

**THIRD AMENDED AND RESTATED BYLAWS
OF THE BOARD OF REGENTS OF
NORTHWEST MISSOURI STATE UNIVERSITY**

ARTICLE I

Powers of the Board of Regents. The Board of Regents (sometimes referred to herein as the “Board”) of Northwest Missouri State University (the “University”) shall have and exercise the corporate powers prescribed by law. Its primary function shall be policy-making, oversight, and responsibility for sound resource management of the University, including delegating duties to administration, officers, faculty, and others as needed. Board of Regents shall further determine the general, educational, and financial policies, and shall have the power to carry out any functions that are permitted by these Bylaws, except as limited by law. These powers shall include but shall not be limited to the following:

1. Determine and periodically review and adopt the purposes and the mission of the University.
2. Adopt bylaws, rules, and regulations for the government of its members, officers, agents, and employees and require adherence to such rules.
3. Establish, review and approve proposed changes in the University’s academic programs and other matters consistent with the University’s mission, plans, financial resources, and applicable statutes.
4. Provide ongoing input into, approve, and monitor the implementation of the University’s Strategic Plan, which is developed and carried out by the President and his/her team.
5. Establish procedures regarding appointment, promotion, tenure, and dismissal of faculty members and approve all such personnel actions regarding faculty members.
6. Approve the employment of all University leaders, defined for this purpose as the President of the University and members of the President’s leadership team.
7. For all purposes of these Bylaws and the operation of the University, to avoid confusion between titles of University officials, the person acting as president of the Board of Regents will be referred to as the “Chair” of the Board of Regents and the person acting as vice-president of the Board of Regents will be referred to as the “Vice-Chair” of the Board of Regents.
8. Elect/Appoint the Chair and Vice Chair of the Board and elect/appoint any other officers of the Board in accordance with these Bylaws and applicable law, and remove them at the pleasure of the Board with a majority vote of the voting members of the Board, excluding the officer sought to be removed.

9. Determine the University's structure and major academic programs and services needed for the successful conduct of its mission and purposes.
10. Grant diplomas and confer degrees based upon the recommendation of the President of the University and faculty.
11. 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. The budget shall not be modified except with approval of five (5) voting members of the Board or consistent with Board policy.
12. Take, purchase, and hold real estate and sell and convey or otherwise dispose of the same.
13. Authorize the construction of new buildings and major renovations of existing buildings, the purchase of major equipment for use of the University, and the acquisition of supplies and services for use of the University.
14. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
15. Contribute 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.
16. In the event of vacancy in the office of the President of the University, determine if an interim President is needed. If one is needed, appoint an interim President by majority vote of the voting members of the board. Also, with due consideration to various constituencies of the Northwest community, appoint a special Presidential search committee to review and recommend candidates for the office in accordance with procedures determined by the Board.
17. Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President of the University and other responsible parties, as the Board shall determine.
18. 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 corporate body.
19. Exercise oversight of the University's intercollegiate athletic program to ensure compliance with NCAA and conference rules.
20. Exercise oversight of the University's planning for succession of key leaders and continuity of operations.

21. Provide direction for the Missouri Arboretum, and approve the director of the Arboretum as provided for in Mo. Rev. Stat. § 174.753(1).
22. Exercise such other authority as from time to time may be conferred upon the Board in accordance and compliance with the applicable laws and regulations of the State of Missouri.
23. All legal services for the University shall be contracted for and/or hired only by the Board of Regents. Notwithstanding the foregoing, the President may recommend to the Board candidates for general counsel, which recommendation shall be considered by the Board. Counsel shall serve at the pleasure of the Board and the Board may terminate such services at any time. Counsel shall serve as parliamentarian for meetings of the Board, unless a different individual is appointed to serve as parliamentarian by the Chair.
24. Appoint and employ University police officers as necessary to protect persons, property, and preserve peace and good order on the University campus as provided in Mo. Rev. Stat. § 174.700.
25. Establish regulations to control vehicular traffic, including speed regulations, on any thoroughfare owned or maintained by the University and located within its campus as provided in Mo. Rev. Stat. § 174.709.

ARTICLE II

Membership of Board. Except as otherwise set forth in Mo. Rev. Stat. § 174.332, the Board of Regents shall be composed of nine (9) members, appointed by the Governor as follows:

1. Six voting members shall be residents of the University’s “historic service region,” as described in Mo. Rev. Stat. § 174.010 and § 174.250, provided at least one of those six shall be a resident of Nodaway County;
2. Two voting members shall be residents of a county in the state that is outside the University’s historic service region, provided these two members shall not be members of the same congressional district; and
3. One nonvoting member shall be a full-time student of the University, a United States citizen, and a resident of Missouri.

ARTICLE III

Appointment of Board. Every two years during a regular session of the General Assembly, the Governor of the State of Missouri shall, by and with the advice and consent of the Senate, appoint two voting Regents for Northwest Missouri State University, and whenever a vacancy occurs in the Board by death, resignation, removal from the district, or by operation of law or otherwise, the Governor shall, in a like manner, immediately appoint some competent person to fill such vacancy and communicate his action thereon to the Senate at the next session of the General Assembly thereafter. The person so appointed shall hold his office subject to confirmation of the Senate, for

the unexpired term, and shall have full authority to act as a member of the Board, including voting privileges if applicable, from the time of appointment by the Governor until and unless the person so appointed is not confirmed by the Senate within (30) days from the date the Senate next convened. Not more than four (4) members of said Board shall belong to the same political party.

The nonvoting student member shall be appointed by the Governor with the advice and consent of the Senate. The student shall be enrolled full-time at the University and shall be selected from a panel of three names submitted through the President of the University to the Governor by the University's president of the student government. If the student representative ceases to be a student at the University or a resident of Missouri, that position shall at once become vacant. If the position becomes vacant for that or any other reason, the Governor shall appoint a qualified replacement who shall serve until a successor is appointed.

ARTICLE IV

Regent's Term of Office. The voting Regents shall hold their office for the term of six (6) years from the first day of January next prior to their confirmation and until their successors are duly appointed and qualified except such as may be appointed to fill a vacancy, who shall hold office for the unexpired term. A person shall be deemed to be qualified to succeed a Regent, who has held said office immediately preceding his appointment, only after said person has been appointed by the Governor and confirmed by the Senate.

The nonvoting student Regent shall be appointed for a term of two (2) years, provided however, that the student may remain in office until a successor is appointed so long as the student otherwise remains qualified to hold the office.

ARTICLE V

Organization of Board of Regents.

1. **Officers.** There shall be a Chair (i.e., the president) and Vice Chair (i.e., the vice president) of the Board, as well as a Secretary and Treasurer of the Board, and such other officers as may be deemed necessary by the Board.
2. **Nominations.** At the meeting preceding the Board's Annual Meeting in even numbered years, the presiding Chair shall accept nominations from the floor, or by ballot if prescribed by the Board, for the Chair and Vice Chair positions to be voted on at the following Annual Meeting. The Chair shall also accept nominations from the floor at any meeting where an election is scheduled to take place.
3. **Ballot Election, Ratification, Time of Elections and Ratification, Term of Office, Removal from Office.** The Chair and Vice Chair shall be elected by ballot election reflecting an affirmative vote of a majority of the voting members of the Board. The date of election shall be at the Annual Meeting in even numbered years, or if necessary, at a special meeting called for that purpose.

Once the nominations are closed, a ballot vote will be conducted. The Secretary will distribute a single ballot to each person. Members of the Board attending by

electronic, real-time participation shall enter a voice vote after the ballots have been collected. The Secretary will collect and tally the votes and record the vote count report in the minutes. The presiding Chair shall announce the result. A person elected to office assumes the position after the meeting is adjourned.

Should a tie be declared or a majority vote result not achieved, the results of the election are thrown out, and the ballot vote is taken again. This process is repeated until the tie is broken.

The last ballots will be retained for review by the members of the Board in attendance immediately after the meeting is adjourned. The ballots will be destroyed as soon as the Board members leave the meeting, and election results cannot be challenged.

After consultation with the President, the Board shall appoint annually at the Annual Meeting a) a Treasurer, who in most instances shall be the Chief Financial Officer of the University, and b) a Secretary. The appointment requires a majority vote of the voting members of the Board. No Board shall appoint one of its own members Treasurer. Any other officers deemed necessary by the Board will be selected by the Board. Appointed officers assume their positions after the meeting is adjourned.

The Chair and Vice Chair shall serve two (2) year terms or until their successors are elected. The Chair and Vice Chair may have one renewable term for not more than two (2) consecutive two (2) year terms or a total of four (4) years. The Secretary and Treasurer will each serve one (1) year terms.

Any officer of the Board may be removed by a majority vote of the voting members of the Board.

4. Vacancies. The Vice Chair of the Board becomes the Chair of the Board, assuming all of the Chair's duties, in the event of the Chair's absence or incapacity, either until the Chair is able to return to the role or, if the Chair is not able to return, until the Chair position is filled by a Board vote conducted at either the next regularly scheduled meeting or a special meeting called for that purpose. Incapacity includes, but is not limited to, when the Chair is no longer able to serve because of the Chair's term as a Regent has ended and he or she has been replaced by another appointed and qualified Regent, or when the Chair has served as Chair for four years prior to the next even-year election.

If the Vice Chair position becomes permanently vacant between regularly scheduled election dates, the Vice Chair position will be filled by a Board vote conducted at either the next regularly scheduled meeting or a meeting called for that purpose.

Should there be a vacancy in the Secretary, Treasurer, or other officer position, not including the Chair or Vice Chair, the President shall temporarily assign an appropriate replacement and advise the members of the Board. After consultation

with the President, the Board shall appoint a permanent replacement for the remainder of the term at the next regularly scheduled meeting or a special meeting called for that purpose.

ARTICLE VI

Election, Powers and Duties of the President of the University. The initial election of the President of the University shall require the affirmative votes of not less than two-thirds (2/3) of the members of the Board who have voting privileges. Moreover, the two-thirds threshold must also consist of at least five (5) affirmative votes. Subsequent reappointment shall be determined by affirmative votes of at least five (5) voting members. He or she shall serve at the pleasure of the Board and shall only be removed as authorized by statute. The President of the University shall be the chief executive officer of the University and the official advisor to and executive agent of the Board of Regents and committees. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the University and bring such matters to the attention of the Board as appropriate to keep the Board fully informed in meeting its policy-making and fiduciary responsibilities. Furthermore, the President shall have power, on behalf of the Regents, to perform all acts and execute all documents to make effective the actions of the Board. He or she shall be an ex-officio member of all committees of the Board without power to vote knowing that he or she may be excused for closed sessions as part of the Board's regular operating procedures or protocols. The President shall have the authority to delegate, in whole or in part, his or her administrative authority granted under these Bylaws, or by other action of the Board, to such other officers, faculty and employees of the University as he or she may designate, either by general or specific delegation, with the right to revoke such delegation at any time.

ARTICLE VII

Meetings of Board of Regents.

1. **Board Meetings.** Meetings of the Board of Regents shall be held on the University campus or any other place that the Chair or a majority of the Board may from time to time designate. All meetings of the Board and its standing and special committees or subcommittees shall be held in accordance with the relevant statutes of the State of Missouri.
2. **Regular Meetings.** There shall be up to seven (7) regularly scheduled Board meetings of the Board of Regents each year held at such times as the Board shall decide. At such meetings, any business relating to the University may be discussed and transacted. Any regular meeting may be continued by adjournment from day to day until adjournment *sine die*.
3. **Rescheduling of Meetings.** In the event circumstances require, the Secretary of the Board of Regents may reschedule any regular meeting of the Board of Regents, with proper notice as required by these Bylaws and relevant Missouri statutes.
4. **Special Meetings.** The Chair of the Board shall have the power to assemble the Board at any time in special meetings upon providing proper notice thereof. He or

she shall do so upon the written request of at least two (2) members of the Board, or upon the resolution of the Faculty Senate, signed by the President or Vice President of the University and certified by the secretary thereof. In any such meeting, in person or by electronic communication, the Chair shall ensure that the Board complies with all provisions of the state's open-meeting laws. At a special meeting, the Board may deal with only the business that was stated in the call for the meeting and no other business shall be transacted at such meeting unless all members of the Board are present and consent thereto.

5. Annual Meeting. The regular meeting in June shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees and for any other business that may arise, or be required by statute, as well as, in even numbered years, electing officers.
6. Quorum and Manner of Acting. A majority of the voting members of the Board (i.e., at least five (5) voting members) shall constitute a quorum for the transaction of Board business. The Regents present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present. All questions coming before the Board of Regents shall be determined by a majority vote of those Regents voting on that issue, unless otherwise required by law (e.g., votes regarding appropriation of money, contracts requiring the appropriation or disbursement of money, and employment or dismissal of teachers require at least five (5) voting members). Voting by proxy is not permissible. Regents may participate in any meeting of the Board by means of conference telephone or other communications equipment whereby all persons participating in the meeting can communicate with one another. Participation in a meeting in this manner shall constitute attendance at the meeting. Any action required to be taken at a meeting of the Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the voting members of the Board of Regents then in office.
7. Closed Session. Closed sessions of the Board will include the Regents, the President of the University, Secretary, and general counsel unless otherwise instructed. Other individuals may be invited to give information as deemed necessary by the Board. Topics and purposes shall be limited to those matters permitted by the state's open-meeting laws.
8. Rules of Procedure. Business before the Board shall be conducted according to the latest edition of Robert's Rules of Order when not inconsistent with these Bylaws. With regard to protocols governing the petition of responsible individuals to address the Board, the Board may prescribe such protocols and ensure their availability in a policy separate from these Bylaws.
9. 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 Chair of the Board, the President of the University, or the chairperson

of any committee of the Board electing to place such item on the consent agenda, provided the same is accomplished not less than twenty four (24) hours prior to the meeting of the Board and that the Secretary of the Board shall present such consent agenda to the members of the Board immediately prior to the convening of the meeting. Provided further, however, that any member of the Board may remove any item from the consent agenda by notifying the Chair of the Board of the election to remove the item any time prior to a vote being taken on the consent agenda. The consent agenda requires approval by a majority vote of the Board in attendance for passage and adoption of each item on the consent agenda. Notwithstanding anything in these Bylaws to the contrary, a proposal made at a meeting may not be added to the consent agenda and/or voted upon at the same meeting at which the proposal was made; the Board may not take any action on any proposal made at a meeting until a subsequent meeting to allow time for adequate consideration of proposals.

10. Notice to Regents. Notice of all regular and special meetings of the Board of Regents must state the place, the day and hour of the meeting, and for special meetings, the purpose or purposes for which the meeting is called. Said notice shall be given to all Board members at least ten (10) days in advance, when practicable, by any reasonable method so long as actual notice of any such meeting is received by all Board members. The notice shall include a tentative agenda, and where possible, detailed financial and other information to be disclosed and or voted on at the meeting. No other business than that specified in the notice for a special meeting shall be considered at a special meeting, except by unanimous consent of all of the voting members of the Board. Notice may be waived in writing by any Regent either before or after the meeting, and attendance at any meeting by a Regent shall be deemed to be a waiver of notice unless the Regent attends to object to the transaction of business because the meeting is not lawfully convened.
11. Notice to the Public. In addition to notice to the Regents, notice in accordance with Mo. Rev. Stat. § 610.020 of the place, the day and hour of the meeting, its tentative agenda, and whether any portion of the meeting will be closed, shall be given to the general public of any such meetings in a manner reasonably calculated to advise the public of the matters to be considered.
12. Emergency Meeting. Any time when in the opinion of the Chair of the Board or in the opinion of the President of the University condition or conditions exist that would necessitate the calling of an emergency meeting or telephone conference call for immediate action by the Board, said meeting shall be called. Actual notice within twenty-four (24) hours of said meeting by any reasonable means shall be sufficient to satisfy notice requirements. This requirement may be waived by a majority of the voting members of the Board. Notice in accordance with Mo. Rev. Stat. § 610.020 shall be given to the general public of any such emergency meeting.

13. Compliance. Notice of all meetings and the conduct of all meetings, including closed sessions, shall comply with Mo. Rev. Stat. §§ 610.010 – 610.025 regarding said meetings.
14. Expenses. Each member of the Board shall receive as full compensation for his/her services six (6) cents per mile, or other reasonable mileage allowance as allowed by state law for mileage necessarily traveled in going to and from each meeting of the Board, and the actual expenses incurred during his or her attendance at same; all to be paid out of the contingent fund of the University.

ARTICLE VIII

Attendance Policy. To promote the effectiveness of the Board’s functioning, all Regents are strongly encouraged to attend all meetings of the Board, including special meetings, regularly scheduled Board meetings, Committee meetings and work sessions; provided however, that when necessary, such attendance may be by electronic, real-time participation (e.g., conference call or interactive audio and video linkage).

Missing more than three (3) regularly scheduled Board meetings per calendar year for any reason will trigger an automatic review by the Board to determine if a sanction is warranted. Any meetings missed during a Regent’s first six months of service will not be counted as missed meetings, in order to accommodate prior commitments.

Sanction of a Board Member. Any Regent of the Board may be sanctioned upon the affirmative unanimous vote of all voting Regents of the Board then in office, excluding the Regent proposed for sanctioning (the “Subject Regent”), at any regular or special meeting of the Board called for that purpose. Sanction may be appropriate for conduct detrimental to the University, excessive absenteeism, lack of sympathy with its objectives, or refusal to render reasonable assistance in carrying out the University’s purposes. Sanction may include, but is not limited to censure, fine, suspension, removal from office, or removal from the Board.

A Subject Regent shall be entitled to written notice at least five (5) days before the meeting at which such sanction is to be voted on. He or she shall be entitled to appear before and be heard at such meeting. The Subject Regent may retain legal counsel upon receipt of written notice of such sanction, and the Subject Regent’s legal counsel is entitled to appear with the Subject Regent at the meeting at which the sanction is to be voted on.

When a sanction by the Board results in the removal of a Regent from the Board, a letter will be sent to the Governor of the State of Missouri explaining the Board’s decision.

ARTICLE IX

Duties of the Officers of the Board of Regents.

The Chair

The Chair shall be the chief executive officer of the Board of Regents; he or she will preside at all meetings of the Board. He or she shall have the authority to perform the duties usually attached

to the office of chief executive officer and shall have such other authority and duties as prescribed by these Bylaws, the standing orders, and the Board. The Chair ordinarily shall be the Board's spokesperson on behalf of its policies and actions.

Vice Chair

The Vice Chair may have the authority and duties prescribed by these Bylaws, the standing orders, and the Board.

Secretary

1. After consultation with the President, the Board shall appoint at each Annual Meeting a Secretary of the Board of Regents to serve at the pleasure of the Board. The Secretary shall attend all sessions of the Board of Regents, act as clerk thereof, and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Regents and shall perform such other duties as may be prescribed by the Board. The Secretary shall ensure that the Board of Regents is acting in accordance with these Bylaws, that Bylaw amendments are promptly made as necessary, that the minutes of Board meetings, if any, are accurate and promptly distributed, and that Board policy statements and other official records are properly maintained.
2. The Secretary shall keep the University books and records, and prepare the necessary reports to the State and to the Regents, including annually transmitting to the department of higher education the names of all those receiving diplomas, including residences and dates of issue as provided in Mo. Rev. Stat. § 174.190. He/she shall in all respects perform those usual and customary duties, which such office performs in a standard business corporation.
3. The Secretary shall be authorized to reschedule any regularly scheduled meetings of the Board of Regents as circumstances require, with proper notice in accordance with these Bylaws and relevant statutes of the State of Missouri.

Treasurer

1. After consultation with the President, the Board shall appoint at each Annual Meeting a Treasurer of the Board of Regents, who in most instances shall be the Chief Financial Officer of the University, to serve at the pleasure of the Board. The Treasurer shall have the custody of and be responsible for all monies and securities of the University; shall keep full and accurate accounts and books belonging to the University, showing the financial transactions of the University, and its accounts, liabilities, and financial condition; and shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall deposit in the name of the University or on its behalf, in such depository or depositories as are approved by the Board of Regents, all monies that may come into the Treasurer's hands for the University account.

2. The Treasurer of the Board shall receive, keep, and disburse all monies under the control of the Board, perform all such acts as appertain to his/her office, under the direction of the Board, and make reports of the same to the Board as requested, but, at least, annually.
3. The Treasurer shall also make and furnish to the State Department of Higher Education in the month of August of each year an abstract which will contain a full account of all monies received and disbursed during the preceding year, stating from what source received and on what account paid out, and the amount paid to each professor, teacher, or other officer of the University, and the Treasurer shall every two (2) years report to the General Assembly, under oath, an itemized statement of all receipt and expenditures for the two (2) calendar years preceding showing minutely all disbursements of money received from the State or other sources.
4. Before entering upon the duties of his or her office, the Treasurer shall enter a bond to the State of Missouri, with good and sufficient security, in a sum of not less than fifty thousand dollars (\$50,000), or such amount otherwise required by law, conditioned that he or she will faithfully perform all of the duties required of him by law, and account for and pay over all money received by him, which bond shall be approved by the Board and filed with the Secretary of the Board.

ARTICLE X

Committees.

Establishment of Committees.

There shall be standing committees, whose Chairs and membership shall be appointed by the Chair of the Board. New standing committees can be established, and existing standing committees can be eliminated, by a majority vote of the Board of Regents voting members at any regularly scheduled Board meeting or special meeting thereof. The Chair and Vice Chair of the Board shall be ex officio members of each committee if not otherwise a member of that committee. If one regular member of a committee is absent, the Chair of the Board may vote in that member's place. If two regular members of a committee are absent, both the Chair and the Vice Chair of the Board may vote. Membership on a committee need not be limited to members of the Board. The Chair of the Board may fill vacancies in the membership of any committee as needed. The committees are:

1. (a) Academic and Student Engagement Committee:
 - Membership: This committee shall consist of at least three voting Board members, one of which will serve as Chair of the committee.
 - Responsibilities: This committee shall be responsible for addressing matters pertaining to academics, student life and athletics, as well as diversity and inclusion embedded within these areas. Its primary focus shall be on items tied to Strategic Plan Themes and Goals. It

will ensure that the Board adheres to its rules of conduct and policies set forth. Subject to the Board's approval, the committee shall establish and periodically revise its policies and procedures. It shall periodically review the adequacy of the Board's bylaws. Additionally, it will have the purview to evaluate the Board's effectiveness. The Chair of the Board may periodically assign additional responsibilities to the committee.

(b) People, Finance, and Operations Committee:

- Membership: This committee shall consist of at least three voting Board members, one of which will serve as Chair of the committee.
- Responsibilities: This committee is responsible for addressing matters pertaining to the faculty and staff, culture, operations, policy and governance. Its primary focus shall be on items tied to the Strategic Plan Themes and Goals. Audits, University policy, legal, governance, personnel, regulatory and risk management issues are included as well. This committee shall have the authority to engage outside vendors to validate the University's annual financial statement or to provide advice in the review of financial statements prepared by the administration. It will ensure that the Board adheres to its rules of conduct and policies set forth. Subject to the Board's approval, the committee shall establish and periodically revise its policies and procedures. It shall periodically review the adequacy of the Board's bylaws. Additionally, it will have the purview to evaluate the Board's effectiveness. The Chair of the Board may periodically assign additional responsibilities to the committee.

(c) Ad Hoc Committees: The Chair of the Board may, from time to time, appoint ad hoc committees as the Chair deems desirable. Each ad hoc committee shall consist of at least two members and shall report to the Board on the matters they are charged to investigate or report upon. The Board of Regents shall not delegate any authority to act on its behalf to an ad hoc committee.

2. Committee Authority. Each committee shall have and may exercise such powers and authority of the Board as are specified herein or by Board resolution or committee charter, except as prohibited by applicable law. No committee shall have or may exercise any power or authority that is not exercisable by the Board.
3. Committee Meetings and Procedures. Each committee shall determine the time and place of meetings and the notice required thereof. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of a committee; however, if less than a majority of the committee members are present, those members present may adjourn the meeting from time to time without further notice and may continue the business of the meeting at the date and time

designated for the adjourned meeting and provided a quorum is then present. Except as otherwise set forth herein, the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall keep minutes of its meetings and submit reports and recommendations to the Board as necessary. Each committee may adopt reasonable rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board. In the absence of such rules, each committee shall conduct its business in the same manner as the Board conducts its business as set forth in these Bylaws.

ARTICLE XI

Annual Report. The Chief Financial Officer shall make an annual report to the State Board of Education, in the month of August of each year, of receipts of monies from appropriations, incidental fees, and all other sources and disbursements thereof, and for what purposes, and the condition of the University.

ARTICLE XII

Signature Authority.

1. The Chair of the Board, or such other person designated by resolution of the Board, shall sign all instruments conveying title to or interest in real estate owned by the University.
2. Consistent with the express and implied authority arising from his or her responsibility to exercise general superintendence over all the affairs of the University, but subject to any limitations otherwise established by specific policies or actions of the Board, the President of the University is authorized to sign all contracts, agreements, applications, reports or other legal documents on behalf of the University, whether with individuals, for-profit or non-profit entities, governmental agencies or departments at the federal, state or local level, or international organizations or entities.
3. The President of the University is authorized to further delegate this authority to such official or officials as he or she deems appropriate for the effective superintendence of the institution.
4. In the event of emergency matters, the Chair of the Board shall have the power to sign contracts on behalf of the University, subject to ratification by the Board.

ARTICLE XIII

Indemnification. The University shall provide its current and former Regents and officers with legal defense in connection with any threatened or pending action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are made parties by reason of being or having been a representative of the University. The University shall indemnify to the extent permitted by state law any Regent or officer for judgments, damages, settlements, and costs

reasonably incurred in such proceedings so long as such matters are not the result of willful or wanton misconduct. In addition to the indemnification herein provided, the University should secure a policy of directors' and officers' liability insurance covering all members of the Board within limits determined by the Board.

ARTICLE XIV

Conflicts of Interest.

1. A Regent shall be considered to have a conflict of interest if (a) such Regent has existing or potential financial or other interests which impair or might reasonably appear to impair such Regent's independent, unbiased judgment in the discharge of his or her responsibilities to the University or (b) such Regent is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Regent), or any organization in which such Regent (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Regents shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Regent shall vote on any matter under consideration at a Board or committee meeting, or be present or otherwise participate in the discussions or deliberations with respect to such matter, in which such Regent has a conflict of interest. The minutes of such meeting shall reflect that disclosure was made and that the Regent having a conflict of interest abstained from voting. Any Regent who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question by a majority vote of the voting Board members in attendance at the meeting.
2. A Regent shall refrain from using confidential information obtained as a Regent in any manner with intent to result in financial gain for himself or herself or for any other person or business with which that Regent is associated.

Confidentiality.

1. Confidentiality, as determined by the Board and as provided by law, shall apply to all members and representatives on the Board.
2. Any member or representative on the Board may recuse himself or herself from any deliberation or proceeding of the Board.

Closure of Meetings to Student Representative.

1. Upon a unanimous affirmative vote of the members of the Board who are present and who are not student representatives, any given meeting closed to the public pursuant to Mo. Rev. Stat. § 610.021 and § 610.022 shall also be closed to the student representative on the Board.

ARTICLE XV

Discrimination Prohibited. In administering its affairs, the University and the Board shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or physical disability.

ARTICLE XVI

Compliance with Laws. All actions taken by the Board shall be in compliance with applicable Missouri laws. If any discrepancies exist between these Bylaws and applicable Missouri laws, the provisions of the Missouri laws shall prevail. Also, all meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XVII

Amendments. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the Board of Regents voting members at any regularly scheduled Board or special meeting thereof. Any amendment must be submitted at the previous meeting of the Board in order to be considered and voted on by the Board at the following meeting. In no event, however, shall any revision of these bylaws conflict with any Missouri law pertaining to the operation of the University. These Bylaws should be reviewed at least biennially by the Board or any committee as designated by the Board.

ARTICLE XVIII

Regent Oath and Training.

1. Each member of the Board is required to take an oath to discharge faithfully, impartially, honestly, and to the best of his or her abilities the duties of the Regent.
2. All newly appointed and qualified Regents, newly selected Board officers, and newly selected Committee Chairs shall undergo training for their new positions in order to enable them to fulfill the duties of their new positions successfully.

ARTICLE XIX

Adoption of Bylaws. These Amended and Restated Bylaws of the Board of Regents of the University shall be and become effective on the 28th day of January, 2021. All former bylaws of the Board of Regents are hereby repealed. These Bylaws, as adopted, and from time to time amended, shall be known and cited as Board Bylaws of Jan. 2021.