

**3361:10-1-03**

**Board of trustees bylaws: officers of the board and their duties.**

- (A) Chairperson and vice chairpersons.

At its last regular meeting in each calendar year, the board shall elect, from voting members of the board, a chairperson and one or more vice chairpersons who shall serve for a term of one year or until their successors are elected.

- (B) Secretary.

There shall be a secretary of the board who shall be elected at the last regular meeting of the board in each calendar year.

- (C) Executive director of board relations.

The board may appoint an executive director of board relations.

- (D) Duties of officers.

- (1) Chairperson.

The chairperson shall preside at all meetings of the board and shall appoint committees and decide all questions of order. It shall be the chairperson's duty to see that the bylaws are complied with and that the board's orders are properly executed. The chairperson shall, on behalf of and in the name of the university and the board, sign all instruments authorized by the board, except as such duties may be delegated to administrative officers. In the absence of the chairperson, a vice chairperson, and in the absence of a vice chairperson, the chairperson of the finance and administration committee, shall be invested with the powers and discharge the duties of the chairperson.

- (2) Vice chairperson.

The vice chairperson shall serve in the absence of the chairperson and shall assist the chairperson at the latter's request.

(3) Secretary.

- (a) The secretary shall be the custodian of all records of the board. The secretary shall attest all instruments executed by the chairperson or other authorized person. The secretary shall be the keeper of the seal of the university and shall authenticate by affixing the seal thereto. However, in the absence of the secretary or executive director of board relations, a commissioned notary public may attest instruments executed by the chairperson or other authorized person on behalf of the board, which attestations shall be conclusive proof of the authority to attest such signatures. The seal shall not be required to authenticate any such instrument when the attestation is supplied by a commissioned notary public.
- (b) The secretary shall attend and keep minutes of the meetings of the board and its committees, record all votes and the minutes of all proceedings, give notice of all meetings of the board and of its committees, and perform such other duties as may be prescribed by the board, its chairperson, or the president.

(4) Executive director of board relations.

If an executive director of board relations shall be appointed, the secretary may, in whole or part, delegate his/her duties to the executive director of board relations.

(E) Vacancy in office.

- (1) In the event of a vacancy in the office of the chairperson, the vice chairperson shall become chairperson.
- (2) In the event of a vacancy in the office of the vice chairperson or secretary, the vacancy shall be filled by election at the next regular meeting of the board.

Effective: May 29, 2019

Certification:   
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Nicole S. Blount  
Executive Director of Board Relations

Date: May 13, 2019

Promulgated under: R.C. Section 111.15  
Rule amplifies: R.C. 3361.01-04

Prior effective date:

March 16, 1978  
November 8, 1982  
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February 5, 2007  
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