that such information can be shared with absent Board members or University officers, agents or employees who need to know. Actions taken in executive session shall be released to the public if required by the provisions of the Sunshine Law contained in Chapter 610 of the Revised Statutes of Missouri or Board rules contained in Section 10.060 of the Collected Rules and Regulations of the University of Missouri entitled Board and Committee Meetings.

2. Attendance Policy

- a. If a member of the Board is found by unanimous vote of the other Curators to have failed to attend without good cause two consecutive regular meetings of the Board in any calendar year, then the office of such Curator shall be vacant.
- b. If a vacancy shall occur by death, resignation, or from any other cause, the Chair of the Board shall notify the Governor within thirty days of such vacancy.

3. Officers of the Board

- a. **Chair of the Board** -- The Board shall choose from its own membership at the last regular meeting of the Board in each calendar year to take office on January 1 of the next year, a Chair of the Board who shall hold office for a term of one year or until his/her successor takes office. The Chair shall serve as presiding officer of the Board and shall carry out such duties as may be delegated to

him/her by the Board. The individual elected to serve as Chair of the Board shall be deemed as having been elected to serve as President of the Board within the meaning of the statutory provisions of the State of Missouri, all as referred to in the definitions contained in Article I of these bylaws.

- b. **Vice Chair of the Board** -- The Board shall choose from its own membership at the last regular meeting of the Board in each calendar year to take office on January 1 of the next year, a Vice Chair of the Board who shall hold office for a term of one year or until his/her successor takes office. The Vice Chair shall carry out the duties of the Chair in his/her absence or inability for any reason to serve, and hereinafter may be referred to as "Vice Chair," "Vice Chairman," "Vice Chairwoman" or "Board Vice Chair." The individual elected as Vice Chair shall be deemed as having been elected to serve as Vice-President of the Board of Curators within the meaning of the statutory provisions of the State of Missouri.
- c. **Secretary** -- The Board shall appoint a Secretary of the Board of Curators to serve at the pleasure of the Board. The Secretary shall keep the minutes of the meetings of the Board and the Executive Committee, shall be the official custodian of the seal and all records of the Board, and shall have such other duties as may be from time to time fixed by the Board. The Board may appoint and define the duties of such assistant secretaries of the Board as it deems desirable.
- d. **General Counsel** -- The General Counsel shall be the chief legal officer of the University, shall be appointed by the Board to serve at the pleasure of the Board, and shall have such duties and responsibilities as may be assigned by the Board. The General Counsel shall serve as parliamentarian for meetings of the Board, unless a different individual is appointed to serve as parliamentarian by the Chair of the Board.
- e. Any vacancy in any office of the Board caused by any reason may be filled by the Board for the unexpired term.

4. **Committees**

- a. **Executive Committee** -- The Chair of the Board, subject to approval of the Board, shall appoint from the Board an Executive Committee of three members, and may fill vacancies at any time. The Chair of the Board shall serve as one of the three Executive Committee members and as the Chair of the Executive Committee. Such Executive Committee members shall hold office until their successors have been duly appointed. The Executive Committee, when the Board is not in session, shall have the powers of the Board to take such action as the Executive Committee may deem to be in the best interest of the University; provided, however, that such action shall be in accord with the provisions of these bylaws, and not in conflict with the standing rules and regulations of the Board. A complete

record of all actions of the Executive Committee shall be kept by the Secretary of the Board, and a copy of such record shall be submitted to each member of the Board monthly and in advance of the next regular meeting of the Board. Actions of the Executive Committee may be ratified, approved, or modified at the next regular meeting of the Board, but any modification thereof shall be prospective only. If, at its next regular meeting, the Board takes no action on an Executive Committee action, the record of which was submitted to the Board prior to that regular meeting, such action shall be deemed ratified by the Board. The vote of any members on any question coming before the Executive Committee may be taken in person, by telephone, telegraph, facsimile transmission, email or letter. Concurrence of three members shall constitute action of the Executive Committee. The Executive Committee shall be entitled to take such action as deemed necessary under the provisions of Section 172.230 and other provisions of the Revised Statutes of the State of Missouri, as amended.

- b. **Other Committees** -- The Chair of the Board may appoint subject to approval of the Board other standing or special committees of the Board from time to time and delegate to such committees such authority as the Board may deem appropriate to carry out the objects of such committees. Membership on such committees need not be limited to members of the Board.
5. **Quorum** -- Five members of the Board of Curators shall constitute a quorum for the transaction of any and all business of the Board. Except as otherwise provided by these bylaws, a majority of the members of any committee of the Board shall constitute a quorum for the transaction of any and all business of the committee at any committee meeting held in conjunction with a meeting of the Board. All members of any committee of the Board shall constitute a quorum for the transaction of any and all business of any committee at any committee meeting which is not held in conjunction with a meeting of the Board.
6. **Action by Majority** -- Any action by the Board or any committee may be taken by the majority vote of the members present at any meeting of the Board or a committee when a quorum is present, unless otherwise specifically herein provided.
7. **Recording Vote** -- The Secretary of the Board shall keep the minutes of the meetings of the Board of Curators and committees in which shall be recorded the vote on all motions or resolutions coming before said Board or committee. Roll call votes shall be taken when required by law and voice votes shall be taken on all other matters. When taking a voice vote, curators will be requested to cast their vote orally indicating whether they favor, oppose or abstain from the motion or resolution. When the results of a voice vote indicate that the vote is not unanimous of all curators

voting and abstaining, a roll call vote on the matter shall immediately follow.

8. **Delegation of Authority** -- So much of the authority of the Board as it may deem necessary may be delegated to such officers and employees or to committees appointed by the Board provided such delegation of powers shall be given by recorded Board action.

D. **Article IV Organization of the University**

1. **President of the University**

- a. The President of the University shall be the chief executive and academic officer of the University. The President shall have direct charge of, and be directly responsible to the Board for the operation of the University.
- b. The President shall, so far as his/her duties may permit, attend all meetings of the Board and of the Executive Committee, but he/she may be excused at any time.
- c. He/she shall, at each regular meeting of the Board, report upon the progress, condition and needs of the University, and recommend such measures as in his/her judgment will promote the University's interests.
- d. The President of the University, as the chief academic officer of the University, shall be responsible to the Board for the academic programs of the University; procurement of staff; the establishment and maintenance of separate schools, colleges and departments of instruction within the University; the relationships and coordination of educational activities between campuses, special divisions and units; and the planning, development and carrying out of all research projects.
- e. The President, as the chief academic officer of the University, shall have the right to preside and vote at any faculty meeting. He/she shall appoint all non-Board committees of the University, unless otherwise provided by the Board.
- f. Any University Rules and Regulations, Executive Orders and Executive Guidelines of the President or delegations of general authority shall be filed with the Secretary of the Board and unless otherwise specified, shall be effective from the time of such filing until changed, modified or repealed by the President or by the Board.
- g. The President of the University will establish policies for intercollegiate athletics in compliance with the rules and regulations of applicable regional or national athletic conferences or associations, so long as these rules and regulations are not in conflict with policies, rules or regulations of the Board. The President will report periodically to the Board of Curators on the intercollegiate athletic programs.

2. **Campuses of the University**

- a. **General**
 - (1) Campuses of the University of Missouri shall be established by the Board. Each campus shall be a unit of the University.
 - (2) Campus chancellors, provosts and other officers as may be specifically designated by the Board shall be appointed by the Board upon recommendation of the President.
 - b. **Individual Campuses** -- Until otherwise provided by the Board, there are the following campuses of the University (to include their respective sites, academic programs, and administrative staff as now constituted):
 - (1) University of Missouri-Columbia;
 - (2) Missouri University of Science and Technology;
 - (3) University of Missouri-Kansas City; and
 - (4) University of Missouri-St. Louis.
3. **University System Units** -- University System units may be created to carry out such functions as may be assigned them by the President of the University. These units shall be under the direct supervision of the President, but shall perform their functions in consultation and cooperation with the chief administrative officer of each campus as to their activities and programs on the respective campuses.

E. **Article V Academic Staff**

1. Until further order of the President or the Board, the colleges, schools and other departments with offices of deans or department directors as presently established and degrees as presently offered shall be continued.
2. Faculties may organize to carry out the responsibilities and functions which may be delegated to them. The form of any such organization and any amendments or modifications thereto shall be presented through the President to the Board for its approval before becoming effective.
Notwithstanding any language to the contrary set forth anywhere else in the Collected Rules and Regulations, any and all changes to undergraduate admissions standards shall be subject to formal review and approval by the Board of Curators before becoming effective.

F. **Article VI Students**

1. A **student** at the University shall be any person who is registered in or pursuing any educational program of the University.
 - a. Temporary interruptions of registration between academic periods of the University shall not necessarily terminate student status.
 - b. Such students are subject to classifications, as may be established from time to time by the Board or the President, and shall be subject to such rules, regulations and restrictions as may now be established

or hereafter from time to time established by the Board or the President.

2. Delegation of Administration

- a. The Board of Curators hereby delegates to the President of the University the responsibility for administering policies pertaining to the conduct of students and student organizations at the University as such conduct relates to the lawful mission, process or function of the University.
 - (1) The President may issue University Rules and Regulations and may authorize campus rules and regulations to be adopted, issued and published implementing Board Rules and Regulations establishing standards of conduct and to provide for administration of University and campus regulations.
 - (2) Failure to adopt such rules and regulations, however, shall not relieve any student or student organizations of the obligation to adhere to Board Rules and Regulations establishing general standards of student conduct.
 - b. University or campus rules, regulations and procedures as herein authorized shall be in accordance with the Board Rules and Regulations and shall provide for prompt consideration and disposition of alleged violation of such University or campus rules and regulations; provided, however, that such procedures shall be in accordance with basic standards of fairness and shall be simple and appropriate to the nature of the case, and shall provide for notice and a hearing.
3. Until changed, modified or repealed, the provisions of the present Board Rules and Regulations relating to students which are not inconsistent with the provisions of these bylaws shall be considered to be in force.

G. Article VII Board Rules and Regulations

- 1. Any action by the Board establishing policy or methods of procedure, administrative, business, academic, or otherwise, shall be known as "Board Rules and Regulations."
- 2. Board Rules and Regulations may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.
- 3. All policies and procedures falling within the definition of Board Rules and Regulations as herein defined, and in existence upon the date of the adoption of these bylaws, shall be a part of the Board Rules and Regulations.
- 4. Board Rules and Regulations shall be effective upon adoption by the Board unless a different effective date be fixed by the Board.
- 5. The Secretary of the Board shall keep all Board Rules and Regulations on file in his or her office, and may publish Board Rules and Regulations from time to time.
- 6. In the absence of an applicable bylaw, the Board shall be guided by Roberts Rules of Order, particularly those rules relating to Boards.

H. Article VIII Amendment of Bylaws

1. New bylaws may be adopted, and bylaws may be amended or repealed, at any meeting of the Board, but no such action shall be taken unless notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or notice in writing of the proposed change shall have been served upon each member of the Board at least thirty days in advance of the final vote upon such change; provided, however, that by consent of each member, regardless of whether present at the meeting of the Board, the requirements for such notice may be waived at any time. Any provisions of these bylaws, with the exclusion of this Section 10.030H.1 pertaining to the amendment of bylaws, may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than $2/3$ of the members of the Board in attendance at the meeting where such suspension is being considered.

I. Article IX Adoption of Bylaws

1. These bylaws shall be and become effective on the 1st day of July, 2010. All former bylaws of the Board are hereby repealed.
2. These bylaws, as adopted and from time to time amended, shall be known and cited as Board Bylaws of 2010.