

# LSU



LOUISIANA STATE UNIVERSITY BOARD OF SUPERVISORS

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BYLAWS

Effective June 15, 2023

CONTENTS

ARTICLE I. DEFINITIONS	1
ARTICLE II. OFFICERS AND STAFF OF THE BOARD	2
ARTICLE III. MEETINGS	4
ARTICLE IV. ORDER OF BUSINESS	6
ARTICLE V. COMMITTEES	7
ARTICLE VI. COMMUNICATIONS TO THE BOARD	12
ARTICLE VII. AUTHORITY OF THE BOARD	13
ARTICLE VIII. AUTHORITY OF THE PRESIDENT	18
ARTICLE IX. RIGHTS, DUTIES, AND RESPONSIBILITIES OF PRINCIPAL ADMINISTRATIVE OFFICERS OF THE UNIVERSITY	21
ARTICLE X. RIGHTS, DUTIES, AND RESPONSIBILITIES OF THE ACADEMIC STAFF	24
ARTICLE XI. AMENDTIO.6 (5)-1.9 (D ST OR REPE4 (R)-)6 O.7 ( O)7BYL.8 (R)2WJTJ EMC /TOCI_Page <</MCID 12 33	



## ARTICLE II. OFFICERS AND STAFF OF THE BOARD

### Section 1. Chair, Chair- Elect and Immediate Past Chair

Louisiana Constitution, Article VIII, Section 7, creates the LSU Board of Supervisors which “shall supervise and manage the institutions, statewide agricultural programs, and other programs administered, through its system.” The uncommonly broad grant of constitutional authority allows the LSU Board of Supervisors to exercise broad jurisdiction, control, and authority over each and every aspect of the LSU System, including the structure, organization, personnel, assets, and activities of the University.

The term “Chair of the Board,” as used in these Bylaws, shall refer to the Supervisor who is the duly elected Chair or acting Chair of the Board of Supervisors. The Chair of the Board shall preside over all meetings of the board, serve as an ex officio member of all committees, name the appointive members of all standing and special committees of the Board, fill all vacancies in the membership of such committees, and conduct an annual self-evaluation of the Board in accordance with the provisions of these Bylaws.

The Chair-Elect of the Board shall perform the duties of the Chair in the absence of the Chair. The Immediate Past Chair shall perform the duties of the Chair in the absence of the Chair and the Chair- Elect.

In the event all three such officers are absent from a Board meeting, the Board shall elect a temporary chair from those present to preside over such meeting.

At the first regular meeting in the third quarter of each calendar year, the Board shall elect from among its Supervisors a Chair-Elect, who shall serve for a maximum of one term. The Nominating Committee shall nominate Supervisors who are qualified, have experience, and identify an interest in serving as an officer of the Board. Candidates shall have served as a Supervisor for a duration of two Chair-terms by the time of the election to be qualified to stand for Chair-Elect. Other candidates may be nominated from the floor by a Supervisor other than themselves and with the concurrence of five (5) Supervisors. A majority of Supervisors, present and voting, shall be required for election. The Chair-Elect shall automatically succeed to the office of the Chair, which office will be for a maximum one-year term only. At the end of the Chair's

## Section 2. Secretary and Office Staff

The President of LSU shall be the Secretary to the Board, its Executive Committee, and other standing and special committees. There shall be administrative support staff of the Board, and such other personnel as may be required for the efficient operation of the offices of the Board. The staff shall function under the supervision and direction of the Board .

Copies of all minutes, papers, and documents of the Board, or of its several committees, may be certified to be true and correct copies by either the Chair, Secretary, or Board staff.

## ARTICLE III. MEETINGS

### Section 1. Regular Meetings

The Board of Supervisors shall hold at least six regular meetings in each calendar year, but at least one regular meeting shall be held in each quarter of the calendar year. Other meetings of the Board may be called and held as provided by any rule, regulation, or resolution adopted by the Board. All regular meetings shall be held at meeting places designated by prior action of the Board.

### Section 2. Special Meetings

Special meetings of the Board may be called by the Chair of the Board at any time, or by the Secretary upon receipt of a written request therefore signed by nine (9) Supervisors and specifying the purpose of the desired meeting. Notification shall be distributed and received by each Supervisor at least one (1) calendar day before the time of the meeting.

### Section 3. Recessed Meetings

All meetings may be recessed from day to day until the completion of business.

### Section 4. Quorum

Ten (10) Supervisors, eligible to vote, shall constitute a quorum for the transaction of official business.

### Section 5. Vote

All official actions of the Board shall require the favorable vote of a majority of the Supervisors present and voting, and, in any event the favorable vote of at least seven (7) Supervisors. Proxy voting is prohibited.

### Section 6. Agenda

The Secretary of the Board shall collect items and organize an agenda for Board meetings.

All proposals for approval by the Board that emanate from the President or University officials shall be submitted to the President no less than fifteen (15) business days prior to the scheduled Regular Meeting date of the Board or Executive Committee at which action is requested. The President, with appropriate input from the Chancellors and University Officers, shall prepare and forward to each Supervisor a



## ARTICLE IV. ORDER OF BUSINESS

### Section 1. Rules of Order

When not in conflict with any of the provisions of this article, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

### Section 2. Order of Business

The order of business of regular meetings of the Board shall be as follows:

- a. Roll call and pledge of allegiance and may include an invocation.
- b. Correction and approval of minutes of preceding regular meeting and of all special meetings held subsequent thereto.
- c. Reports and recommendations of the President.
- d. Reports for Board approval and information.
- e. Reports and recommendations of standing and special committees.
- f. Report of the Board Chair.

### Section 3. Reference to Committees

In cases where feasible and desirable, before taking action, the Board shall refer any subject or measure to the ing64 rd,1 w



## ARTICLE V. COMMITTEES

### Section 1. Appointment and Term

Supervisors of all standing committees, one of whom shall be designated as chair, and at least one of whom shall be designated as vice-chair, shall be appointed by the Chair of the Board at the time the Chair assumes office. The term of committee appointments shall run concurrently with that of the Chair.

Vacancies occurring among the appointive members of any committees, however arising, shall be filled by the Chair of the Board for the remainder of the unexpired term.

### Section 2. Duties of the Committee Chair

It shall be the duty of the chair of each committee to call, and to preside over, the necessary meetings. The minutes of the meeting of the committee, showing its actions and recommendations, shall be deemed in compliance with the provisions of Article IV, Section 3, hereof, concerning the recommendations of the committee.

### Section 3. Quorum of Committee Meetings

A majority of the members of any committee of the Board shall constitute a quorum for the transaction of business. When a quorum is not present, the chair of the committee, or vice-chair in the chair's absence, may designate a Supervisor to serve as a substitute member of the committee concerned.

### Section 4. Voting

For voting to occur in a committee, a quorum must be present. All official actions of a committee require a favorable vote of the committee members present and voting, unless law requires approvals requiring different numbers or proportions of votes. Proxy voting is prohibited.

### Section 5. Authority of Committees

The authority of committees of the Board shall be subject to these Bylaws and to the policies and direction of the Board.

### Section 6. Standing Committees

Unless and until otherwise decided by the vote of a majority of the membership of the Board of Supervisors, the standing committees of the Board shall consist of the committees described below:

#### A. Executive Committee

The Chair and the Secretary to the Board shall be the chair and secretary respectively of the Executive Committee. The Chair-Elect and the Immediate Past Chair shall automatically be members of the executive committee. The Chair-Elect of the Board shall perform the duties of the Chair in the absence of the Chair. The Immediate Past Chair shall perform the duties of the Chair in the absence of the Chair and the Chair-Elect. In the event all three such officers are absent from a Board meeting, the committee shall elect a temporary chair from those present to preside over such meeting.



E. Finance Committee

Normally, to this committee shall be referred all matters related to administrative, financial and facility matters in support of issues or policies promoted or addressed by other committees. This committee shall develop strategies for revenue enhancement and diversification, expenditure efficiencies, revenue reallocation, and diversity supplier programs. The committee in addition shall devise and coordinate employee benefit packages, oversee administrative operations and regulations, and approve scholarship programs. The committee shall also oversee the relationship with affiliated organizations and business partners.

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second vote during which the least senior alternate shall abstain or, if no alternate, the current Chair-Elect shall abstain.

Section 7. Special Committees

As the necessity therefore arises, the Chair may create special committees with such functions, powers, and authority as may be determined. Unless otherwise provided in the action creating such a committee, the Chair of the Board shall determine the number of its members and designate the chair and vice-chair thereof. The Chair may also appoint ad hoc committees for special assignments for specified periods of existence not to exceed the completion of the assigned task. The term of all special committee ceases when the term of the appointing Chair concludes.

Section 8. Representative on Standing Committees of the Louisiana Board of Regents

In accordance with the provisions of R.S. 17:3399.5, the Chair shall appoint a Supervisor to represent the University on select standing committees of the Louisiana Board of Regents.

## ARTICLE VI. COMMUNICATIONS TO THE BOARD

All communications to the Board, or to any committee thereof, from persons having official relations with the University shall be filed in writing with the President and duly transmitted by the President to the Board; but all communications from a student organization, faculty member, officer, or employee of any campus or University-wide unit shall be transmitted to the President through the Chancellor or, for LSU, the President's designee, and transmitted by the President to the Board or any of its committees. The President, the President's designee, or the Chancellor shall have the authority to read and comment upon the communication but shall not delay or withhold such communications.

## ARTICLE VII. AUTHORITY OF THE BOARD

### Section 1. Matters Requiring Approval by the Board

The following matters shall require approval by the Board, regardless of any delegations of authority otherwise provided for in these Bylaws or the Regulations of the Board. Except as set forth herein, no such matter shall be undertaken or approved by or for any campus or the University without prior review by





2. Appointments, salary increases greater than 15%, salary decreases, and terminations for Chancellors and University Officers.
3. Appointments and all other personnel actions relating to varsity athletics coaches and Athletic Directors receiving a salary of \$250,000 or above.
4. Upon approval of the Board of Regents, the University may terminate any employee whose salary is \$250,000 or above, or whose position is classified as a senior position, without cause, at any time, upon 30 days written notice to the employee.

### Section 3. Reports to the Board

At least twice a year, the President shall provide the following summary reports to the Board. Each list should be sorted by both campus and, where applicable, whether the approval was by the Board, the President, or a Chancellor or other official. Unless otherwise stated, each list should provide the listed information for the three-year period preceding the report. The President and the University Officers will, in consultation with the Chancellors, prescribe specific templates and related information requirements for each report.

### Section 4. Executive Committee

- A. The Board, by formal resolution addressing that single purpose and not included within a particular substantive matter, may delegate to the Executive Committee final authority to act. All such delegated actions shall require a two-thirds majority of the entire membership of the Executive Committee. Prior to such final action by the Executive Committee, timely notice shall be provided to every Supervisor in writing, or, in emergency circumstances, by telephone, e-mail, or in person.
  
- B. In the interim between regularly scheduled Board meetings, when either declaration of a state of emergency or disaster over an area which affects any campus, division, institution, or other component of the University has been declared pursuant to the provisions of La. R.S. 29:731 et seq., or (ii) the President, the Chair, and the Chair-Elect have certified a matter for which action is required before the next Board meeting, then the Executive Committee is authorized to take all required actions on behalf of the Board reasonably necessary for the safety and protection of persons, property, or the public health. The President shall report to the Board all actions taken pursuant to this authority within three (3) business days.
  
- C. When the Chair determines that the Executive Committee is not able to meet timely in the situations provided for in Section 4.B, the President, after consultation with the members of the Executive Committee, shall be authorized to take actions on behalf of the Board reasonably necessary for the safety and protection of persons, property, or the public health. The consultation may be by telephone, e-mail, fax, or in person. The President shall report to the Board all actions taken pursuant to this authority within three (3) business days and a full written report of actions at the next regular board meeting.

### Section 5. No Third Party Rights

The provisions of this section shall create no rights in third parties. The failure to follow the procedures set forth herein shall not affect the validity of any Board action.

### Section 6. Mission of the University

The Board will regularly review the mission of the University and the missions of all the institutions



## ARTICLE VIII. AUTHORITY OF THE PRESIDENT

### Section 1. Grant of Authority By Board to President

- A. The President is authorized to take any action not expressly required to be presented to the Board by these Bylaws and not otherwise required by law, contract, or agreement to be acted upon by the Board. The President is authorized to take action deemed in the best interest of the University.
- B. The President additionally is authorized to delegate to Chancellors or such other officials as the President may designate authority vested in the President when the President deems it to be in the best interests of the University and consistent with the provisions and purposes of this Article. All such delegations shall be made in writing, with formal prior timely written notice to the Board. All prior delegations of such authority not inconsistent with this Article shall remain in effect until amended or supplemented by the President or the Board.

### Section 2. Matters Requiring Approval by the President

The following matters shall require approval by the President.



act or act under private signature duly acknowledged, appoint one or more agents to exercise the rights and authority provided by these Bylaws and this subsection K.

ARTICLE IX. RIGHTS, DUTIES, AND RESPONSIBILITIES  
OF PRINCIPAL ADMINISTRATIVE OFFICERS OF THE UNIVERSITY

Section 1.       Officers of the University

Officers of the University shall be the President and such other officers as the Board shall from time to time determine to be necessary for the administration of the University. It shall be the responsibility of the Board of Supervisors to establish procedures for the selection and appointment of major administrative officers within the University.

Section 2.       President of LSU

A. The President shall be the chief executive officer of the University in all its divisions and campuses,

- F. The President shall establish and maintain lines of communication with the Chancellor of each campus. The channel for official communications between the President and the various campuses, other than LSU, shall be through the Chancellor in charge of each campus.
- G. The President shall assume and retain control at all times over all budgets of the University.
- H. The President shall have authority to appoint such committees from among the academic and nonacademic staff of the University as deemed desirable for the purpose of advising the President in connection with any problems of the University. The Chancellor of a campus shall be notified of all such appointments of personnel on their campus.
- I. The President shall be a member of all faculties and shall serve as chair of all Faculty Councils. For LSU, the President may designate another official to also serve as a member of all faculties on the campus and to serve as Vice-Chair of the Faculty Council.
- J. For clarity, where the Bylaws or Regulations of the Board or any policy or regulation issued or adopted under the authority of the Board or the President require consultation with or recommendation or approval by the Chancellor of a campus and approval or further recommendation of the President, for the LSU campus the action of the President shall fulfill such requirement, provided that the President may, in the President's discretion, choose to designate other appropriate officials to make recommendations or take other actions for the LSU campus.

Section 3. University Officers

University Officers shall be the executive officials who report directly to the President and/or the Board and have University-wide responsibilities, and shall include a chief academic officer, a chief



C. Unless otherwise directed by the President, the c p p r i b y e i P



## Section 5. Responsibilities of Academic Staff

It is a basic principle that every member of the academic staff of whatever rank shall at all times be held responsible for competent and effective performance of appropriate duties. No principle of tenure shall be permitted to protect any person from removal from a position after full and careful investigation, according to procedures of due process, has revealed that the person has not met and does not give promise of meeting the responsibilities of the position.

## ARTICLE XI. AMENDMENT OR REPEAL OF BYLAWS

New bylaws may be adopted, and by laws 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 (30) calendar days in advance of the final vote upon such change, provided, however, that by a vote of two-thirds (2/3) of the entire membership of the Board, the requirement for such notice may be waived at any time.

## ARTICLE XII. RULES AND REGULATIONS OF THE BOARD OF SUPERVISORS

### Section 1.

Any action by the Board establishing policy or methods of procedure, administrative, business, academic, or otherwise, shall be known as Rules and Regulations of the Board of Supervisors.

### Section 2.

Rules and Regulations of the Board of Supervisors may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

### Section 3.

All policies and procedures of the Board, falling within the definition of rules and regulations, as herein defined, and in existence upon the date of the adoption of these Bylaws, shall be a part of the Rules and Regulations of the Board of Supervisors.

## ARTICLE XIII. AD OPTION OF BYLAWS

These Bylaws shall be and become effective on the 15th day of June 2023.

## ARTICLE XIV. REPEALING CLAUSE

All rules, orders, regulations, and resolutions heretofore enacted or adopted by the Board, which are in conflict of these Bylaws, are hereby repealed.