Board of Supervisors

LOUISIANA STATE UNIVERSITY BOARD OF SUPERVISORS

BYLAWS

Effective September 13, 2021

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BYLAWS OF THE LSU BOARD OF SUPERVISORS

ARTICLE I. DEFINITIONS

The Board of Supervisors of Louisiana State University and Agricultural and Mechanical College

The "Board of Supervisors of Louisiana State University and Agricultural and Mechanical College" or "Board" as used in the **Bylaws**, shall refer to the governing Board of the University and shall be composed of the Board of Supervisors, duly appointed and qualified as provided by law.

University

The term "University" when used in these **Bylaws**, shall refer to the collection campuses, academic programs, facilities, and other assets governed by the Board of Supervisors. The Board of Supervisors is invested by law with the authority to organize the University as necessary to achieve its mission of delivering instruction, conducting research, facilitating scholarly activity, and performing service and outreach to Louisiana. The institutions of the University are:

1. Louisiana State University and Agricultural and Mechanical College ("LSU"), the premier flagship university for the state.
2. Louisiana State University at Alexandria.
3. Louisiana State University at Eunice.
4. Louisiana State University at Shreveport.
5. Louisiana State University Health Sciences Center – New Orleans.
6. Louisiana State University Health Sciences Center – Shreveport.
7. Louisiana State University Agricultural Center.
8. Pennington Biomedical Research Center.
9. Any other college, university, school, institution, or program now or hereafter under the supervision and management of the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College.

President of LSU

The term "President of LSU" or "President," as used in these **Bylaws**, shall refer to the duly appointed President or acting President of LSU, who shall be the chief executive officer of both the University and the LSU campus, and shall also be Secretary to the Board of Supervisors.

Chancellor

The term "Chancellor," as used in these **Bylaws**, shall refer to the chief administrative officer of a campus or major administrative subdivision of the University, other than LSU, as designated by the Board, regardless of the actual title held by the individual serving the campus in that capacity.

Business Day

The term "business day" as used in these **Bylaws,** shall refer to the business days as set by the LSU calendar.

ARTICLE II. OFFICERS AND STAFF OF THE BOARD

Section 1. Chair, Chair-Elect and Immediate Past Chair

Louisiana Constitution, Article VIII, Section 7, creates the LSU Board of Supervisors which "shall supervise and manage the institutions, statewide agricultural programs, and other programs administered, through its system." The uncommonly broad grant of constitutional authority allows the LSU Board of Supervisors to exercise broad jurisdiction, control, and authority over each and every aspect of the LSU System, including the structure, organization, personnel, assets, and activities of the University.

The term "Chair of the Board," as used in these **Bylaws**, shall refer to the Supervisor who is the duly elected Chair or acting Chair of the Board of Supervisors. The Chair of the Board shall preside over all meetings of the board, serve as an ex officio member of all committees, name the appointive members of all standing and special committees of the Board, fill all vacancies in the membership of such committees, and conduct an annual self-evaluation of the Board in accordance with the provisions of these Bylaws.

The Chair-Elect of the Board shall perform the duties of the Chair in the absence of the Chair. The Immediate Past Chair shall perform the duties of the Chair in the absence of the Chair and the Chair- Elect.

In the event all three such officers are absent from a Board meeting, the Board shall elect a temporary chair from those present to preside over such meeting.

At the first regular meeting in the third quarter of each calendar year, the Board shall elect from among its Supervisors a Chair-Elect, who shall serve for a maximum term of one year only. The Chair-Elect shall automatically succeed to the office of the Chair, which office will be for a maximum one-year term only. At the end of the Chair's term, the Chair shall automatically become the Immediate Past Chair and shall serve a one-year term.

Should a vacancy occur in the office of Chair, the Chair-Elect will assume the position of Chair. Should a vacancy occur in the office of Chair-Elect, the Board shall elect a successor from its membership. Should a vacancy occur in the position of Immediate Past Chair, it shall not be filled again until the Chair completes their term and then becomes the Immediate-Past Chair. When a vacancy is filled for a Chair and/or Chair-Elect, the term of the Chair and/or Chair-Elect expires at the election of a new Chair-Elect at the first regular meeting in the third quarter of the calendar year.

By vote of 12 Supervisors, a Chair, Chair-Elect, or Past Chair may be removed from office, and the bylaw pertaining to vacancies shall apply.

Section 2. Secretary and Office Staff

The President of LSU shall be the Secretary to the Board, its Executive Committee, and other standing and special committees. There shall be administrative support staff of the Board, and such other personnel as may be required for the efficient operation of the offices of the Board. The staff shall function under the supervision and direction of the Board.

Copies of all minutes, papers, and documents of the Board, or of its several committees, may be certified to be true and correct copies by either the Chair, Secretary, or Board staff.

ARTICLE III. MEETINGS

Section 1. Regular Meetings

The Board of Supervisors shall hold at least six regular meetings in each calendar year, but at least one regular meeting shall be held in each quarter of the calendar year. Other meetings of the Board may be called and held as provided by any rule, regulation, or resolution adopted by the Board. All regular meetings shall be held at meeting places designated by prior action of the Board.

Section 2. Special Meetings

Special meetings of the Board may be called by the Chair of the Board at any time, or by the Secretary upon receipt of a written request therefore signed by nine (9) Supervisors and specifying the purpose of the desired meeting. Notification shall be distributed and received by each Supervisor at least one (1) calendar day before the time of the meeting.

Section 3. Recessed Meetings

All meetings may be recessed from day to day until the completion of business.

Section 4. Quorum

Ten (10) Supervisors, eligible to vote, shall constitute a quorum for the transaction of official business.

Section 5. Vote

All official actions of the Board shall require the favorable vote of a majority of the Supervisors present and voting, and, in any event the favorable vote of at least seven (7) Supervisors. Proxy voting is prohibited.

Section 6. Agenda

The Secretary of the Board shall collect items and organize an agenda for Board meetings.

All proposals for approval by the Board that emanate from the President or University officials shall be submitted to the President no less than fifteen (15) business days prior to the scheduled Regular Meeting date of the Board or Executive Committee at which action is requested. The President, with appropriate input from the Chancellors and University Officers, shall prepare and forward to each Supervisor a tentative agenda for the meeting at least ten (10) business days prior to such regular meeting. The President and University Officers will consult with the committees at least ten (10) business days prior to the scheduled meeting date. The Board will receive all proposals, reports, and agenda items five (5) business days prior to the schedule meeting date.

Proposals emanating from Supervisors may be placed on the agenda with approval by the Chair five (5) business days prior to a Regular Meeting. Upon written request of three (3) Supervisors, an item shall be added to the agenda if the item is submitted to the Chair at least five (5) business days prior to the scheduled Regular Meeting date. In accordance with the law, an item may be added to the agenda during a meeting.

In exceptional circumstances, which should be rare, the Chair, in consultation with the Chair-Elect and the President, may authorize a later submission of a proposal, but in no event should such submission be made less than two (2) business days prior to the meeting of the Board or Executive Committee, or such other period of time necessary to allow appropriate review, whichever is greater.

In the event of a special Board meeting, the Chair shall dictate the timing of the preparations for an agenda.

The Board shall not act upon any matter not embraced in the notice for a meeting except upon unanimous vote consistent with La. R.S. 42:19.

When a major project is contemplated by a campus, such as construction of a new facility, major renovation of an existing facility, or creation of a new program, the campus shall notify the President and the appropriate University Officers well before making a formal submittal of the matter for approval, and prior to making any public announcement of the project. The President shall, in the President's discretion, promptly notify the Chair, the Chair-Elect, the immediate past Chair, and the chair of the relevant Board committee of the contemplated project. Contemplated major projects should not be pursued to near completion, or announced publicly, by a campus without this prior notice to and approval of the President.

Section 7. Required Information for Matters to be Approved by the Board or President

All matters submitted to the President for approval either by the President or by the Board shall be submitted timely by the Chancellor or, for LSU, the President's designee(s), to the President. The President and officials designated by the President or the University Officers shall review all such submissions. If Board approval is required, the President and University Officers designated by the President shall prepare a proposal, including a recommendation to the Board, regarding the submission. The President and the University Officers will, in consultation with the Chancellors, prescribe specific templates and related information requirements for different types of matters.

All proposals for matters which may be approved by the President without Board action shall be submitted to the President no less than ten (10) business days prior to the date by which approval is needed. In exceptional circumstances, the President may, upon written justification, authorize in writing later submission of a matter which may be approved by the President. In exceptional circumstances when a later submission is requested, all information must be submitted to, and received by, the President at least three (3) business days prior to the date by which approval is needed. The President and University Officers may establish consultation or review requirements that must be met prior to submission of such matters to the President, and timelines for such consultations and reviews.

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ARTICLE IV. ORDER OF BUSINESS

Section 1. Rules of Order

When not in conflict with any of the provisions of this article, **Robert's Rules of Order** (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

Section 2. Order of Business

The order of business of regular meetings of the Board shall be as follows:

a. Roll call and pledge of allegiance and may include an invocation.
b. Correction and approval of minutes of preceding regular meeting and of all special meetings held subsequent thereto.
c. Reports and recommendations of the President.
d. Reports for Board approval and information.
e. Reports and recommendations of standing and special committees.
f. Report of the Board Chair.

Section 3. Reference to Committees

In cases where feasible and desirable, before taking action, the Board shall refer any subject or measure to the standing or special committee in whose purview the matter falls. The committee to which the matter is referred should submit to the Board its recommendations, together with any resolutions necessary to facilitate such recommendations.

Section 4. Meetings

In order that all interested parties and the public may be informed of all activities of the Board, it shall be the policy of the Board that all meetings be open to all who wish to attend. Only when personnel or equally sensitive matters (e.g., litigation) are under consideration shall the Board enter into closed or executive session; provided, however, that no final or binding action shall be taken in a closed or executive session.

Section 5. Minutes

The minutes of the Board meetings shall record official action taken upon motions or resolutions which are voted upon by the Board and may contain a summary of reports and pertinent discussion. Where the Board action is not by a unanimous vote, the "ayes" and "nays" and abstentions of the individual Supervisors shall be recorded. The remarks, personal views, or vote explanations of an individual Supervisor shall be included in the minutes only upon request. The foregoing provisions relative to contents of the minutes shall, in general, also apply to minutes of committees of the Board. The minutes of meetings of the Board become official only when completed and approved by the Board.

ARTICLE V. COMMITTEES

Section 1. Appointment and Term

Supervisors of all standing committees, one of whom shall be designated as chair, and at least one of whom shall be designated as vice-chair, shall be appointed by the Chair of the Board at the time the Chair assumes office. The term of committee appointments shall run concurrently with that of the Chair.

Vacancies occurring among the appointive members of any committees, however arising, shall be filled by the Chair of the Board for the remainder of the unexpired term.

Section 2. Duties of the Committee Chair

It shall be the duty of the chair of each committee to call, and to preside over, the necessary meetings. The minutes of the meeting of the committee, showing its actions and recommendations, shall be deemed in compliance with the provisions of Article IV, Section 3, hereof, concerning the recommendations of the committee.

Section 3. Quorum of Committee Meetings

A majority of the members of any committee of the Board shall constitute a quorum for the transaction of business. When a quorum is not present, the chair of the committee, or vice-chair in the chair's absence, may designate a Supervisor to serve as a substitute member of the committee concerned.

Section 4. Voting

For voting to occur in a committee, a quorum must be present. All official actions of a committee require a favorable vote of the committee members present and voting, unless law requires approvals requiring different numbers or proportions of votes. Proxy voting is prohibited.

Section 5. Authority of Committees

The authority of committees of the Board shall be subject to these Bylaws and to the policies and direction of the Board.

Section 6. Standing Committees

Unless and until otherwise decided by the vote of a majority of the membership of the Board of Supervisors, the standing committees of the Board shall consist of the committees described below:

A. **Executive Committee**

The Chair and the Secretary to the Board shall be the chair and secretary respectively of the Executive Committee. The Chair-Elect and the Immediate Past Chair shall automatically be members of the executive committee. The Chair-Elect of the Board shall perform the duties of the Chair in the absence of the Chair. The Immediate Past Chair shall perform the duties of the Chair in the absence of the Chair and the Chair-Elect. In the event all three such officers are absent from a Board meeting, the committee shall elect a temporary chair from those present to preside over such meeting.

The Executive Committee shall consist of no less than seven (7) members including the Chair of the Board, the Chair-Elect and the Immediate Past Chair, and such other members as the Chair may appoint. The Executive Committee shall consider such matters as shall be referred to it by the Board of Supervisors and shall execute such orders and resolutions as shall be assigned to it at any meeting of the Board. It shall be the further duty of the Executive Committee to take such action as may be necessary in the event that any emergency requiring immediate action shall arise between Board meetings. All acts of the Executive Committee shall be submitted to the Board for ratification, or rejection, at its next meeting, except in matters where the Board shall have delegated to the Executive Committee full power to act with respect to any matter. Affirmative action by a majority of the entire membership of the Executive Committee shall be required.

This committee engages in matters related to the training and professional development of Supervisors for the improvement of the body in governing the university. Tasks shall include oversight of the annual Board evaluation, presidential evaluation, professional development programs, and Board office operations. This committee shall also monitor legal, ethical, Bylaw, and Regulation compliance of Supervisors and adjudicate allegations against Supervisors and recommend sanctions.

B. **Academic Committee**

Normally, to this committee shall be referred all matters concerning the long-term academic goals of each campus, implementation strategies, analyses of campus enterprise-wide resources and mission objectives, student achievement issues, the review and approval of academic programs, centers, and institutes to advance the mission of the institution, faculty recruitment and development issues, issues of academic accountability, and the development of incentives for a competitive academic environment. Pertaining to faculty, the committee shall require information about diversity and inclusion efforts related to academic staff employment. This committee is also tasked with matters assuring equitable access for underrepresented students and diversity among the study body. Also, honorifics and namings shall be heard by this committee.

C. **Athletic Committee**

Normally, to this committee shall be referred matters of policy concerning intercollegiate athletics of the University. In acting upon said matters, the Committee shall have the benefit of the advice and recommendation of the appropriate Athletic Councils. The committee shall request information and report as necessary on diversity and inclusion aspects of the athletic departments.

D. **Diversity and Inclusion Committee**

This committee shall meet as a committee of the whole. Normally, to this committee shall be referred general matters related to inclusion, equity, and diversity not specifically referred to other Board Committees. This committee of the whole will facilitate and ensure the work of other committees toward greater diversity and inclusion.

E. **External Affairs Committee**

Normally, to this committee shall be referred matters pertaining to initiatives to enhance the university's overall reputation, mission and strategic objectives. The matters shall include the protection and promotion of the university's brand, updates on communications and branding of the university, and matters involving university communication initiatives. The committee shall also be referred matters pertaining to the coordination, development, and promotion of communication messages on significant policy matters. The committee shall assist in advocating for the needs of the university with various state and federal entities.

F. **Finance Committee**

Normally, to this committee shall be referred all matters related to administrative, financial and facility matters in support of issues or policies promoted or addressed by other committees. This committee shall develop strategies for revenue enhancement and diversification, expenditure efficiencies, revenue reallocation, and diversity supplier programs. The committee in addition shall devise and coordinate employee benefit packages, oversee administrative operations and regulations, and approve scholarship programs. The committee shall also oversee the relationship with affiliated organizations and business partners.

1. Partners and Affiliates Sub-Committee

   Normally, to this committee shall be referred matters related to the oversight of contractual relationships with entities outside the direct control of the University, but may be or perceived to be representatives of LSU or representing LSU's interest. Examples of such ancillary matters include organizations with affiliation agreements with the University, fundraising entities using LSU names and marks, property operators, and vendors of significant projects and relationships.

G. **Healthcare and Medical Education Committee**

Normally, to this committee shall be referred matters concerning the education and training of students, the operation and management of the LSU Health Sciences Centers, including all components of the Health Care Services Division. This committee shall also focus on the state's healthcare delivery, training of health professionals to serve the need, to diversify the health professional workforce, and cover matters related to serving underserved areas.

H. **Property and Facilities Committee**

Normally, to this committee shall be referred all matters related to capital improvements, policies of management of all properties of the University, purchase or sale of land, lease or grant of rights in property, construction of buildings and other facilities, diversification of services used to maintain the assets, and other matters concerning the properties of the University.

I. **Research & Agriculture Extension Committee**

Under the provisions of the 1862 Morrill Act and concurrence of the State of Louisiana, the University entered in an agreement with the federal government in which the University would provide for military training, and "teach such branches of learning as are related to agriculture and the mechanic arts…". The University further received funds for the Extension Service under the 1887 Hatch Act and the Research Station under the 1914 Smith-Lever Act. Normally, to this committee shall be those items that are in fulfillment of the land-grant mission and referred items shall relate for the promotion of agricultural sciences, animal husbandry, nutrition, rural development, engineering, and military science. Additionally, referred to this committee will be items related the use of the University's statewide outreach system in support of the state's broadband expansion and transmission of governmental services. This committee will also consider diversity and inclusion efforts within the research enterprise and service the citizenry.

J. **Risk Management Committee**

Normally to this committee shall be matters related to the identification, assessment, and mitigation of risk to the Board and University. This committee may also take up matters related relationships between the University and external organizations that be viewed as representing the University's interest. The committee shall maintain three sub-committees:

1. Legal Affairs Sub-Committee
   Normally, to this committee shall be referred matters relating to the university's legal and regulatory issues, including current and potential litigation; new or changing laws and regulations that may affect the University; university legal services related to patents, mineral rights, and contract negotiation; sexual harassment and Title IX compliance; compliance with anti-discrimination laws and regulations in employment and enrollment; and compliance with the Louisiana Code of Governmental Ethics.

2. Audit Sub-Committee
   Normally, to this committee shall be referred matters relating to the University Audit Plan, risk assessment, reviewing both internal and external audit reports, monitoring and auditing financial controls, diversity and inclusion programs, affiliation relationship overview, and reviewing rules and regulations concerning compliance.

K. **Title IX and Access Compliance Committee**

Normally, to this committee shall be referred all matters related to equal rights and opportunities, especially those related to compliance with federal law pertaining sex-based misconduct, gender discrimination, disability discrimination, and other unfair barriers to participation. The committee may consider policies for sex and power-based transgressions, physical and programmatic access of citizens with varying needs, equal opportunity programs, and policies for anti-discrimination.

Section 7. Special Committees

As the necessity therefore arises, the Chair may create special committees with such functions, powers, and authority as may be determined. Unless otherwise provided in the action creating such a committee, the Chair of the Board shall determine the number of its members and designate the chair and vice-chair thereof. The Chair may also appoint ad hoc committees for special assignments for specified periods of existence not to exceed the completion of the assigned task. The term of all special committee ceases when the term of the appointing Chair concludes.

Section 8. Representative on Standing Committees of the Louisiana Board of Regents

In accordance with the provisions of R.S. 17:3399.5, the Chair shall appoint a Supervisor to represent the University on select standing committees of the Louisiana Board of Regents.

ARTICLE VI. COMMUNICATIONS TO THE BOARD

All communications to the Board, or to any committee thereof, from persons having official relations with the University shall be filed in writing with the President and duly transmitted by the President to the Board; but all communications from a student organization, faculty member, officer, or employee of any campus or University-wide unit shall be transmitted to the President through the Chancellor or, for LSU, the President's designee, and transmitted by the President to the Board or any of its committees. The President, the President's designee, or the Chancellor shall have the authority to read and comment upon the communication but shall not delay or withhold such communications.

ARTICLE VII. AUTHORITY OF THE BOARD

Section 1. Matters Requiring Approval by the Board

The following matters shall require approval by the Board, regardless of any delegations of authority otherwise provided for in these Bylaws or the Regulations of the Board. Except as set forth herein, no such matter shall be undertaken or approved by or for any campus or the University without prior review by the President and appropriate University Officers and express, formal approval by the Board.

A. **General Rule**

Any matter having a significant or long-term impact, directly or indirectly, on the finances or the academic, educational, research, and service missions of the University or any of its campuses.

B. **Academic Programs & Organization**

The Board shall approve any new academic program resulting in the awarding of a degree, certificate, or credential, as well as any changes of degree designation or termination of degree programs. The Board shall approve any new institution, department, research center, or institute, or required reauthorization of such.

C. **Conferral of Degrees and Certificates**

The Board shall award degrees. For candidates meeting the faculty's requirements for a degree, certificate, or diploma, the Board approves the conferral degrees and authorizes the President and respective Chancellor to award the degree. Honorary degrees and posthumous degrees are included, and the President shall establish processes for review of honorary and posthumous degrees. Approval by the Board is not required for educational programs regulated by the Board of Elementary & Secondary Education or any non-credit continuing education program.

All recipients of credentials from approved programs shall enjoy the honors, rights, and privileges of possessing such a credential. Such degrees and certificates shall carry the seal of the University.

D. **Transfer of Title to Immovable Property**

The transfer of title or ownership to any immovable property to or from the Board, whether by sale, assignment, donation, or other mechanism.

E. **Lease of Immovable Property**

The lease of any immovable property, as lessee or lessor, where either:

1. the lease is potentially for a term of more than five (5) years or, for leases for agricultural purposes, more than eight (8) years (include any optional renewal terms provided for in the lease to calculate the potential term);
2. the lease is for more than 10,000 square feet of building space;
3. the lease is for more than five (5) acres of unimproved land for non-agricultural purposes;
4. the lease is for unimproved land for agricultural purposes and exceeds 50% of the land of a particular research station or similar facility;
5. the anticipated use of the building or land by the lessee would fundamentally transform the building or land and alter the purposes for which the University can use it (for example, the lease of farm land for the purpose of constructing a building on it, or the lease of a building for the purpose of having it demolished);
6. the lease is for the construction or renovation of any fraternity or sorority house; or

7. the lease raises significant questions of policy, such as privatization of a major University function, as determined by the President, in consultation with the Chair and Chair-Elect of the Board and the chair of the relevant Board committee.
8. For purposes of these Bylaws, a "lease" shall mean any agreement allowing for the use or occupancy of building space or land on an exclusive basis for a continuous term of six (6) months or more or for a term of 11 months or more in any 12 month period. "Lease" shall not include agreements allowing for occasional, sporadic, or incidental use or occupancy of building space or land.

F. **Granting of Mineral Rights or Other Significant Rights in Immovable Property**

Any matter related to the assignment, sale, purchase, transfer, or donation of mineral rights in immovable property to or from the Board.

G. **Capital Improvements**

Any contract or series of related contracts for the construction, renovation, or other capital improvement of buildings or other immovable property of the Board where either:

1. the construction cost is projected to be greater than $1 million;
2. the building or other structure being constructed will exceed 10,000 gross square feet of space; or
3. the use of the land as a result of the proposed construction is inconsistent with any applicable Master Plan approved by the Board.

H. **Schematic Designs**

Exterior elevations of new buildings and of renovations or construction projects that significantly alter the appearance of the exterior of the building or other physical structures, where the construction cost is anticipated to exceed $1 million.

I. **Bonds and Indebtedness**

Issuing any bonds or borrowing funds in any other manner, whether secured by the pledge of a revenue stream, property of the Board, or other means.

J. **Major Contracts**

Any contract or series of related contracts that either:

1. requires Board approval pursuant to the Higher Education Procurement Code adopted by the Board;
2. is a Cooperative Endeavor Agreement for which approval by the Joint Legislative Committee on the Budget is required pursuant to applicable state law, including but not limited to La. R.S. 39:366.11, and any joint ventures, partnerships, and similar agreements; or,
3. raises significant financial, educational, or other policy issues, such as privatization of a major University function, as determined by the President, in consultation with the Chair and Chair-Elect of the Board and the chair of the relevant Board committee.

K. **Non-Academic Affiliation Agreements**

Any affiliation agreement with a private non-profit foundation formed to support the programs, facilities, and research and educational opportunities offered by one or more campuses of the University, or the University as a whole.

L. **Matters related to personnel:**

1. The hiring process, appointment, annual evaluation, and all other personnel actions relating to the President
2. Appointments, salary increases greater than 15%, salary decreases, and terminations for Chancellors and University Officers.
3. Appointments and all other personnel actions relating to varsity athletics coaches and Athletic Directors receiving a salary of $250,000 or above.
4. Upon approval by the President of a Personnel Action Approval Policy, and in conformance with such policy, the President shall have authority to approve all other actions and to delegate approval to the Chancellors or their designees.
5. The Board authorizes and approves the payment of any salary supplemental benefits to its employees by the support organizations with whom the Board has affiliation agreements.

   Except as specifically provided in the Personnel Action Approval Policy established by the President, Board approval is not required for personnel actions which are governed by the laws and rules promulgated by the Department of State Civil Service affecting the Classified Service.

M. **Student Charges**

The Board shall approve any increase in tuition or mandatory fees.

N. **Other Significant Matters**

Such other matters that are not expressly delegated herein or hereafter by the Board to the President or a Chancellor and which reasonably should be considered to require Board approval as generally defined above, or which the Board hereafter determines to require Board approval.

O. **Amendments and Variations to Agreements or Projects**

1. When a significant amendment or modification to an agreement or project already approved by the Board is proposed, the President shall provide written notice of the proposed amendment or modification to the Chair and Chair-elect of the Board and the chair of the relevant Board committee at least five (5) business days prior to executing or approving the amendment or modification. After this consultation with the Board leadership, the President may either (i) execute the amendment or approve the modification or (ii) cause the matter to be resubmitted to the Board for additional consideration.
2. For purposes of this subsection, a significant amendment or modification is one that either: (i) increases or decreases the dollar value of the agreement or project by more than 20% or $5 million, whichever is less; (ii) extends the length (term) of the agreement or project by 20% or causes it to exceed five (5) years; or (iii) substantially alters the risks and benefits of the agreement or project to the University.
3. Approval is required for any significant amendments or modifications to any agreement or project for which Board approval is required by this Section 1.

Section 2. Board Approval of Capital Outlay Requests and Operating Budgets Shall Not Constitute Board Authority to Proceed

A. Board approval of any capital outlay request or item, or approval of an operating budget, shall not be considered direct or indirect approval of any program or action, or authority to anyone to proceed in undertaking such matter, unless such matter relating to an approved capital outlay is

separately and expressly approved by the Board after full compliance, review, and specific approval by the Board or President.

B. Capital outlay prioritization must be approved by the Board or by the Executive Committee.

Section 3. Reports to the Board

At least twice a year, the President shall provide the following summary reports to the Board. Each list should be sorted by both campus and, where applicable, whether the approval was by the Board, the President, or a Chancellor or other official. Unless otherwise stated, each list should provide the listed information for the three-year period preceding the report. The President and the University Officers will, in consultation with the Chancellors, prescribe specific templates and related information requirements for each report.

Section 4. Executive Committee

A. The Board, by formal resolution addressing that single purpose and not included within a particular substantive matter, may delegate to the Executive Committee final authority to act. All such delegated actions shall require a two-thirds majority of the entire membership of the Executive Committee. Prior to such final action by the Executive Committee, timely notice shall be provided to every Supervisor in writing, or, in emergency circumstances, by telephone, e-mail, or in person.

B. In the interim between regularly scheduled Board meetings, when either declaration of a state of emergency or disaster over an area which affects any campus, division, institution, or other component of the University has been declared pursuant to the provisions of La. R.S. 29:731 et seq., or (ii) the President, the Chair, and the Chair-Elect have certified a matter for which action is required before the next Board meeting, then the Executive Committee is authorized to take all required actions on behalf of the Board reasonably necessary for the safety and protection of persons, property, or the public health. The President shall report to the Board all actions taken pursuant to this authority within three (3) business days.

C. When the Chair determines that the Executive Committee is not able to meet timely in the situations provided for in Section 4.B, the President, after consultation with the members of the Executive Committee, shall be authorized to take actions on behalf of the Board reasonably necessary for the safety and protection of persons, property, or the public health. The consultation may be by telephone, e-mail, fax, or in person. The President shall report to the Board all actions taken pursuant to this authority within three (3) business days and a full written report of actions at the next regular board meeting.

Section 5. No Third Party Rights

The provisions of this section shall create no rights in third parties. The failure to follow the procedures set forth herein shall not affect the validity of any Board action.

Section 6. Mission of the University

The Board will regularly review the mission of the University and the missions of all the institutions defined in Article I.

Section 7. Ethics Code, Conflicts of Interest and Compliance

The Supervisors will comply with the Louisiana Code of Governmental Ethics and any applicable state statutes and federal regulations. Supervisors serve as public servants and have an obligation for all decisions to be made solely on the basis and desire to promote the best interest of the University and protect the University from undue influence by external persons or bodies.

Section 8. Removal of Board Members

The Board conforms to Article X, Section 24 of the Louisiana State Constitution regarding removal of its members.

ARTICLE VIII. AUTHORITY OF THE PRESIDENT

Section 1. Grant of Authority By Board to President

A. The President is authorized to take any action not expressly required to be presented to the Board by these Bylaws and not otherwise required by law, contract, or agreement to be acted upon by the Board. The President is authorized to take action deemed in the best interest of the University.

B. The President additionally is authorized to delegate to Chancellors or such other officials as the President may designate authority vested in the President when the President deems it to be in the best interests of the University and consistent with the provisions and purposes of this Article. All such delegations shall be made in writing, with formal prior timely written notice to the Board. All prior delegations of such authority not inconsistent with this Article shall remain in effect until amended or supplemented by the President or the Board.

Section 2. Matters Requiring Approval by the President

The following matters shall require approval by the President or a University Officer designated by the President, regardless of any delegations of authority otherwise provided for in these Bylaws or the Regulations of the Board. No such matter shall be undertaken or approved by or for any campus or the University without prior review by appropriate University Officers and formal approval by the President or a University Officer to whom the President has expressly delegated such authority in writing.

A. **Servitudes**

Agreements to provide servitudes, rights of passage, and similar encumbrances to immovable property owned or controlled by the Board. If the President, in consultation with the Chair and Chair-Elect and the chair of the relevant Board committee, determines that a particular servitude raises significant fiscal or policy issues, the President shall cause the matter to be submitted to the Board for consideration. **Delegation**: The President may, by policy memorandum, establish a process for review of temporary servitudes and similar rights of use and approval by the Chancellors or other officials where: (i) the servitude is for a term that does not exceed five (5) years; and (ii) the servitude is for five (5) acres of land or less; provided further that if the temporary servitude or right of use is on land immediately adjacent to land controlled by another campus, written notice shall be provided to the adjacent campus at least fifteen (15) business days prior to execution.

B. **Timber and Crop Sales**

The sale of timber, crops, and similar fruits produced on a parcel of land. **Delegation**: The President may, by policy memorandum, establish a process for review of such sales and approval by the Chancellors or other officials.

C. **Lease of Immovable Property**

The lease of any immovable property, as lessee or lessor, for which Board approval is not required. **Delegation**: The President may, by policy memorandum, establish a process for review of such leases and approval by the Chancellors or other officials where: (i) the lease is for a term of three (3) years or less or, for leases for agricultural purposes, five (5) years or less; (ii) the lease is not being entered into pursuant to the authority of La. R.S. 17:3361 (the statute authorizing the Board to enter into leases with fraternities and sororities, non-profits, public bodies, and similar entities); and either (iii) the lease is for 5,000 square feet of building space or less; or (iv) the lease is for non-agricultural purposes and does not exceed three (3) acres or is for agricultural purposes and does not exceed 25% of the land of a particular research station or similar facility.

D. **Capital Improvements**

Any contract or series of related contracts for the construction, renovation, or other capital improvement of buildings or other immovable property of the Board for which Board approval is not required. **Delegation**: The President may, by policy memorandum, establish a process for review of such projects and approval by the Chancellors or other officials where: (i) the projected construction cost does not exceed $175,000; and (ii) the building or other structure being constructed will not exceed 5,000 gross square feet of space.

E. **Design Contracts**

Contracts for the design of buildings or other capital improvements. **Delegation**: The President may, by policy memorandum, establish a process for review of such design contracts and approval by the Chancellors or other officials.

F. **Schematic Designs**

Exterior elevations of new buildings and of renovations or construction projects that significantly alter the appearance of the exterior of the building or other physical structures, where Board approval is not required.

G. **Major Donations of Movable Property**

Acceptance of any donation of movable property or a collection of movable property that either: (i) is valued at more than $150,000 or (ii) would require maintenance costs exceeding $50,000 annually. **Delegation**: The President may, by policy memorandum, establish a process for review of such donations and approval by the Chancellors or other officials where: (i) the value of the donation does not exceed $1 million, and (ii) the maintenance costs do not exceed $100,000 annually.

H. **Use Agreements**

Use agreements relating to the granting of rights to any University or campus property or property rights involving a total of $100,000 or more. **Delegation**: The President may, by policy memorandum, establish a process for review of such use agreements by the Chancellors or other officials where the agreement does not exceed $250,000.

I. **Restricted Accounts**

Restricting accounts of self-generated revenue, so that the funds can be maintained in the account from one fiscal year to the next.

J. **Debt Write-Off**

Determining thatdebts are uncollectible and causing them to be removed from the financial statements of the University or its campuses.

K. **Predial Servitudes, Rights of Use or Passage, and Rights to Immovable Property**

The President is delegated the authority to grant and execute predial servitude agreements and rights of use or passage, and otherwise to grant similar limited rights to immovable property. Notwithstanding any other provisions of these Bylaws, with regard to any agreements or other documents granting predial servitudes or rights of use or passage, or otherwise granting similar limited rights to immovable property, which are filed in the conveyance records of the Parish in which the immovable property is located, third-parties may conclusively rely on any act, executed by the President, whether by authentic act or act under private signature duly acknowledged, in which the President represents that the President is duly authorized by the Board, pursuant to these Bylaws, to execute such agreements on behalf of the Board. The President may, by authentic

act or act under private signature duly acknowledged, appoint one or more agents to exercise the rights and authority provided by these Bylaws and this subsection K.

ARTICLE IX. RIGHTS, DUTIES, AND RESPONSIBILITIES OF PRINCIPAL ADMINISTRATIVE OFFICERS OF THE UNIVERSITY

Section 1. Officers of the University

Officers of the University shall be the President and such other officers as the Board shall from time to time determine to be necessary for the administration of the University. It shall be the responsibility of the Board of Supervisors to establish procedures for the selection and appointment of major administrative officers within the University.

Section 2. President of LSU

A. The President shall be the chief executive officer of the University in all its divisions and campuses, shall serve as Secretary to the Board, and shall exercise complete executive authority for the LSU campus, subject to the direction and control of the Board. Except as herein otherwise provided, the President shall be responsible to the Board for the conduct of the University in all of its affairs, and shall execute and enforce all of the decisions, orders, rules, and regulations of the Board with respect to the conduct of the University. The President shall be appointed by, and shall hold office at the pleasure of, the Board. The President's salary shall be fixed by, and recorded in the proceedings of, the Board. The President's discretionary authority shall be broad enough to enable the President to meet the extensive responsibilities. The President shall be authorized to act in the best interest of the University.

B. The President shall attend the meetings of the Board and its various committees.

C. Subject to the direction and control of the Board, the President shall
   1. In consultation with the Chancellor, define the mission of each campus or institution and allocate functions and programs to each.
   2. Establish administrative policies and procedures.
   3. Implement educational policies.
   4. Coordinate the activities among the various campuses.
   5. Prepare and present a consolidated budget. In preparing and presenting this consolidated budget, the President will give appropriate consideration to the individual needs of each campus and will respect the significant level of authority needed by the Chancellors to operate their respective campuses, in accordance with institutional accreditation requirements.
   6. Serve as governmental liaison and spokesman for the University to the alumni, news media, and the general public.
   7. Promote the general welfare and development of the University in its several parts and as a whole.

D. Within the framework of the functions and programs assigned to LSU by the Board and the President, the President shall implement educational and administrative policies for LSU. The President shall prepare an organizational chart of the major divisions of LSU and shall designate such duties and responsibilities as the President deems proper.

E. The President shall be responsible for the budget of LSU, including the functions of review and recommendation concerning the budgets of all divisions of the campus and preparation of a consolidated budget, as well as execution of the budget as approved by the Board.

F. The President shall establish and maintain lines of communication with the Chancellor of each campus. The channel for official communications between the President and the various campuses, other than LSU, shall be through the Chancellor in charge of each campus.

G. The President shall assume and retain control at all times over all budgets of the University.

H. The President shall have authority to appoint such committees from among the academic and nonacademic staff of the University as deemed desirable for the purpose of advising the President in connection with any problems of the University. The Chancellor of a campus shall be notified of all such appointments of personnel on their campus.

I. The President shall be a member of all faculties and shall serve as chair of all Faculty Councils. For LSU, the President may designate another official to also serve as a member of all faculties on the campus and to serve as Vice-Chair of the Faculty Council.

J. For clarity, where the Bylaws or Regulations of the Board or any policy or regulation issued or adopted under the authority of the Board or the President require consultation with or recommendation or approval by the Chancellor of a campus and approval or further recommendation of the President, for the LSU campus the action of the President shall fulfill such requirement, provided that the President may, in the President's discretion, choose to designate other appropriate officials to make recommendations or take other actions for the LSU campus.

Section 3. University Officers

University Officers shall be the executive officials who report directly to the President and/or the Board and have University-wide responsibilities, and shall include a chief academic officer, a chief financial officer, a general counsel, a chief internal auditor, and such other officers as deemed necessary for the efficient operation of the University, to be appointed by the President with approval of the Board. As designated in writing by the President and approved by the Board, University Officers may have both University-wide and campus-specific duties and responsibilities. The University Officers shall perform the duties outlined in writing by the President and approved by the Board.

Section 4. Chancellors

A. There shall be a Chancellor for each campus or major administrative subdivision of the University, other than LSU, who shall be appointed by the Board upon the recommendation by the President, and who shall hold office at the pleasure of the Board. The Chancellor shall administer the division for which the Chancellor is appointed and shall exercise complete executive authority therein, subject to the direction and control of the President and the Board.

B. As the administrative head of a campus, the Chancellor shall be responsible to the Board through the President for the effective execution of: all laws relating to Louisiana State University; all resolutions, policies, rules, and regulations adopted by the Board for the administration and operation of the University, and for the governance of all of its campuses; and all policies, rules, regulations, directives, and memoranda issued by the President. The Chancellor's discretionary power shall be broad enough to enable the Chancellor to meet their extensive responsibilities. In the performance of their duties and responsibilities, the Chancellor shall have direct access to the President. The Chancellor shall be the official medium of communication between the President and all personnel of their campus.

C. Unless otherwise directed by the President, the Chancellor shall attend the meetings of the Board and its various committees. The Chancellor may invite members of their administrative or academic staff to aid in presentations to the Board.

D. The Chancellor shall be a member of all faculties on their campus and shall be Vice-Chair of the Faculty Council of their campus.

E. Within the framework of the functions and programs assigned to each campus by the Board and the President, the Chancellor shall implement educational and administrative policies for their campus. The Chancellor shall prepare an organizational chart of the major divisions of the campus and shall designate such duties and responsibilities as the Chancellor deems proper.

F. The Chancellor shall be responsible to the President for the budget of their campus. This shall include the functions of review and recommendation concerning the budgets of all divisions of the campus and the preparation of a consolidated budget, as well as execution of the budget as approved by the President and the Board.

Section 5. The President's Leadership Council for the University

The President shall have a Leadership Council for the University. It shall consist of the President, any University Officers that the President shall designate, and the Chancellors. The President shall serve as Chair, or, in the President's absence a University Officer that the President shall designate shall serve in the President's place. The functions of the Council shall be to discuss common problems, exchange information, review the operation of the University, and advise the President on matters of general policy and administration.

ARTICLE X. RIGHTS, DUTIES, AND RESPONSIBILITIES OF THE ACADEMIC STAFF

Section 1. Duties of Academic Staff

Each member of the academic staff is expected to be devoted to the accomplishment of the purposes for which the University exists: instruction, research, and public service. Those members of the academic staff who comprise the faculty of the University are charged to determine the educational policy of the University through deliberative action in their respective units and divisions.

Section 2. Academic Freedom

The University is committed to the principle of academic freedom. This principle acknowledges the right of a teacher to explore fully within the field of assignment and to give in the classroom and elsewhere such exposition of the subject as the teacher believes to represent the truth. This principle also includes the right of a member of the academic staff of the University to exercise in speaking, writing, and action outside the University the ordinary rights of a citizen, but it does not decrease the responsibility which the member of the academic staff bears to the University, the State, and the Nation. When a member of the academic staff is not officially designated to represent the University, the staff member must indicate clearly that they are speaking as an individual citizen.

Among the many implicit responsibilities which must be assumed by those enjoying the privileges of academic freedom shall be that of refraining from insisting upon the adoption by students or others of any particular point of view as authoritative in controversial issues.

Section 3. Appointment and Promotion of Academic Staff

Each appointment or promotion of a member of the academic staff shall be made upon the basis of merit and the special fitness of the individual for the work demanded by the position. The terms of the appointment of each member of the academic staff shall be reduced to writing and a copy thereof furnished to each of the contracting parties.

Section 4. Tenure of Academic Staff

Members of the academic staff may be appointed for specified terms (term appointments) or for indeterminate terms (tenured appointments). Term appointments are utilized at the lower academic ranks and ordinarily for initial appointments at all levels. Associate Professors and Professors and those holding equivalent ranks are tenured except as noted in University regulations. Under certain circumstances tenure may be awarded to those holding lower ranks.

The provisions of tenure apply to full-time faculty members with respect to their academic rank and not to administrative titles or assignments. Tenure applies only on the campus on which the tenure is earned.

The foregoing shall not be construed to exclude contracts between the Board and members of the academic staff on mutually acceptable terms other than those stated herein.

Any appointment, whether tenured or term, may be terminated for cause.

Section 5. Responsibilities of Academic Staff

It is a basic principle that every member of the academic staff of whatever rank shall at all times be held responsible for competent and effective performance of appropriate duties. No principle of tenure shall be permitted to protect any person from removal from a position after full and careful investigation, according to procedures of due process, has revealed that the person has not met and does not give promise of meeting the responsibilities of the position.

ARTICLE XI. AMENDMENT OR REPEAL OF BYLAWS

New bylaws may be adopted, and bylaws may be amended or repealed, at any meeting of the Board, but no such action shall be taken unless notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or notice in writing of the proposed change shall have been served upon each member of the Board at least thirty (30) calendar days in advance of the final vote upon such change, provided, however, that by a vote of two-thirds (2/3) of the entire membership of the Board, the requirement for such notice may be waived at any time.

ARTICLE XII. RULES AND REGULATIONS OF THE BOARD OF SUPERVISORS

Section 1.

Any action by the Board establishing policy or methods of procedure, administrative, business, academic, or otherwise, shall be known as **Rules and Regulations of the Board of Supervisors.**

Section 2.

Rules and Regulations of the Board of Supervisors may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

Section 3.

All policies and procedures of the Board, falling within the definition of rules and regulations, as herein defined, and in existence upon the date of the adoption of these **Bylaws**, shall be a part of the **Rules and Regulations of the Board of Supervisors.**

ARTICLE XIII. ADOPTION OF BYLAWS

These **Bylaws** shall be and become effective on the 13th day of September, 2021.

ARTICLE XIV. REPEALING CLAUSE

All rules, orders, regulations, and resolutions heretofore enacted or adopted by the Board, which are in conflict of these **Bylaws**, are hereby repealed.