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obligations, and responsibilities as if such member were present in person for such meeting. If a member is participating remotely, without being able to be seen by other members, they shall identify themselves prior to speaking. In the instance of non-unanimous votes, a roll call vote will be required.

ARTICLE V COUNCIL OF TRUSTEES

Section I. Powers of the Council: The Council shall have the power, not inconsistent with law or these Bylaws, to do all things necessary to effectuate its powers and duties as provided by law.

Section II. Officers of the Council: The officers of the Council shall be a Chair, Vice Chair, Secretary, and Treasurer. The Council may appoint such other officers to have the authority and perform the duties prescribed by the Council.

Section III. Qualifications, Nominations, Elections, Term of Office: The Chair, Vice Chair, Secretary, and Treasurer must be members of the Council. A Nominating Committee shall be appointed each February/March by the Chair to report a slate of candidates at the May meeting. The Nominating Committee will solicit the full membership for nominations, and the slate will be prepared. Upon presentation of the slate of officers, any additional nominations will be entertained from the floor and a vote will follow. The officers of the Council shall

Foundation for IUP Board shall be appointed to the committee as ex-officio, non-voting members by the Chair upon the recommendation of the President of the Foundation for IUP Board. One member of the Alumni Association Board shall be appointed to the committee as an ex-officio non-voting member by the Chair upon the recommendation of the President of the Alumni Association Board. The Vice President for University Advancement shall be the Executive Secretary of this committee.

- (e) Enrollment Management Committee: This committee shall review and advise the Council on enrollment management and communications policies including financial aid, admissions activities, career development, media development, publications, media relations and marketing. The Enrollment Management & Communications Vice President shall be the Executive Secretary of this committee.
- (f) Audit Committee: An audit committee should review and understand the financial statements, consider and make recommendations to the President regarding the adequacy of internal controls, advise the board that any significant noncompliance with regulatory matters has been brought to their attention, and advise with respect to adherence to the institution's conflict of interest policy.

The Sunshine Act shall apply to all committee meetings.

Section II. Committee of the Whole: The Council may convene as a Committee of the Whole in lieu of some or all of the above standing committees or to discuss specific university-wide issues and initiatives.

Section III. Membership: At least five (5) Trustees will be appointed to serve on each standing committee. As delineated in Act 188, Section 2005 – A (10), the Chancellor of the State System of Higher Education shall serve as an ex-officio member to the Council. During the summer months, the Chair will solicit volunteers to serve on the standing committees. Should an insufficient number of members volunteer; the Chair will appoint members to fill the committees. The Committee Chair will be selected by the Council Chair at the September meeting to serve until the following fiscal or academic year.

Section IV. Quorum: The act of a majority of the members of a committee present at a committee meeting shall be the act of the committee.

Section V. Rules: Each committee may adopt rules for its own government not inconsistent with applicable laws, policies of the Board, these Bylaws or with rules adopted by the Council.

Section VI. Temporary Committees: The Council may establish temporary ad hoc committees as may be deemed necessary.

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