

BYLAWS
of the Board of Trustees
of
Oakland University

ARTICLE I
The Corporation

The board of control of Oakland University created under Act No. 35 of the Public Acts of 1970 of the State of Michigan shall be called the Board of Trustees of Oakland University (the "Board") and shall be a constitutional body corporate as provided by law and shall exercise its constitutional powers and duties. The Board shall consist of eight members appointed by the governor of the State of Michigan by and with the advice and consent of the Senate for terms as set forth by law. Appointed members in the final year of their term shall continue to exercise their powers and duties until their respective successors have been appointed and have taken office. However, members who resign or otherwise cease to be legally qualified to serve as a member of the Board will not continue to exercise their powers and duties after the effective date of their resignation or the date they ceased to be legally qualified to serve as a member of the Board. Members of the Board shall serve without compensation but shall receive actual and necessary expenses incurred by them in the performance of the duties of their office.

ARTICLE II
Meetings of the Board

The Board shall hold regular public meetings in accordance with the laws of the State of Michigan. The Board may hold special public meetings at any time upon the call of the President of the University or the Board Chair. Any four members of the Board may call a special public meeting of the Board at any time upon ten days written notice. Reasonable notice of the call of all meetings shall be given to the Board, provided, however, that such notice may be waived by attendance at the meeting or in writing. A majority of those who are then qualified and serving as Board members, and who are participating in person, by telephone or by video conference, shall constitute a quorum to do business, but a lesser number may adjourn any meeting until a quorum is present. By way of clarification, whenever any vacancy occurs in the Board as a result of death, resignation or otherwise, a quorum for the transaction of business shall be a majority of the members of the Board then in office who are participating in person, by telephone or by video conference. The Board may take any action within its power at any regular or special meeting unless the call of a meeting states a limited purpose. Meetings shall be conducted under parliamentary procedure and the chair of the meeting shall be the parliamentarian. The Board shall take

action by resolution or ordinance adopted at any regular or special meeting by vote of a majority of the members of the Board attending in person, by telephone or by video conference. Public notice of all Board meetings shall be published in accordance with the requirements of Public Act No. 267 of 1976.

The Board may take emergency action between formal sessions or other meetings when any matter arises which, in the opinion of the President, or any three members of the Board, requires official action by the Board prior to the next meeting. An affirmative vote by telephone, video conference, facsimile, electronic mail or other means of communication from five Board members is required for action, subject to ratification and confirmation at the next regular Board meeting.

Persons shall be permitted to address the Board at formal sessions in accordance with rules established by the Board and/or the Secretary. However, the Board may exclude a person for a breach of the peace committed at a formal or other public meeting and may impose other lawful restrictions and conditions.

ARTICLE III Voting Procedures

Votes on all matters coming before the Board shall be taken by voice unless a roll call vote is called for by the chair of the meeting or by any member of the Board or as required by law.

ARTICLE IV Officers and Organization of the Board

A. Chair and Vice Chair. No later than the last regular public Board meeting of each University fiscal year, the Board shall elect one of its own members to be its Chair and another of its members to be its Vice Chair for a term of one year and until a successor shall be elected. The Chair and Vice Chair will take office on the first day of the University fiscal year following their election by the Board. In the event of vacancy in either office, the Board may make an interim appointment to the office for the unexpired term. The Chair shall perform such duties as may be prescribed by law or by action of the Board, and the Vice Chair shall perform such duties in the absence of the Chair. The Chair shall preside at meetings of the Board. In the absence of the Chair and the Vice Chair at any meeting of the Board, the members present shall select an Acting Chair to preside over the meeting.

B. President. The Board shall appoint a President of the University who shall serve at the pleasure of the Board. The President shall be a member of the Board, ex officio, without the right to vote and shall be the chief executive and administrator of the University. The President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the University. The President shall exercise such powers as are appropriate to that position in promoting, supporting, and protecting the

interests of the University and in managing and directing its affairs. The President may issue directives and executive orders not in contravention of existing Board policies. The President shall be responsible for all educational, financial, business, and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned to the President by the Board.

C. Secretary. The Board shall appoint, upon the recommendation of the President of the University, a Secretary to the Board and of the University who shall serve at the pleasure of the Board. The Secretary shall be responsible for providing notices of all Board meetings and shall keep all meeting minutes and a public record of all actions of the Board.

The Secretary shall be the custodian of the corporate seal and shall cause it to be used at the direction of the Board.

D. Treasurer. The Board shall upon the recommendation of the President of the University appoint a Treasurer of the Board who shall serve at the pleasure of the Board. The Treasurer of the Board shall be responsible for those fiscal matters specifically referred to the Treasurer by the Board or by the President of the University with Board approval. The Treasurer shall give bond satisfactory to the Board for the faithful performance of the duties of the Treasurer as required by law and shall provide such periodic financial reports as may be required by law or by the President or the Board.

E. General Counsel. The Board shall appoint, upon the recommendation of the President of the University, an attorney to serve as the General Counsel at the pleasure of the Board. The General Counsel shall report to the President and shall be responsible for all legal matters for the Board and the University. The General Counsel shall have authority to retain outside legal counsel to provide legal services for the University, as needed. The General Counsel shall keep the Board informed of the status of all litigation to which the University is a party as well as other legal matters of significant import. The General Counsel shall have the authority to execute all legal documents including those required for purposes of litigation and/or court proceedings.

ARTICLE V Committees

The Board may appoint committees of the Board for any purpose and may prescribe their duties and functions. The President of the University, or the President's designee, shall be a member of all such committees and the Board shall appoint a chair for each committee. Committee meetings need not be public, but all reports and recommendations by committees to the Board shall be made at public meetings.

ARTICLE VI
University Governance

The Board delegates to the President of the University full authority and responsibility for the governance of the University subject to any limitation or policies which may be established from time to time by the Board.

ARTICLE VII
University Senate

The Board recognizes the University Senate as an organization to advise the President in regard to academic policies and programs. The University Senate shall be organized and shall function in accordance with such Constitution of the University Senate as may be approved or amended by resolution of the Board.

ARTICLE VIII
University Congress

The Board recognizes the University Congress as an organization to advise the President in regard to policies and programs relating to student life. The University Congress shall be organized and shall function in accordance with such Constitution of the University Congress as may be approved or amended by resolution of the Board.

ARTICLE IX
Courses of Instruction and Degrees

The Board delegates to the President of the University the authority to establish and regulate courses of instruction and programs of research and service in higher education in accordance with such policies as may be established from time to time by the Board. Students who complete prescribed courses of study may be granted such baccalaureate and graduate and professional degrees and diplomas by the Board as may be recommended by the President or the President's designee(s). Honorary degrees may be awarded by the Board in recognition of distinguished accomplishment and service within the scope of the arts and letters, sciences, professions, and public service as recognized and supported by the University. No person shall be eligible for an honorary degree while an officer, faculty member, or employee of the University.

ARTICLE X
Financial Responsibility

It is the policy of the Board to maintain at all times the absolute financial integrity of the University and to maintain adequate income and reserves to assure timely payment of all financial obligations and the proper utilization of University funds for their intended purpose. It is the further policy of the Board of Trustees to conserve the financial resources of the University and to expend them in such manner as will assure the realization of maximum value in capital improvements, goods and services.

ARTICLE XI
Execution of Documents

Legal documents may be executed on behalf of the University by the President, the Secretary, the Treasurer, or by such other persons as may be specifically authorized from time to time by the Board to execute documents.

ARTICLE XII
Corporate Seal

The corporate seal shall be adopted in such form as may be approved from time to time by resolution of the Board and entrusted to the Secretary for use in accordance with policies of the Board.

ARTICLE XIII
Amendments

These Bylaws may be amended or repealed at any meeting of the Board by an affirmative vote of a majority of the members of the Board; provided, however, that no such amendment shall be proposed for adoption unless the text of the proposed amendment has been distributed to all members of the Board at least thirty days prior to the date of the meeting at which it is proposed for adoption, or unless such advance distribution is expressly waived by six members of the Board.

ARTICLE XIV
Administrative-Professional Assembly

The Board recognizes the Administrative-Professional Assembly as an organization to advise the President in regard to policies and programs relating to administrative employees other than matters pertaining to wages, hours, and working conditions. The Administrative-Professional Assembly shall be organized and shall function in accordance with such Constitution of the Assembly as may be approved or amended by resolution of the Board.

ARTICLE XV
Oakland University Alumni Association

The Board recognizes the Oakland University Alumni Association or its successor as an organization to assist the University Advancement office or its successor and to promote and preserve the well-being of the University. The Alumni Association shall be organized and shall function in accordance with such articles of organization as may be approved or amended by resolution of the Board.

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As adopted by the Board on May 8, 1971, and incorporating amendments as approved on:

October 18, 1972

June 27, 1973

April 27, 1977

April 15, 1981

May 20, 1981

July 15, 1981

June 27, 1994

June 12, 1997

TBD