

**BYLAWS of the Board of Trustees
Metropolitan State University of Denver**

ARTICLE I

AUTHORITY AND POWERS

Colorado law vests the supervision and control of Metropolitan State University of Denver in the Board of Trustees. The University is a body corporate of the State of Colorado.

A. Authority and Powers

As provided by section 23-54-101, C.R.S., *et seq.*, the Board has full authority and responsibility for the governance of the University. The Board has such powers, rights, and privileges as are granted to it by Colorado law, including, but not limited to, suing and being sued; taking and holding personal property and real estate; contracting and being contracted with; selling, leasing, or exchanging real property; controlling and directing all monies received by it; authorizing revenue bonds and other lawful financial transactions to raise money; and determining personnel matters.

B. Delegation

Except for powers that are legislative or judicial in nature, the Board may delegate authority to perform such duties as the Board deems proper and necessary.

ARTICLE II

BOARD MEMBERSHIP

The Board includes eleven statutory members, consisting of nine voting members and two non-voting advisory members, who shall have such qualifications, and subscribe to the oath, as prescribed by law. In addition, pursuant to Board policy, the Board includes one alumni representative who serves as a non-voting advisory member.

A. Voting Members

The voting members are appointed by the Governor of the State of Colorado, with the consent of the State Senate, for terms of up to four years expiring on December 31 of the third calendar year following the calendar year in which the voting member is appointed. A vacancy in the unexpired term of a voting member shall be filled by appointment of the Governor for the unexpired term.

B. Advisory Members

Advisory members shall not vote on matters before the Board, nor shall they attend executive sessions of the Board. Advisory members shall include one full-time member of the University's teaching faculty at large, elected by the faculty at large; one full-time junior or senior University student, who has been a Colorado resident for at least three years immediately prior to election by the student body at large; and one alumnus of the University, who shall serve as an alumni representative. A vacancy in an unexpired term of an advisory member shall be filled by election for the unexpired term. Advisory members shall serve for a term of one year expiring June 30.

ARTICLE III

OFFICERS

The officers of the Board include the Chair, Vice Chair, Treasurer, and Secretary. Such officers shall be elected by a majority of a duly constituted quorum of the Board.

A. Election

Election of officers shall take place at the annual Board meeting. The Chair and Vice Chair shall hold office for a period of two calendar years until their successors are elected. The Secretary and Treasurer shall hold office at the pleasure of the Board.

B. Removal

The Board may remove any of its officers whenever in its judgment the best interests of the Board will be served thereby.

C. Chair

The Chair shall be a member of the Board. The Chair shall preside at meetings of the Board and shall sign contracts and documents required to be executed by the Board. The Chair shall appoint members of the Board to committees and as representatives to other bodies. The Chair shall also perform such additional tasks as may be necessary to implement actions approved or taken by the Board. The Chair also shall serve as Past Chair for one year after the term has ended to facilitate the transition to new Board leadership.

D. Vice Chair

The Vice Chair shall be a member of the Board. The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair. The Vice Chair shall also serve as the Chair of the Presidential Evaluation Committee.

E. Secretary

The Secretary shall not be a member of the Board. The Secretary shall make certifications

on behalf of the Board and perform such other duties as are normally performed by the Secretary of a public entity, and those which may be assigned by the Board. The Secretary shall cause all notices to be sent that may be required by these Bylaws and the law. The Secretary shall also cause a record to be kept and maintained of all actions, proceedings, and policies of the Board.

F. Treasurer

The Treasurer shall not be a member of the Board. The Treasurer shall cause statements of the financial condition of the Board and other such other financial documents as may be requested by the Board to be prepared, compiled, and provided to the Board.

G. Assistants

The Board may appoint such assistants as it deems necessary to accomplish the duties of the officers of the Board.

H. Vacancies

In the event of a vacancy in any office of the Board, a successor shall be elected by a majority of a duly constituted quorum of the Board to serve for the period of the unexpired term.

ARTICLE IV

MEETINGS

A. Annual Meeting

The annual meeting of the Board shall be held in December of each year or at such time and place as may be designated by the Board by resolution. The annual meeting shall be for the purpose of electing officers and the transaction of other business.

B. Regular Meetings

Regular meetings of the Board shall be held at such time and place as established yearly by resolution of the Board.

C. Special Meetings

The Board Chair may call special meetings of the Board at any time, and shall do so upon the written request of a majority of the Board.

D. Committee Meetings

A Committee Chair may call meetings at such time and place as is necessary to discharge committee duties.

E. Notices

Notice of the time, place, and agenda of all meetings of the Board and any of its committees shall be given in accordance with the Colorado Open Meetings Law.

F. Agendas

No less than five days before the annual meeting or any regular meeting, an agenda setting forth the matters to be considered at the meeting shall be sent to Board members. An agenda for any special meeting or committee meeting shall be sent to Board members as early as is practicable.

G. Records of Meetings

In accordance with the Colorado Open Meetings Law, a recording and minutes shall be kept of all Board and committee meetings, with the exception of certain matters discussed in executive session.

H. Presence of Members at Meetings

Board members may attend meetings by telephone. Meetings may be held by telephone, video conferencing, or other forms of electronic communication.

I. Motions and Seconding

All members of the Board may make and second motions.

J. Voting

Only voting members of the Board may vote on actions before the Board. Only members of a committee may vote on actions before committees. In extraordinary circumstances, a Board member who is unable to attend may vote by written proxy as to a specific question.

K. Executive Session

Upon a two-thirds vote of the voting members, an executive session may be held to discuss matters as permitted by the Colorado Open Meetings Law.

L. Adjournment

Any meeting may be adjourned and its business continued to an appointed day by a vote of the majority of the voting members present even though there may be less than a quorum.

M. Rules of Procedure

To the extent a meeting procedure is not addressed by these Bylaws or the law, the Board and its committees may consult ROBERT'S RULES OF ORDER for guidance.

ARTICLE V

EXERCISE OF POWERS

Official action of the Board or recommendations of any committee shall occur only in open session at meetings duly called and held at which a quorum is present. Matters coming before the Board or its committees at meetings shall be determined by a majority of the voting members who are present.

ARTICLE VI

QUORUM

A quorum of the Board shall be a majority of its voting members. A quorum of any committee of the Board shall be a majority of its voting members.

ARTICLE VII

COMMITTEES AND OTHER BODIES

The Board shall have the committees described in these Bylaws and may create ad hoc committees as needed. Formal actions of all committees shall be limited to recommendations made to the entire Board and shall in no way bind the Board. Standing committees of the Board include:

A. Academic and Student Affairs Committee

The purpose of the Academic and Student Affairs Committee is to review and make recommendations to the Board regarding academic and student issues, including but not limited to the addition of new academic requirements, programs, degrees, majors, and fees, significant changes in policies, and other areas essential to the academic endeavor of the University and the welfare of its students. A committee charter further details the purposes of the committee and is incorporated by reference herein. The Provost and Vice President for Academic Affairs shall serve as staff to the committee.

B. Finance Committee

The purpose of the Finance Committee is to review and make recommendations regarding the University's finances and budget and significant changes thereto, including but not

limited to setting annual budget parameters, tuition rates, salary rates, financial aid, parameters for issuance of debt, and other areas essential to the fiscal soundness of the University. The Finance Committee also serves as the Board's audit committee and shall review annually and report to the Board any material issues or findings pertaining to the University's annual audit or any significant interim audit or risk management issues. The Vice President for Administration, Finance and Facilities shall serve as staff to the committee.

C. Governance Committee

The purpose of the Governance Committee is to review and make recommendations to the Board regarding Board operations and institutional governance, including but not limited to Board policies, these Bylaws, Board meetings, retreats and orientation, the Board budget, nomination of prospective Board members and other policy matters essential to effective operation of the Board. The General Counsel/Secretary shall serve as staff to the committee.

D. Executive Committee

The purpose of the Executive Committee is to take necessary actions when the Board is not in session, review the President's performance per the requirements of the employment contract and Board policies, report its findings to the Board, and make recommendations to the Board regarding the terms and conditions of the President's employment and compensation. The Committee may evaluate other appointees or individuals as needed. The Committee shall have the full power of the Board in between meetings of the Board except for the hiring or termination of the President and shall report its actions to the Board at its next meeting. The membership of the Committee shall be the Chair, Vice-Chair, Past Chair and up to two of the Chairs of the standing committees of the Board as designated by the Chair of the Board. The President and General Counsel/Secretary shall serve as staff to the committee.

In addition to serving on committees, Board members also serve on the governing boards of other bodies. These other bodies include:

A. Auraria Higher Education Center

The purpose of this enterprise is to support the University, Community College of Denver, and the University of Colorado Denver and to facilitate the achievement of their goals and objectives on the Auraria campus.

B. Metropolitan State University of Denver Foundation, Inc.

The purpose of this nonprofit, direct-support corporation is to promote the development and general welfare of the University by receiving, investing, and administering private support.

C. HLC@Metro, Inc.

The purpose this special purpose corporation is to own the hotel and hospitality learning center and provide for its financing, construction, operation, and management.

D. MSCD Roadrunner Recovery and Reinvestment Act Finance Authority

The purpose of this finance authority is to issue bonds necessary to finance the hotel and hospitality learning center project and loan the proceeds to HLC@Metro, Inc. This finance authority is also available for the financing of future projects.

ARTICLE VIII

CONFLICT OF INTEREST

All decisions of the Board and its members must be made solely on the basis of a desire to promote the best interests of the University. A conflict of interest exists when a Board member has or represents interests that may compete with or be adverse to those of the Board and the University. A conflict of interest exists not only when there is any benefit, direct or indirect, received by such Board members or their affiliates, in connection with the official actions of the Board and University, but also when the Board or University interests are, or could be, adversely affected by a conflict of interest or perception or appearance of a conflict. Although Board members may have allegiances to and associations with other outside interests, their paramount fiduciary obligation is to serve the best interests of the Board and the University. All conflicts of interest must be fully disclosed and the interested Board member shall refrain from participation in and consideration of the proposed matter.

Each Board member shall maintain on file a statement with the Secretary identifying: all business or other undertakings in which such Board member has a direct or substantial financial interest; all contracts and/or contract proposals with the University; or, that to the best of the Board member's knowledge after diligent inquiry, no such financial interests exist.

ARTICLE IX

INDEMNIFICATION

The University shall indemnify any Board member who is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of service as a Board member against expenses and judgments if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the interests of the University, and with respect to any criminal action or proceedings, had no reasonable cause to believe the conduct was unlawful.

ARTICLE X

EXPENSE REIMBURSEMENT

Board members may be reimbursed for reasonable and necessary expenses incurred in the performance of Board duties.

ARTICLE XI

NECESSARY POLICIES AND PROCEDURES

The Board has the responsibility and authority to promulgate Board policy by resolution or otherwise.

ARTICLE XII

AMENDMENT AND REPEAL OF BYLAWS

These Bylaws may be amended or repealed, consistent with the law, at any meeting of the Board by majority vote, so long as written notice is given to each Board member prior to the meeting at which such amendment or repeal is to be considered.