Policy title	Category
Bylaws of Nebraska Wesleyan University	Board of Governors

Policy statement

ARTICLE I

Statement of Mission

Nebraska Wesleyan University is an academic community dedicated to intellectual and personal growth within the context of a liberal arts education and in an environment of Christian concern.

Nebraska Wesleyan was founded by Nebraska Methodists and actively maintains its relation to The United Methodist Church. The University reflects the Judeo-Christian tradition in its efforts to integrate questions about meaning and value with the pursuit of learning and understanding. The University is committed to excellence of academic endeavor and to learning as a lifelong process. The curricula and programs are designed to assist students in gaining and expanding knowledge and skills, in developing their competence in rational thought and communication, in broadening their perspectives on humanity and culture, and in enhancing their spiritual, physical, emotional, and aesthetic resources. Nebraska Wesleyan intends that its students develop a sense of individual worth and become useful and serving members of the human community.

ARTICLE II

Board Authority and Responsibilities

Section 1. The Board of Governors shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic, and financial policy-making functions and its responsibility for the corporation's financial health and welfare. The Board of Governors shall exercise ultimate institutional authority as set forth in these Bylaws and in such other policy documents it deems to be appropriate. These Bylaws and other Board policy statements shall take precedence over all other institutional statements, documents, and policies, except as otherwise provided in the Articles of Incorporation.

Section 2. The Board of Governors shall have the authority to carry out all lawful functions which are permitted by these Bylaws or by the Articles of Incorporation. This authority, in consultation with the President of the University, shall include but shall not be limited to these illustrative functions:

A. Determine and periodically review the University's mission and purposes as set forth in the Statement of Mission and the Articles of Incorporation;

B. Assess the progress of Nebraska Wesleyan University in striving to reach its stated mission and purposes;

C. Approve such policies that contribute to a favorable environment for students to learn and develop their abilities, and that contribute to a supportive environment for the faculty to teach, pursue their scholarship, and perform public service, including the protection of academic freedom;

D. Appoint the President, who shall be the University's chief executive officer, and set appropriate conditions of employment, including compensation;

E. Establish, in consultation with the President as may be appropriate, the conditions of employment of other key institutional officers who serve at the pleasure of the President;

F. Support the President and assess his or her performance;

G. 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;

H. Approve institutional policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel policies for all categories of employees;

I. Approve the annual budget and annual tuition and fees; regularly monitor the University's financial condition; and establish policy guidelines affecting all institutional assets including investments and the physical plant;

J. 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 on behalf of the University, subject to Board policy guidelines;

K. Authorize any need for debt financing and approve the collateralization of loans;

L. Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings;

M. Authorize the purchase, sale, and management of all land, buildings, or major equipment; provided, however, that authority to purchase or sell land, buildings, or major equipment valued at less than $100,000 is delegated by the Board of Governors to the President of the University; authority to purchase or sell land, buildings, or major equipment valued at between $100,000 and $299,999 is delegated by the Board of Governors to the Facilities and Environs Committee; and authority to purchase or sell land, buildings, or major equipment valued at $300,000 or more is delegated by the Board of Governors to the Executive Committee.

N. Approve all earned and honorary degrees through the faculty and the President as they shall recommend. The Executive Committee may assume this authority when required by the University calendar.

O. 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;

P. Periodically undertake or authorize assessments of the Board's performance;

Q. Serve as a bridge between Nebraska Wesleyan University and the wider community, interpreting Nebraska Wesleyan University to that community and the community to the University.

ARTICLE III

Membership of the Board of Governors

Section 1. The Board of Governors shall consist of not fewer than twenty-one (21), nor more than thirty-eight (38) persons, as follows:

A. not more than thirty-one elected by the Board of Governors;

B. two elected by the students;

C. two elected by the faculty;

D. the Bishop of The United Methodist Church having supervision of the area in which Lincoln, Nebraska, is located (the "Bishop"), or a representative designated by the Bishop to sit on the Board in his/her stead;

E. the President of the Nebraska Wesleyan University Alumni Association; and

F. the President of the University.

Section 2. New Governors and incumbent members of the Board of Governors who are eligible for re-election shall be elected as set forth in Article IV of these Bylaws.

Section 3. Except as set forth in Article IV, Governors shall serve for three- year terms and shall be eligible for re-election to a maximum of three full consecutive terms. Governors who have served for nine consecutive years (exclusive of any partial term) shall be eligible for re-election following a one-year hiatus, or as determined by the Committee on Board Affairs. The Board officers, the Bishop (or the Bishop's representative), the President of the University, and the President of the Alumni Association shall be exempt from this provision until at least one year has passed following completion of their term of office, or until the Committee on Board Affairs shall otherwise determine.

Section 4. All Governors except the Bishop (or the Bishop's representative), the President of the University, and the President of the Alumni Association serve at the pleasure of the Board. A Governor may be removed from office by an affirmative vote of two-thirds of the Governors.

Section 5. In order to affirm the relationship between Nebraska Wesleyan University and The United Methodist Church, ordinarily no fewer than twenty-five percent (25%) of the members of the Board of Governors shall be members of The United Methodist Church. All actions of the Board of Governors are valid even if there is a failure to achieve or maintain this twenty-five percent (25%) membership requirement. In the event that fewer than twenty-five percent of the duly elected, qualified, and acting members of the Board of Governors are members of The United Methodist Church, the Board of Governors shall take all reasonable steps to correct this situation as soon as is reasonably practicable.

ARTICLE IV

Election of the Board of Governors

Section 1. The Board of Governors shall elect no more than thirty-one persons to be members of the Board of Governors, divided into three classes to be as nearly equal in number as possible. No more than ten members nor fewer than four members shall be elected to each class to serve three-year terms, except that one class of Governors may consist of eleven members. If fewer than ten or eleven members, as the case may be, are elected in any class, the positions not filled shall be regarded as vacant and may be filled by the Board of Governors at a later time. The person elected to fill a vacancy shall serve that portion of the three-year term that remains at the time of election. Each year the Committee on Board Affairs shall submit to the Board of Governors the names of not more than ten or eleven persons, as the case may be, nominated by the committee for election to the Board of Governors. Additional nominations may be made from the floor, but only if the nominees have consented to serve if elected. The Board of Governors shall then elect no more than ten or eleven, as the case may be, of the nominees to serve three-year terms on the Board of Governors. Vacancies on the Board of Governors caused by ineligibility, death, resignation or removal of a member elected by the Board of Governors shall be filled by the Board of Governors. The person selected to fill the vacancy shall serve until the end of the unexpired term.

Section 2. Two members of the Board of Governors shall be persons elected by the students. The manner in which these members are to be elected, their terms of office, and their eligibility for election and re-election shall be set forth in the rules of the Student Affairs Senate. A person shall not be eligible to be a candidate for election by the students as a member of the Board of Governors unless that person, at the time of election, has completed two semesters of full-time academic work at Nebraska Wesleyan University, is in academic good standing, expects to be a full-time student at Nebraska Wesleyan University during the term of office, if elected, and fulfills such other requirements as may be set forth in the rules of the Student Affairs Senate. If a person elected by the students to be a member of the Board of Governors is unable to serve or continue serving because of failure to meet the requirements of this section, or, in the event of the death or resignation of a member elected by the students, the vacancy shall be filled in the manner set forth in the rules of the Student Affairs Senate. Rules of the Student Affairs Senate relating to the election of student members of the Board of Governors, and amendments thereof, shall not take effect until approved by the Board of Governors.

Section 3. Two members of the Board of Governors shall be persons elected by the faculty. The manner in which these persons are to be elected, their terms of office, and their eligibility for election and re-election shall be set forth in the rules adopted by the faculty. A person elected as a member of the Board of Governors by the faculty shall not be eligible to serve or continue serving as a Governor unless he or she is a full-time faculty member at Nebraska Wesleyan University. If a person elected by the faculty to be a member of the Board of Governors is unable to serve or continue serving because of failure to meet the requirements of this section, or, in the event of the death or resignation of a member elected by the faculty, the vacancy shall be filled in the manner determined by the faculty. The faculty shall adopt such rules as it deems proper with respect to the manner in which members of the faculty are to be elected as members of the Board of Governors. These rules, and any amendments thereof, shall not take effect until approved by the Board of Governors.

Section 4. The Bishop shall serve as a member of the Board of Governors while serving as Bishop for the area in which Lincoln, Nebraska, is located. The Bishop may designate a representative to sit on the Board in his/her stead. The President of the Alumni Association shall serve as a member of the Board of Governors while serving as President of the Alumni Association. The President of the University shall serve as a member of the Board of Governors while serving as President of the University.

ARTICLE V

Governors Emeriti

Upon recommendation of the Committee on Board Affairs, Governors who have served with distinction for at least two terms may be elected Governors Emeriti by a majority vote of the Board of Governors. Governors Emeriti shall be eligible to serve with vote on Board committees, except for the Executive Committee and the Committee on Board Affairs, and may speak freely at all Board meetings and committee meetings. They shall not have voting privileges at Board meetings and shall not be counted as part of quorum determinations. Governors Emeriti shall be sent notices and minutes of all Board meetings and are encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Governors and the University.

ARTICLE VI

Officers of the University

Section 1. Corporate Officers. The Officers of the Corporation shall be the President, who shall be the same person as the President of the University; a Vice President, who shall be the same person as the Provost; a Secretary, who shall be the same person as the Vice President for Advancement; a Treasurer, who shall be the same person as the Vice President for Finance and Administration; and such other officers or assistant officers as may be appointed by the Board of Governors.

Section 2. Officers of the Board of Governors. The Officers of the Board of Governors shall be the Chair of the Board of Governors; the Vice Chair of the Board of Governors; the Secretary; the Treasurer, who shall be the same person as the Chair of the Finance Committee; and such other officers as the Board of Governors may determine.

Section 3. Administrative Officers. The Administrative Officers of the University shall be the President of the University, the Provost, and such other Vice Presidents as the President shall determine in consultation with the Board of Governors. Except for the President of the University, the Administrative Officers shall not be members of the Board of Governors.

Section 4. The terms of office will vary as provided elsewhere in these Bylaws. The Board of Governors may approve the appointment of other officers upon recommendation of the President of the University.

ARTICLE VII

Terms and Responsibilities of the Chair and Vice Chair of the Board of Governors

Section 1. The Chair of the Board of Governors shall be elected annually upon nomination by the Committee on Board Affairs and shall ordinarily serve for at least three consecutive years but not more than five consecutive years. A vacancy may be filled at any time, upon recommendation of the Committee on Board Affairs, by a majority vote of the members of the Board, but election or re-election shall normally take place at the designated annual meeting.

Section 2. The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint committee chairs and vice chairs, determine the composition of all Board committees with the exception of the Executive Committee, and otherwise serve as spokesperson for the Board of Governors on Board issues. He or she shall serve as Chair of the Executive Committee, as an ex- officio member of all other standing committees of the Board, and shall have other duties as the Board may prescribe.

Section 3. In the absence of the Chair of the Board of Governors, the Vice Chair of the Board of Governors shall perform the duties of the office of the Chair including presiding at Board and Executive Committee meetings.

Section 4. The Vice Chair of the Board of Governors shall be elected annually upon nomination by the Committee on Board Affairs. A vacancy may be filled at any time, upon recommendation of the Committee on Board Affairs, by a majority vote of the members of the Board, but election or re-election shall normally take place at the designated annual meeting.

ARTICLE VIII

Term and Responsibilities of the Secretary of the Board of Governors

Section 1. The Secretary shall be elected annually upon nomination by the Committee on Board Affairs and shall ordinarily serve for at least three consecutive years but not more than five consecutive years.

Section 2. The Secretary shall ensure that the Board of Governors is acting in accordance with these Bylaws; that amendments to the Bylaws are promptly made as necessary; that the minutes of Board and Executive Committee meetings are accurate and promptly distributed to all Governors; that meetings are properly scheduled and Governors notified; and that Board policy statements and other official records are properly maintained. The Secretary shall perform other duties as prescribed from time to time by the Board and may be assisted in all duties by a staff person designated by the President of the University.

ARTICLE IX

Term and Responsibilities of the Treasurer of the Board of Governors

The Treasurer of the Board of Governors shall be the Chair of the Finance Committee and shall serve as the Board's key leader on all financial management policy matters. He or she shall ensure that all Governors regularly receive appropriate and comprehensible financial statements from the University's Administration that include comparisons of revenues and expenditures with the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports, including those for special or major Board-approved expenditures, University investments, and annual or special audits, are provided to all Governors in a timely manner for review and discussion as appropriate. He or she works closely with the University's chief financial officer, Board-approved auditor, and the Investment and Audit Committees of the Board as appropriate or necessary.

ARTICLE X

Term, Authority, and Responsibilities of the President of the University

Section 1. The President of the University serves at the pleasure of the Board of Governors for such term, compensation and with such conditions of employment as it shall determine.

Section 2. The President shall be the University's chief executive officer and the chief advisor to and executive agent of the Board of Governors. His or her authority is vested through the Board of Governors and includes responsibilities for all educational and managerial affairs of the University. The President is responsible for leading the University, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. He or she has the authority to execute all documents on behalf of the University and the Board of Governors consistent with Board policies and the best interests of the University. The President serves ex-officio as a member of all Board committees except the Audit Committee.

ARTICLE XI

Term, Authority, and Responsibilities of the Vice Presidents and Provost of the University

The Vice Presidents and Provost of the University shall serve for such terms and have such authority and responsibilities as the President shall determine in consultation with the Board of Governors. If the President of the University is absent or unable to act, the Provost shall perform the President's duties on a pro tempore basis unless the President or the Board of Governors has designated someone else to do so.

ARTICLE XII

Meetings of the Board of Governors

Section 1. The Board of Governors shall have at least three regular meetings annually on such dates and at such places as it shall determine. The annual meeting for the purpose of electing Governors, officers, and at-large members of the Executive Committee shall be the last meeting of the academic year.

Section 2. Special meetings may be held at the call of the Chair of the Board of Governors, the President of the University, or any five Governors. Written notice of special meetings shall be sent to all Governors by the Chair or Secretary of the Board of Governors with a clear statement of purpose(s) at least ten days in advance. Business at special meetings shall be confined to the stated purpose(s).

Section 3. A quorum for the transaction of business at meetings of the Board of Governors or its Executive Committee shall consist of a majority of their respective regular, voting members. Except as otherwise provided in these Bylaws or the Articles of Incorporation, a majority vote of those members present with a proper quorum shall constitute proper action.

Section 4. Unless the articles or bylaws provide otherwise, members of the Board of Governors may participate in a regular or special meeting of the board or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A governor participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE XIII

Action Without a Formal Meeting

Any action required or permitted to be taken by the Board of Governors or by any committee thereof may be taken without a formal meeting. A unanimous consent setting forth the action(s) taken and signed by each appropriate member Governor shall be filed with the minutes of the proceedings as soon as practical.

ARTICLE XIV

Committees

Section 1. The Board shall establish such standing committees and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each committee shall have a written statement of purpose, role, and scope as approved by the Board, and such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. These statements shall be reviewed annually by each committee.

Section 2. The Chair of the Board of Governors shall have the responsibility of appointing the chairs, vice chairs, and members of all Board committees except the Executive Committee. All committee chairs shall be Governors.

Section 3. Each committee shall have a clearly designated officer of the University or member of the administrative staff, as determined by the President, to assist it with its work. Each committee shall meet at least three times annually and regularly report on its work and recommendations to the Board of Governors. Except for the Executive Committee, whose minutes of meetings are required, other committees shall decide whether written minutes are necessary and desirable and how they should be distributed to the Governors.

ARTICLE XV

Composition, Purposes, and Responsibilities of the Committee on Board Affairs

Section 1. The Committee on Board Affairs will have at least seven and no more than eleven members. In addition, the President of the University will serve as an ex officio member of the committee. The chair of the committee will be the Vice Chair of the Board of Governors; the vice chair of the committee will be the current chair of the Board of Governors. Other members of the committee will be appointed for renewable one-year terms by the Chair of the Board of Governors.

Section 2. The purpose of the Committee on Board Affairs is threefold: (1) it will ensure that the Board's membership and leadership consists of highly qualified and committed individuals; (2) it will ensure that regular programs of orientation and in- service education are developed and maintained; and (3) it will periodically recommend initiatives by which the Board will assess its performance. It serves as the Board's agent in reviewing the performance of incumbent Governors and Board officers who are eligible for re-election; maintains a list of qualified candidates for possible nomination; considers cultivation strategies for promising candidates for nomination; and proposes and periodically reviews the adequacy of the Statement of Commitment and Responsibilities as adopted by the Board. The committee will establish its own rules of procedure in consultation with the Chair of the Board of Governors, the President of the University, and the Board of Governors.

Section 3. The committee shall meet as often as necessary to conduct its business, but no fewer than three times annually. It shall seek the assistance of all Governors in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedure as adopted by the Board of Governors. A majority of the committee's members shall constitute a quorum.

ARTICLE XVI

Composition, Purposes, and Responsibilities of the Executive Committee

Section 1. Membership of the Executive Committee shall consist of the officers of the Board of Governors (the Chair, the Vice Chair, the Secretary, and the Treasurer); the President of the University (serving ex officio); the Bishop of the United Methodist Church having supervision of the area in which Lincoln, Nebraska, is located, or the Bishop's designated representative; the chairs of the standing committees; and two at-large members nominated by the Committee on Board Affairs and elected by the Board of Governors. At-large members will serve a one-year term and must wait for two years after the conclusion of their terms before they become eligible for re-election.

Section 2. The Chair of the Board of Governors will serve as the chair of the Executive Committee, and the Vice Chair of the Board of Governors will serve as vice chair of the Executive Committee.

Section 3. A schedule for regular meetings of the Executive Committee will be approved by the Board of Governors at the same time the schedule for regular meetings of the Board of Governors is approved. The Executive Committee will generally meet between Board meetings and normally at least thirty (30) days before the Board meeting. Any member of the Board of Governors is welcome to attend any Executive Committee meeting with the exception of the portion of the meeting conducted in executive session. A special meeting of the Executive Committee can be called by either the chair or the vice chair of the committee.

Section 4. The Executive Committee has the authority to act on behalf of the Board of Governors on all matters except for the following, which will be reserved for the Board as specified elsewhere in these Bylaws: presidential selection and termination; selection of members and officers of the Board of Governors; amendments to the Articles of Incorporation and Bylaws; revision of the Statement of Mission of the University; authorization of corporate indebtedness; and approval of the annual budget. These Bylaws or other Board policies may reserve other powers for the Board of Governors.

Section 5. The central purpose of the Executive Committee is to strengthen the Board's performance by helping it to function efficiently and effectively. Its broad power will be used only as necessary and appropriate on routine housekeeping business or on emergency matters that cannot or should not be delayed until the Board's next regularly scheduled meeting or until a special meeting of the Board is called, as specified in these Bylaws.

Section 6. The Executive Committee will oversee the work of the standing committees, the University's planning process, and the Board's support of the chief executive officer and his or her compensation. Committee minutes will be submitted to all members of the Board of Governors for formal ratification by the Board at its next meeting.

ARTICLE XVII

Indemnification

Each Governor, officer, and employee of the University shall be indemnified against all expenses actually and necessarily incurred by the Governor, officer, or employee in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been a Governor, officer, or employee. The University shall cover such expenses and judgments except in relation to matters where the Governor, officer, or employee shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The University shall maintain appropriate Governor, officer, and employee liability insurance coverage for this purpose. Each Governor, officer, and employee shall be indemnified to the extent allowed by law, and in compliance with, Nebraska law.

ARTICLE XVIII

Conflict of Interest

Section 1. Purpose. The purpose of this conflict of interest policy is to ensure that decisions of the Board of Governors are made in the best interests of the University, free from influences incompatible with a Governor's fiduciary duty to the institution or that involve actions by a Governor with the actual or apparent purpose of using the Governor's role at the University to achieve personal gain for the Governor or his or her family, friends or associates. This policy is intended to supplement but not replace any laws governing conflicts of interest applicable to the University.

Section 2. Procedure.

A. A conflict of interest is a matter involving the University in which a Board of Governors member has a direct or indirect interest.

B. A matter in which a member of the Board of Governors has a conflict of interest may be approved by the vote of the Board of Governors or a committee of the Board if: (1) the material facts of the matter and the Board member's interest are disclosed or known to the Board or committee of the Board; and (2) the Board members approving the matter in good faith reasonably believe that the matter is fair to the University.

C. For purposes of this section, a member of the Board of Governors has an indirect interest in a matter if: (1) another entity in which the Board member has a material interest or in which the Board member is a general partner is a party to the matter; or (2) another entity of which the Board member is a director, officer, or trustee is a party to the matter.

D. For purposes of subsection B. of this section, a matter involving a conflict of interest is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Board members who have no direct or indirect interest in the matter, but a matter may not be authorized, approved, or ratified under this section by a single Board member. If a majority of the Board members who have no direct or indirect interest in the matter vote to authorize, approve, or ratify the matter, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Board member with a direct or indirect interest in the matter does not affect the validity of any action taken under subdivision B. (1) of this section if the matter is otherwise approved as provided in subsection B.

Section 3. Disclosure. Each Governor shall complete and sign a conflict of interest disclosure form provided annually by the Secretary of the Board of Governors.

ARTICLE XIX

Review and Amendment of Bylaws

Section 1. These Bylaws may be changed or amended at any meeting of the Board of Governors by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all Governors at least thirty (30) days before the meeting.

Section 2. These Bylaws shall be reviewed periodically by the Secretary of the Board of Governors and the Executive Committee. The Secretary and the Executive Committee shall recommend any necessary changes to the Board of Governors.

Adopted by the Board of Governors on May 7, 1999.

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(Amended 10/05/2001)
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