**Bill Status: PASSED**



**University of Colorado Student Government**

**Legislative Council**

**Date October 15, 2015 83 LCB 08 — UMC Board Bylaws**

**Sponsored by:** J.R. Souders Parliamentarian

Joseph Soto President of External Affairs

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**A Bill to Approve the UMC Board Bylaws**

**Bill History**

During the Fall of 2015, the Joint Board of the University Memorial Center took on revisions of its bylaws**.** These changes reflect the desires of the current UMC Board to add clarity and to enable more effective board governance.

**Bill Summary**

The Bill calls for a number of changes in the UMC Board Bylaws as decided on by the UMC Board. Board bylaws require approval by the CUSG Legislative Council.

**Whereas,** the University Memorial Center Board began revising its bylaws to reflect the desires of the Board in the provisions of its governing documents.

**Whereas,** approval of Joint/Advisory Board Bylaws require a majority approval of the CUSG Legislative Council.

**THEREFORE, BE IT ENACTED by the Legislative Council of the University of Colorado Boulder Student Government, THAT:**

**Section 1:** Section III(A)(1)(a) shall now read, in relevant part, “Legislative Council needs a majority vote of those present and voting to reject a Board appointee.”

**Section 2:** Section III(B)(1)(a) shall now read, in relevant part, “Eligibility, Election, Term. The presiding officer is the Chairperson. He/she shall be a voting student member of the Board and shall serve a one-year term commencing in May. The Chairperson must be ratified by Legislative Council. The Chairperson must be a voting member for one semester before becoming Chairperson.

**Section 3:** Section III(B)(1)(f) shall now read, in relevant part, “The Chairperson shall send both…”

**Section 4:** Section III(C)(1) shall now read, in relevant part, “Standing Committee. There shall be standing committees of the Board, members of which shall be appointed by the Chairperson. Members shall include voting members of the Board and may include ex-officio members, members of the University Memorial Center staff, and other interested individuals. There shall be a committee Chairperson appointed by the Chairperson. The Chair of the committee will report to the Board. Every voting member must sign up for a committee. Ad hoc committees may be created as deemed necessary, but standing committees include:…”

**Section 5:** Section III(C)(8)(a) shall be removed and Section III(C)(8) shall now read, in relevant part:

1. An absence from a meeting shall be an excused absence:
2. If the Chairperson or one of the Joint Board secretaries or the UMC Executive Director’s Office are notified of the absence at least one hour in advance of the meeting, or
3. If a letter of intent to continue working on the Board (not to be confused with an excuse) is presented to and accepted by the Board at the following scheduled meeting. Acceptance shall be indicated by a simple majority of the Board present at said meeting.
4. If any student, voting or non-voting, misses more than five meetings within a semester, a review of their membership shall be brought before the board. This shall consist of but not limited to the member stating reasons for their absences. The UMC Board may also exercise the right to remove said member for attendance infractions or other offenses. This does not apply to the CUSG Legislative Council representative.

**Section 6:** Section III(C)(13) shall now read, in relevant part, “In general, the conduct of the Board business shall follow Robert’s Rules of Order, Revised or a modified version of Robert’s Rules of Order, Revised at the discretion of the Chairperson.”

**Section 7:** The UMC Board Bylaws shall read as written in Appendix A.

**Section 8:** The bill shall take effect upon final passage in Legislative Council and upon either obtaining the signature of two Tri-Executives and the Legislative Council President or the lapse of six days without action by the Tri-Executives.

**Vote Count:**

10/15/15 Passed on 1st Reading Acclamation

10/22/15 Passed on 2nd Reading Acclamation

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Nicholas Trevino John Lurquin

Legislative Council President President of Student Affairs

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Boneth Ahaneku Joseph Soto

President of Internal Affairs President of External Affairs

**Appendix A**

JOINT BOARD ON THE UNIVERSITY MEMORIAL CENTER

BYLAWS

Revised by UMC Board April 22, 2014

Ratified by Legislative Council April 24, 2015

## INTRODUCTION

The basic documents defining the purpose, responsibilities and accountability of the Joint Board on the University Memorial Center (hereafter referred to as the Board) are a) the “Policy Manual of the University Memorial Center, Revised as of January, 1995”, b) the May 11, 1970 “Proposed Report to the Regents on Joint Boards”, c) the March 28, 1973 “Report on Planning Task Force on the University Memorial Center”, d) the University of Colorado Student Union Constitution as approved by the Regents on March 27, 1974, and e) the “UCSU/Boulder Chancellor Working Agreement—A Guarantee of Rights” signed February 8, 1980.

The Policy Manual provides the basic objectives and operational framework in the management of UMC services and facilities by the UMC Director and staff, guides the UMC Board in reviewing and approving UMC policies, and informs individuals and groups using UMC services and facilities of UMC regulations. The Raimy Report, which was approved by the Faculty Council on May 14, 1970 and by the Board of Regents on May 26, 1970, established the basic structure of the present Joint Board system. The Planning Task Force report represents the recommendations for revising and redefining the purpose and responsibility of the University Memorial Center and the Board. The CUSG Constitution establishes the accountability and membership of the Joint Boards. The UCSU/Boulder Chancellor Working Agreement, otherwise known as the Autonomy Agreement, defines the roles of CUSG and the Chancellor in the governance of CUSG.

## STATEMENT OF PURPOSE

The purpose of the UMC Board is to enhance the role of the UMC as a “living memorial” to those from Colorado who have served in preserving our democratic freedoms. It is also the purpose of the UMC Board to endorse the concept of the UMC as a multicultural community center. It shall be the responsibility of the Joint Board on the University Memorial Center to continually review and approve existing and proposed UMC policies to enhance this Statement of Purpose.

The Board shall develop, in cooperation with the Executive Director of the UMC, long-range goals and short-term objectives which will provide the operational framework of the UMC in accordance with the Laws of the Regents. The Board shall review, recommend, and approve the allocations of resources and the implementation of any services, programs or activities it deems necessary to achieve the goals and objectives of the UMC.

1. GOVERNANCE

# Membership

The Board shall be composed of twelve (12) voting members and a variable number of ex-officio members. All terms shall be renewable, given that they are re-ratified by the Legislative Council.

1. Voting Members
2. Students. There shall be eight (8) student members all in which must be ratified by the Legislative Council. Four (4) shall be appointed by the incumbent Board. One (1) member shall be appointed from the Representative Council by the CUSG Executive(s) as specified in the CUSG Constitution. Three (3) shall be appointed by the Legislative Appointments Committee upon recommendations of the UMC Board. In the absence of an Appointments Committee, the UMC Board shall make its recommendations directly to the Legislative C0uncil. Legislative Council needs a majority vote of those present and voting to reject a Board appointee. Terms shall be for two years with the exception of the Legislative Council appointee who shall serve in accordance with the CUSG Constitution.
3. Eligibility of student members. Any member of the CUSG is eligible for application of membership to the Board.
4. Should the UMC Board at any time feel that a member or members have undertaken actions inappropriate to a member of the UMC Board, he/she may be censured or impeached by a vote of two-thirds of the voting membership of the Board.
5. In the event of an absence, voting members of the board may appoint a non-UMC employed Ex-officio Member of the Board to cast their vote by proxy. The Chair must be notified of the appointment prior to the Call to Order.
6. At-Large Non-Student Representatives. There shall be four staff or faculty voting members appointed by the Board for two-year terms and must be approved by the chancellor or his/her designee.
7. If any position cannot be filled by the appropriate designated representative, the UMC Board can substitute another classification of voting member in an effort to ensure a complete Board.
8. The revised membership structure is a result of the Board’s recognition that a diverse and expanded membership can best address and effectively administer its responsibilities.
9. In an effort to reach a variety of students, advertising for Board vacancies shall be done through applicable current and social media outlets.
10. Non-Voting Members

There may be ex-officio (by virtue of or because of an office) members of the Board including:

1. The Executive Director of the UMC shall be a permanent ex-officio member and shall serve as advisor to the UMC Board.
2. Other ex-officio members may be chosen by a majority vote of the voting members of the Board. Process for becoming an ex-officio member shall be by written request by applicant to the Board.
3. Ex-officio members can vote in sub-committee meetings.

# Officers

1. Chairperson
2. Eligibility, Election, Term. The presiding officer is the Chairperson. He/she shall be a voting student member of the Board and shall serve a one-year term commencing in May. The Chairperson must be ratified by Legislative Council. The Chairperson must be a voting member for one semester before becoming Chairperson.
3. The Chairperson sits at the pleasure of the Board and can be censured or impeached by a vote of two-thirds of the total voting membership of the Board.
4. In the case where a qualified student is not available and there is not quorum, the Bylaws shall be temporarily suspended so that members of the Board may appoint a qualified staff or faculty voting member to serve as Chairperson until such time as a qualified student can be found.
5. The Chairperson cannot serve for more than two consecutive one-year terms as Chair, excluding their term as a regular student-voting member, serving a total of three years.
6. The Chairperson shall schedule regular meetings of the Board, call special meetings, prepare the agenda, chair meetings, handle all routine correspondence, keep the Board informed of all pertinent information regarding the UMC, appoint members to subcommittees, and represent the UMC Board before the Finance Board and/or Legislative Council regarding UMC Board matters.
7. The Chairperson shall send both minutes from the previous meeting and the agenda for the upcoming Board Meeting at least 24 hours before the next Board Meeting.
8. Vice Chairperson
9. Eligibility, Election, Term. The Vice Chairperson shall be any voting member of the Board. He/she shall serve a one-year term, commencing in May, or at the pleasure of the Board.
10. Duties. The Vice Chairperson shall preside and otherwise serve as Chairperson in the event of the Chairperson’s temporary absence or incapacity or until a new Chairperson can be elected by the Board.
11. The Vice Chairperson will coordinate the educational process for new members.
12. The Vice Chairperson will coordinate board retreats.
13. Recording Secretary
14. There shall be a person to keep minutes and perform other secretarial duties as assigned by the Board.
15. The Board secretary may be a voting member or a non-voting member.
16. General Conduct and Policies of the Board
17. Standing Committee. There shall be standing committees of the Board, members of which shall be appointed by the Chairperson. Members shall include voting members of the Board and may include ex-officio members, members of the University Memorial Center staff, and other interested individuals. There shall be a committee Chairperson appointed by the Chairperson. The Chair of the committee will report to the Board. Every voting member must sign up for a committee. Ad hoc committees may be created as deemed necessary, but standing committees include:
18. Policy Review Committee
19. Bylaws Review Committee
20. Room Allocations Committee
21. Scholarships Committee
22. Open to the Public. All meetings of the Board and committees shall be open to the public.
23. The Board may move into executive session to discuss matters of a sensitive nature. A vote of 2/3 majority of the voting members present is necessary to move into executive session.
24. Open Records. All official actions of the Board shall be a matter of public record. The Joint Board or CUSG staff secretary shall be responsible for assuring that copies of the minutes of meetings as approved by the Board shall be kept on file and distributed to Board members, the CUSG executive(s), and other such offices as may be deemed appropriate by the Chairperson. In addition, the Chairperson shall assure that copies of pertinent minutes and prior notification of pertinent meetings are sent to the persons and organizations concerned with specific Board actions.
25. Special Meetings. In calling special meetings, the Chairperson is responsible for informing members at least 24 hours in advance. A special meeting is any which convenes at an irregular time and/or on short notice.
26. Quorum. A quorum shall consist of a majority of its current voting members.

7. Vacancies. When a current member announces their intention to resign from the Board, the Board will attempt to obtain a new member three weeks prior to the date of resignation.

1. Attendance of Members
2. An absence from a meeting shall be an excused absence:
3. If the Chairperson or one of the Joint Board secretaries or the UMC Executive Director’s Office are notified of the absence at least one hour in advance of the meeting, or
4. If a letter of intent to continue working on the Board (not to be confused with an excuse) is presented to and accepted by the Board at the following scheduled meeting. Acceptance shall be indicated by a simple majority of the Board present at said meeting.
5. If any student, voting or non-voting, misses more than five meetings within a semester, a review of their membership shall be brought before the board. This shall consist of but not limited to the member stating reasons for their absences. The UMC Board may also exercise the right to remove said member for attendance infractions or other offenses. This does not apply to the CUSG Legislative Council representative.
6. Conflict of Interest. Individuals employed by the UMC may serve as ex-officio Board members only. Board members shall refrain from voting on matters which affect an organization of which they are a member. Upon request, Board members shall submit in writing for the public record the organizations in which they are members or in which they participate.
7. Equal Opportunity and Affirmative Action. The Board, in accordance with its statement of purpose and with University Policy, shall conduct its business and make its appointments in compliance with the intent of equal opportunity and affirmative action guidelines.
8. All UMC Board members must complete diversity training as per CUSG policy.
9. Bylaw Changes

a. Suspension. A vote of at least two-thirds of the total voting membership of the Board shall be required to set aside these Bylaws or any section thereof in a particular instance.

1. Amendments. The Board shall make a general review of these Bylaws at least every two years. Any amendment must be made at a regularly scheduled meeting. Notification of proposed changes must precede by at least one week the meeting during which action is taken. Any amendment shall require approval of two-thirds of the total voting membership of the Board.
2. Policy Manual. The Board shall make a general review of the Policy Manual at least every two years, the revision of which shall require a majority vote of the voting membership.
3. In general, the conduct of the Board business shall follow Robert’s Rules of Order, Revised or a modified version of Robert’s Rules of Order, Revised at the discretion of the Chairperson.
4. RESPONSIBILITIES OF THE BOARD
5. The Board shall, in cooperation with the Executive Director of the UMC, review, recommend, and approve policies (except in pricing and personnel matters, as long as these areas remain consistent with general policy guidelines) regarding the quality, quantity and nature of UMC services, programs, and activities.
6. The Board shall, in cooperation with the Executive Director of the UMC, review, recommend, and approve the annual budget for UMC services, programs, and activities.
7. The Board shall continuously review, recommend, and approve the policies of the UMC as established in these Bylaws and in the Policy Manual (revised) and in accordance with the Laws of the Regents.
8. The Board shall review and approve or disapprove all requests for continuing space assignments within the UMC consistent with University policies.
9. The Board shall continuously and conscientiously seek guidance from the student body, and recognizing its diverse nature, serve as a conduit for student opinion regarding the UMC and its policies and objectives.
10. ACCOUNTABILITY

The Board is administratively responsible to the CUSG Legislative Council and any action of the Board is subject to Legislative Council review. The Board shall attempt to be responsible to the student population in an effort to reflect student needs.