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1-21-2021

## WMU Board of Trustees Formal Session January 21, 2021

WMU Board of Trustees

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***Thursday, January 21, 2021 – ANNUAL MEETING***

***Virtual Meeting Platform Amidst a Continued Global Pandemic***

Closed Informal Session – 9:00 AM

**Oath of Office Ceremony – 10:45 AM, Formal Session – 11:00 AM \*Livestream at <https://wmich.edu/trustees>**

\*Individuals wishing to address the Board of Trustees during either Public Comments sections must notify Dr. Kahler Schuemann at [kahler.schuemann@wmich.edu](mailto:kahler.schuemann@wmich.edu) by 5PM Wednesday, January 20<sup>th</sup>.

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1. Acceptance of the Agenda – *Chen-Zhang*
2. Approval of the Minutes (*December 12, 2019 Meeting*) – *Chen-Zhang*
3. Remarks by the Chair – *Chen-Zhang*
4. Remarks by the President – *Montgomery*
5. Comments by the Faculty Senate President – *Kritzman*
6. Comments by the Western Student Association President – *West*
7. Comments by the Graduate Student Association President – *Morris*
8. Presentation – Arcadia Flats – *Anderson*
9. Presentation – Connecting with Students: Retention through Coordinated Outreach – *Bott*
10. Public Comments Regarding Action Items – *Schuemann*

**Action Items – *Chen-Zhang***

11. Board of Trustee Officer Election – *Schuemann*
12. Consumers Energy Utility Easement Request– *Van Der Kley*
13. Amendment to the WMU Foundation Bylaws: Capacity Building Committee – *DeVries*
14. Amendments to the Faculty Senate Constitution – *Kritzman*
15. Consent Items – (*Chair*)
  - A. Personnel Report
16. General Public Comments – *Schuemann*

*Supplemental and supporting agenda materials can be viewed at: <http://www.wmich.edu/trustees>*

Proposed Meeting Minutes

***December 10, 2020***

The Board of Trustees (BOT) Formal Session was called to order by Chair Bolger at 11:02AM on December 10, 2020. The meeting was conducted, amidst the continued global pandemic, in a online modality with participants engaging through Zoom, a virtual platform. The meeting was streamed live through the BOT website. Prior marketing encouraged the public to engage and those interested in providing comment were asked to notify Secretary Schuemann by 5PM Wednesday, December 9<sup>th</sup>. Presiding were Chair Bolger, Vice Chair Chen-Zhang, and Trustees Behen, Edgerton, Johnston, Kitchens, Penn, and Rinvelt.

**A motion to accept the *December 10, 2020 BOT agenda*** was made by Trustee Kitchens, with a second from Trustee Behen. The motion passed unanimously.

**A motion to accept the minutes as exhibited from the *November 5, 2020 BOT Meeting*** was made by Trustee Kitchens, with a second by Trustee Johnston. The motion passed unanimously.

Remarks were provided by Chair Bolger – *Attachment A* followed by remarks from President Montgomery – *Attachment B*.

Faculty Senate President M. Kritzman and Western Student Association (WSA) Vice President J. Wright provided comments regarding their respective areas and their ongoing activities and initiatives relating to shared governance, promoting student involvement, and academic enrichment. See *Attachment C* for remarks by Faculty Senate President M. Kritzman.

Athletic Director K. Beauregard introduced S. Harrison and M. Caliendo who shared stories of success as student athletes through athletic competition, in the classroom, and as citizens.

Next, Trustee J. Rinvelt provided an update on the annual presidential assessment process as facilitated by the WMU Board of Trustees Presidential Compensation and Assessment Committee (PCAC).

Board Secretary K. Schuemann presented two video vignettes recognizing outgoing trustees D. Behen and J. Bolger and sharing appreciation from President E. Montgomery and fellow BOT members.

There was no indicated public interest in providing commentary regarding any Action Item.

As Action Items, Director of Title IX Compliance, F. Crawford, presented the updated Sexual and Gender-Based Misconduct Policy for approval. **A motion to accept the Sexual and Gender-Based Misconduct Policy** was made by Trustee Johnston with a second by Trustee Penn. The motion passed unanimously.

The next agenda item regarded Trustee Emeritus Recognition for James B. Bolger and was recommended by Board Secretary K. Schuemann. **A motion to accept Trustee Emeritus Recognition for James B. Bolger** was made by Trustee Rinvelt, with a second by Vice Chair Chen-Zhang, and passed unanimously.

**A motion to approve the Consent Items** was made by Trustee Johnston, with a second from Trustee Behen. The BOT unanimously approved the following Consent Items as exhibited: Curriculum Proposal, Personnel Report, Annuity and Life Income Funds Performance Report, and Operating Cash Investment Performance Report.

Dr. C. Weideman provided commentary on behalf of WMU AAUP during General Public Comments.

Board Chair J. Bolger provided concluding thoughts (*Attachment A - Personal Thoughts*) as he reflected on his term as a trustee. The BOT meeting ended at 12:27PM following **a motion to adjourn** by Vice Chair Chen-Zhang, a second by Trustee Rinvelt, and unanimous approval.

Respectfully submitted,



Kahler B. Schuemann  
Secretary to the Board of Trustees  
Western Michigan University

## ATTACHMENT A

### WMU Board of Trustees Chair Bolger's Remarks December 10, 2020

Addressing the global pandemic has been a real growth opportunity for us all.

As you have been doing since March, our entire Bronco family has been adapting and adjusting your skill sets so as to provide the highest educational experiences for our students during this most difficult time.

In true Bronco spirit you have risen to the challenges, and your Board thanks you for all your dedicated efforts.

On Thanksgiving when I was zooming with my family, one of my granddaughters mentioned, that even though it is difficult to not be together over the holidays, they would all hate to be the one to bring COVID into my life just before I was eligible to receive the vaccine. A life-saving vaccine that we all can take pride in knowing that Western alumni have had a hand in developing and distributing.

This was a great personal reminder that we must maintain our vigilance. We must continue to practice social distancing, wear masks, practice good hygiene and follow all other CDC guidelines. For the health and welfare of our entire Bronco family please remain vigilant.

**Board's Action Items:** One of the primary responsibilities of the Board is our Constitutional requirements for the hiring and evaluation of our university's president. We will hear from Trustee Rinvelt later in today's meeting about how the Board is addressing our presidential evaluation responsibilities.

But before Jeff's presentation, I would like to take a moment to express my personal appreciation to President Montgomery for his outstanding leadership.

In my previous life as a state trooper, we had an expression denoting the highest respect for a fellow trooper by saying "... they are a great partner". And Ed, you have been a great partner for not only myself but the entire Board. I thank you ...

**Personal Reflections:** Over 50 years ago a young kid from Grand Rapids had the opportunity to come to Western to try his hand at college life. Unfortunately, I did not excel at the academic side of higher education when I was here in the 60s. I struggled, and as I told Provost Botts recently, I end up on the Dean's list – and it was not the good Dean's list. I left Western and earned my undergraduate degree elsewhere.

A few years later, when I got my act together, I reapplied to Western. And as Western is noted for ... giving its students the opportunity to Rethink Smart and succeed ... they took me back. This time I stayed and earned my master's degree.

My story is not unique, but rather is a reflection of the Bronco culture. A philosophy that has always encouraged our students to Think Big and be Aspirational in fulfilling their life's goals. I could not have enjoyed my personal nor professional successes without the foundation that Western provided.

One of the greatest affirmations that I have received was my appointment, by Governor Snyder, to our Board of Trustees. From struggling college student to chair of the Board is a long road to travel. But the journey was made possible because of the aspirational knowledge, skills and holistic education Western provided this kid over 50 years ago.

To serve alongside the outstanding members of our Board of Trustees and our exceptional Secretary, Dr. Kahler Schuemann has been a real privilege for me. To witness our dedicated staff, facility and our senior leadership team work so synergistically together towards the furtherance of the academic successes of our students has been a truly rewarding experience.

It is the Bronco culture that makes Western an aspirational citadel of higher education. Broncos have always been and will continue to be aspirational leaders.

I have been extremely blessed throughout my 50-year association with Western.

I thank you for the opportunity to serve, but my greatest treasure from being a Bronco has been and will continue to be our friendships. Thank you from the very bottom of my heart ...

## **ATTACHMENT B**

### **WMU Board of Trustees President Montgomery's Remarks December 10, 2020**

Thank you, Chair Bolger, for that very kind introduction. You, too, are a great partner. You've been a valued leader in your role as trustee and chair for this board. Your deep and abiding devotion to your alma mater is very evident, and we appreciate all of your work on its behalf.

Additionally, I extend my thanks to Trustee Behen for his service as a member of this board. David, you've shared highly regarded insight from your experience as a leader in the public and private sectors. But equally as important, you have the perspective of a Bronco parent, who is committed to supporting student success, alongside upholding our institution's fiduciary responsibilities, and positioning it for an even brighter future.

Our entire WMU community is grateful to both of you for your service on this board during what has become a historic period in history. Thank you for your commitment to Western Michigan University, its students, faculty, staff, alumni and to everyone in the future who will benefit from the groundwork that you have helped to lay as members of this body.

I always appreciate having the opportunity to hear from our students, and I'm especially looking forward to today's presentations from two of our student-athletes. Stacie Harrison, a member of our women's gymnastics team, and Mike Caliendo of the WMU football team, will be speaking with us today during the formal session. I don't want to steal anyone's thunder in their introductions, but suffice it to say that I'm as proud of their accomplishments in the classroom and community as I am of their success in athletic competition.

There are a couple of positive news items that I'd like to note today.

The College Board—that organization we all know as the hub of the SAT and other standardized tests—also offers classroom resources for high school students. The College Board offers the AP Daily Lecture, a virtual presentation for advanced placement high schoolers featuring exceptional higher education faculty.

Three WMU faculty members from the College of Arts and Sciences recently shared their expertise through this platform. Professors Eli Rubin, Jonathan Bush and Associate Professor Pablo Pastrana-Perez all conducted online lectures in their respective fields this fall. These presentations are designed to provide virtual learning to AP students worldwide and are available free of charge on YouTube. We appreciate their commitment to education that extends well beyond our campus.

We were pleased to learn that Associate Provost Paulo Zagalo-Melo, Associate Professor of higher education leadership Eric Archer, and Director of Study Abroad Lee Penyak, are representing WMU as one of only 20 institutions selected for the inaugural, competitive Global Senior Leadership Symposium. During this event the team will interact with their peers in educational travel programs, as well as other leaders in international education. Their selection for this event demonstrates WMU's commitment to global education, and the recognition by our national and international peers of our innovation and leadership in global engagement.

When it comes to using creativity to help others during the COVID-19 pandemic, our Bronco community isn't slowing down. I recently learned about an effort by the Future Teachers of Color, a registered student organization that is decorating privacy screens that elementary through high school students can use while they are taking part in online learning.

The group's advisor, Marcy Peake, a faculty specialist in the College of Education and Human Development, came up with the idea for the project. She discovered that the Kalamazoo Public Schools require students to use their webcams for virtual learning. This can be disconcerting for students who live in a homeless shelter, who have many people in their homes or who have constant activity from family members. So far, the Future Teachers of Color have decorated and donated 60 privacy screens for distribution to kids in need to help make their learning-from-home time less stressful.

Stories like these underscore what is so remarkable about our Bronco community, and in the midst of this season of gratitude, they remind me about the many reasons we have to be grateful. I recently shared examples from across our campus when I recorded the first video for our Western's Future Focus series. That video emphasizes the exceptional efforts that our faculty and staff have put forth this year, and I encourage you to take a few minutes to watch and learn about some of the many ways they have gone above and beyond to serve our students and our institution. The video is on the web at [WMICH.EDU/President](http://WMICH.EDU/President).

Chairman Bolger and Trustee Behen, once again I thank you for your service.

I wish everyone a peaceful holiday season, and I look forward to seeing you all in the New Year.



## **ATTACHMENT C**

### **REMARKS TO WMU BOARD OF TRUSTEES**

**December 10, 2020**

**President Marilyn S. Kritzman**

Good morning Chair Bolger, members of the Board of Trustees, President Montgomery, colleagues and guests. Thank-you for the opportunity, as a partner in shared governance, to provide an update on the work of the WMU Faculty Senate.

The Faculty Senate Executive Board has extended virtual meetings for all its councils, committees, and the Executive Board through the end of June 2021. Additionally, all full Senate meetings will be held virtually in February, March, and April of 2021. Due to the change in the spring 2021 academic calendar the April 2021 Faculty Senate meeting has been moved to April 8th. Details regarding the May 2021 Faculty Senate meeting will be forth-coming.

The International Education Council is developing guidelines for more inclusive pedagogical practices to enhance the educational experience of our international student body. The Council will be making formal presentations to the full Faculty Senate during the spring semester.

The Graduate Studies Council, at their November 19 meeting, approved, and forwarded to the Faculty Senate Executive Board, a MOA to eliminate the University (Graduate Record Exam) GRE requirement for doctoral program admission. They are also working on potential revisions to current policies about co-chairs and committee membership for dissertations. We feel that this will remove additional barriers to graduate education.

As the eventful and unrelenting year of 2020 comes to an end, I want to thank our partners in shared governance... the Board of Trustees, GSA and WSA for your insight, guidance, problem-solving and support for our Faculty, our students and our University. Together we have achieved much and we all deserve time to catch our breath, and spend appropriate socially-distanced time with family and friends. While the global pandemic continues on its path, collectively we must drive our academic and organizational agenda on behalf of Western Michigan University to provide a unique, competitive, and enviable college experience for our students.

Today, we extend congratulations to and celebrate the accomplishments of two Board of Trustees members, Chair Jim Bolger and Trustee David Behen (pronounced Bean), as they end their term on the Board of Trustees. Internationally known author and speaker John Maxwell states, "A leader is one who knows the way, goes the way, and shows the way". Both Jim and David demonstrate this every day. We have always been blessed to have strong Board leadership at Western, but the leadership demonstrated during this past year has been unprecedented. In times of adversity a person's leadership ability is revealed. Some step up; others step back. We have witnessed them stepping up.

As a newly elected Senate President, I have observed their integrity, ethics and unwavering loyalty to WMU. I have a renewed deep and abiding respect for our Board members, what they stand for and how they represent our University. Thank-you Jim and David. And Jim, I appreciate you breaking in and coaching a rookie Faculty Senate President during her first several months of both a pandemic and the Presidency. Thank-you so much. I also appreciate the fact that many years ago in my previous life, as a residence hall director, you entrusted to me, your son's residence hall experience as well as his residence hall employment, as a member of my staff. What an honor to be able to work with the parent of one of my former students and staff members. Thank-you! Enjoy a well-deserved break. The Faculty Senate commends you on a job well done. You will be missed.

In closing, the Faculty Senate Executive Board thanks every member of our community for your continued time, talent and commitment. We have not yet arrived safely on the "other side" of the pandemic, but we are getting closer. The line for our spaceship is around the moon and heading back to earth. Have a blessed and relaxed holiday season and we will connect again in 2021.

Thank-you, Chair Bolger, for allowing me to address the Board of Trustees.

**PROPOSAL: 2021 Western Michigan University Board of Trustee Officer Election**

**Chair**            *Lynn L. Chen-Zhang*

**Vice Chair**    *William D. Johnston*

**Secretary**     *Kahler B. Schuemann*

**Treasurer and Assistant Secretary**   *Jan Van Der Kley*

**Assistant Treasurer**   *Colleen Scarff*

Recommended Action

It is recommended the Western Michigan University Board of Trustees elect the proposed Officers for 2021.

**PROPOSAL: Utility Easement Request from Consumers Energy**

Background

Consumers Energy Company has presented two utility easement requests to Western Michigan University. The proposed easements have been reviewed by the Office of General Counsel, the Office of Government Relations, and the Office of Business and Finance. The proposed easements are planned along Oakland Drive and allow for work this spring and into the future. The work planned this spring involves relocating one utility pole to eliminate a slight turn in the overhead electrical line and new wires. The lines provide electrical service to the Kalamazoo community.

Recommended Action

It is recommended the Board of Trustees approve the two utility easements requested by Consumers Energy Company.

## **EASEMENT FOR GUY STUB ANCHOR POLE, GUY WIRES, AND ANCHORS**

Master Tract# ROW000916064069  
SAP# 1023788532  
Design# 11173101  
Agreement# MI00000052656

Parties: "Owner" is THE BOARD OF TRUSTEES OF WESTERN MICHIGAN UNIVERSITY, a body corporate.

Owner's mailing address is 1903 West Michigan Avenue, Kalamazoo, Michigan 49008

"Consumers" is CONSUMERS ENERGY COMPANY, a Michigan corporation. Consumers' address is One Energy Plaza, Jackson, Michigan 49201.

Grant of Easement: For good and valuable consideration [exempt from real estate transfer tax pursuant to MCLA 207.505(f) and from State real estate transfer tax pursuant to MCLA 207.526(f)], Owner grants Consumers a permanent easement to enter "Owner's Land" to construct, operate, inspect, maintain, replace, improve, and remove a guy stub anchor pole, guy wires, and anchors on, over, and across a portion of "Owner's Land," called "the Easement Area." Owner's Land is in the City of Kalamazoo, County of Kalamazoo, and State of Michigan and is described in attached Exhibit A. The Easement Area is within Owner's Land and is described in attached Exhibit B.

Trees and Other Vegetation: Consumers shall have the right from time to time hereafter to enter Owner's Land to trim, cut down, and otherwise remove and control any trees, brush, roots, and other vegetation, whether inside or outside the Easement Area, that Consumers believes may interfere with the construction, operation, or maintenance of the guy stub anchor pole, guy wires, and anchors.

Buildings/Structures: Owner shall not locate any buildings or other structures on the Easement Area. If Owner violates this provision, Owner shall reimburse Consumers for any expenses Consumers incurs correcting the violation. If Consumers corrects the violation by relocating the guy stub anchor pole, guy wires, and anchors on Owner's Land, this easement shall automatically apply to such relocated facilities.

Restoration: Consumers shall restore to a condition that is reasonably practicable all that portion of Owner's Land damaged by Consumers during the original installation, maintenance, repair, replacement, or removal of Consumers' facilities on Owner's Land pursuant to this Easement; provided however, the provisions of this paragraph shall not apply to anything located within the Easement Area in violation of any other provisions contained in this Easement. Consumers shall promptly remove any poles, guy wires, or anchors that are replaced from Owner's property.

Exercise of Easement: Consumers' nonuse or limited use of this Easement shall not preclude Consumers' later use of this Easement to its full extent.

Successors: This Easement shall bind and benefit Owner's and Consumers' respective heirs, successors, lessees, licensees, and assigns.

Date:\_\_\_\_\_

Owner: THE BOARD OF TRUSTEES OF WESTERN  
MICHIGAN UNIVERSITY, a body corporate

\_\_\_\_\_  
By: Jan Van Der Kley  
Its: Treasurer

Acknowledgment

The foregoing instrument was acknowledged before me in \_\_\_\_\_ County, Michigan,  
on \_\_\_\_\_ by Jan Van Der Kley, Treasurer of The Board of Trustees of Western  
Date  
Michigan University, a body corporate, on behalf of the corporate.

\_\_\_\_\_  
Notary Public  
\_\_\_\_\_  
County, Michigan  
Acting in \_\_\_\_\_ County  
My Commission expires: \_\_\_\_\_

PROPERTY OWNERS MAIL  
SIGNED EASEMENT TO:

Adam Hillman #225-34  
Consumers Energy Company  
2500 E Cork Street  
Kalamazoo MI 49001

Prepared By:  
Adam Hillman 12/21/2020  
Consumers Energy Company  
One Energy Plaza  
Jackson, MI 49201

REGISTER OF DEEDS OFFICE USE  
ONLY

Return recorded instrument to:  
Carrie J. Main, EP7-287  
Consumers Energy Company  
One Energy Plaza  
Jackson, MI 49201

EXHIBIT A

Owner's Land

Land situated in the City of Kalamazoo, County of Kalamazoo, State of Michigan:

Commencing at the North 1/4 post of Section 21, Town 2 South, Range 11 West and running thence South 00°11'20" West, along the North and South 1/4 line of said section, 1763.44 feet to the South line of Oliver Street; thence North 75°52'11" East along said line, 267.81 feet to the Westerly line of Oakland Drive; thence South 15°19'10" West along said line, 154.19 feet; thence continuing along said line South 22°04'43" West 716.61 feet; thence departing from said line, North 68°05'17" West 608.44 feet; thence South 87°17'49" West 446.19 feet; thence South 71°53'36" West 147.73 feet; thence 301.97 feet along the arc of a curve to the left having a radius of 953.00 feet and a central angle of 18°09'17" to the far end of the chord bearing South 62°48'58" West 300.71 feet; thence South 53°44'19" West 12.75 feet; thence 141.47 feet along the arc of a curve to the right having a radius of 263.18 feet and a central angle of 30°47'57" to the far end of a chord bearing South 69°08'13" West 139.78 feet; thence South 48°36'24" West 205.24 feet to the Point of Beginning of this description; thence South 16°33'14" West 369.81 feet; thence South 32°44'20" West 985.47 feet; thence North 71°34'37" West 754.66 feet; recorded as North 71°42'30" West, to the Southeasterly right of way line of Stadium Drive; thence along said line, North 39°26'02" East 289.25 feet; thence continuing along said line, North 50°33'58" West 45.00 feet; thence continuing along said line, North 39°26'02" East 289.25 feet; thence continuing along said line, north 50°33'58" West 45.00 feet; thence continuing along said line, North 39°26'02" East 952.68 feet; thence continuing along said line, 397.38 feet along the arc of a curve to the right, having a radius of 11,384.15 feet and a central angle of 02°00'00" to the far end of the chord bearing North 40°26'02" East 397.36 feet; thence continuing along said line, South 48°33'58" East 75.00 feet; thence South 48°33'58" East 275.55 feet; thence South 35°05'55" East 132.56 feet to Beginning.

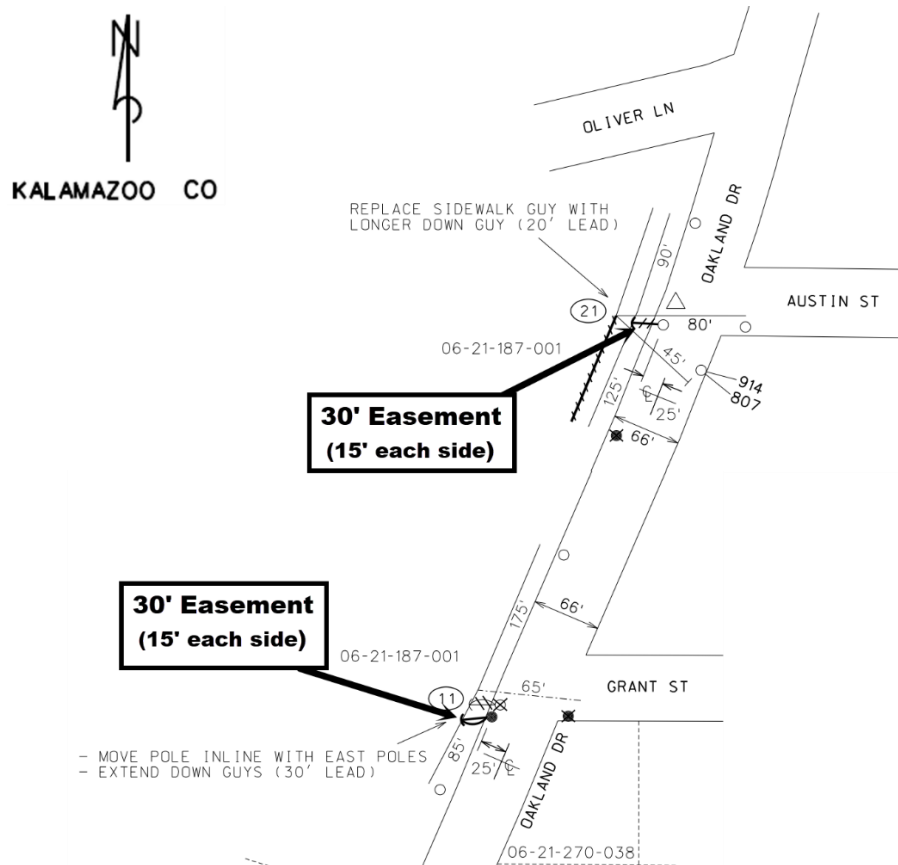
Parcel ID: 06-21-187-001

Also known as: 800 Oakland Drive, Kalamazoo, Michigan 49008

## EXHIBIT B

### Easement Area

A 30.00 foot-wide strip of land, being 15.00 feet on each side of the centerline of each guy stub anchor pole, guy wires, and anchors constructed on Owner's Land, the centerline located approximately as shown in the attached drawing.





## **EASEMENT FOR ELECTRIC FACILITIES**

Master Tract# ROW000916064071

SAP# 1023788532

Design# 11173101

Agreement# MI00000052659

THE BOARD OF TRUSTEES OF WESTERN MICHIGAN UNIVERSITY, a body corporate, whose address is 1903 West Michigan Avenue, Kalamazoo, Michigan 49008 (hereinafter "Owner")

for \$1.00 and other good and valuable consideration [exempt from real estate transfer tax pursuant to MCLA 207.505(f) and from State real estate transfer tax pursuant to MCLA 207.526(f)] grants and warrants to

CONSUMERS ENERGY COMPANY, a Michigan corporation, One Energy Plaza, Jackson, Michigan 49201 (hereinafter "Consumers")

a permanent easement to enter Owner's land (hereinafter "Owner's Land") located in the City of Kalamazoo, County of Kalamazoo, and State of Michigan as more particularly described in the attached Exhibit A to construct, operate, maintain, inspect (including aerial patrol), survey, replace, reconstruct, improve, remove, relocate, change the size of, enlarge, and protect a line or lines of electric facilities in, on, over, under, across, and through a portion of Owner's Land (hereinafter "Easement Area") as more fully described in the attached Exhibit B, together with any pole structures, poles, or any combination of same, wires, cables, conduits, crossarms, braces, guys, anchors, transformers, electric control circuits and devices, location markers and signs, communication systems, utility lines, protective apparatus and all other equipment, appurtenances, associated fixtures, and facilities, whether above or below grade, useful or incidental to or for the operation or protection thereof, and to conduct such other activities as may be convenient in connection therewith as determined by Consumers for the purpose of transmitting and distributing electricity. Consumers may attach additional lines outside the Easement Area, running laterally from a line within the Easement Area to the East edge of Owner's Land, in which event the Easement Area shall include a 30 foot-wide strip of land, being 15 feet on each side of each such lateral line.

Additional Work Space: In addition to the Easement rights granted herein, Owner further grants to Consumers, during initial construction and installation only, the right to temporarily use such additional work space reasonably required to construct said lines. Said temporary work space shall abut the Easement Area, on either side, as required by construction. Consumers Energy to limit additional workspace on property and utilize other property or right of way when possible.

Access: Consumers shall have the right to unimpaired access to said line or lines, and the right of ingress and egress on, over, and through Owner's Land for any and all purposes necessary, convenient, or incidental to the exercise by Consumers of the rights granted hereunder.

Trees and Other Vegetation: Owner shall not plant any trees within the Easement Area. Consumers shall have the right from time to time hereafter to enter Owner's Land to trim, cut down, and otherwise remove and control any trees, brush, roots, and other vegetation within the Easement Area. Consumers shall have the right from time to time hereafter to enter Owner's Land to trim, cut down, and otherwise remove and control any trees, brush, or other vegetation located outside of the Easement Area which are of such a height or are of such a species whose mature height that in falling directly to the ground could come into contact with or land directly above Consumers' facilities.

Buildings/Structures: Owner agrees not to build, create, construct, or permit to be built, created, or constructed, any obstruction, building, septic system, drain field, fuel tank, pond, swimming pool, lake, pit, well, foundation, engineering works, installation or

any other type of structure over, under, or on said Easement Area, whether temporary or permanent, natural or man-made, without a prior written agreement executed by Consumers' Real Estate Department expressly allowing the aforementioned.

Restoration: Consumers shall restore to a condition that is reasonably practicable all that portion of Owner's Land damaged by Consumers during the original installation, maintenance, repair, replacement, or removal of Consumers' facilities on Owner's Land pursuant to this Easement; provided however, the provisions of this paragraph shall not apply to anything located within the Easement Area in violation of any other provisions contained in this Easement.

Ground Elevation: Owner shall not materially alter the ground elevation within the Easement Area without a prior written agreement executed by Consumers Real Estate Department allowing said alteration.

Exercise of Easement: Consumers' nonuse or limited use of this Easement shall not preclude Consumers' later use of this Easement to its full extent.

Ownership: Owner covenants with Consumers that they are the lawful fee simple owner of the aforesaid lands, and that they have the right and authority to make this grant, and that they will forever warrant and defend the title thereto against all claims whatsoever.

Successors: This Easement shall bind and benefit Owner's and Consumers' respective heirs, successors, lessees, licensees, and assigns.

Counterparts: This Easement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. It is not necessary that all parties execute any single counterpart if each party executes at least one counterpart.

Date: \_\_\_\_\_

Owner: THE BOARD OF TRUSTEES OF WESTERN  
MICHIGAN UNIVERSITY, a body corporate

\_\_\_\_\_  
By: Jan Van Der Kley  
Its: Treasurer

Acknowledgment

The foregoing instrument was acknowledged before me in \_\_\_\_\_ County, Michigan,

on \_\_\_\_\_ by Jan Van Der Kley, Treasurer of The Board of Trustees of Western Michigan  
Date

University, a body corporate, on behalf of the corporate.

\_\_\_\_\_  
Notary Public  
\_\_\_\_\_  
County, Michigan  
Acting in \_\_\_\_\_ County  
My Commission expires: \_\_\_\_\_

PROPERTY OWNERS MAIL  
SIGNED EASEMENT TO:

Adam Hillman #225-34  
Consumers Energy Company  
2500 E Cork Street  
Kalamazoo MI 49001

Prepared By:  
Adam Hillman 12/21/2020  
Consumers Energy Company  
One Energy Plaza  
Jackson, MI 49201

REGISTER OF DEEDS OFFICE USE ONLY

Return recorded instrument to:  
Carrie J. Main, EP7-287  
Consumers Energy Company  
One Energy Plaza  
Jackson, MI 49201

EXHIBIT A

Owner's Land

Land situated in the City of Kalamazoo County of Kalamazoo, State of Michigan:

Part of the South 1/4 corner of Section 21, Town 2 South, Range 11 West, more particularly described as Commencing at the South 1/4 corner of said Section 21; thence North 89°49'09" West 1564.12 feet, on the South line of said Section 21 to the centerline of Oakland Drive; thence North 23°09'39" East 258.9 feet, on the centerline of Oakland Drive; thence North 78°42'28" West 33.72 feet, to the Westerly right of way line of Oakland Drive and the Point of Beginning of this description; thence along the Westerly right of way of Oakland Drive on the next four calls; thence North 22°44'37" East 141.81 feet; thence 304.37 feet, on the arc of a curve to the right with a central angle of 08°33'32", a radius of 2037.55 feet, and a long chord bearing and distance of North 27°00'19" East 304.09 feet; thence North 31°17'05" East 2176.46 feet; thence 284.28 feet, on the arc of a curve to the right with a central angle of 10°08'05", a radius of 1607.17 feet, and a long chord bearing and a distance of North 26°13'03" East 283.91 feet; thence North 68°05'16" West 608.44 feet; thence North 87°01'59" West 722.85 feet; thence North 13°58'38" West 314.35 feet to the Southerly right of way of Oliver Street; thence South 76°01'22" West 107.04 feet, on the Southerly right of way of Oliver Street; thence 84.62 feet, on the arc of a curve to the right, with a central angle of 15°10'29" a radius of 319.49 feet, and a long chord bearing and distance of South 83°36'37" West 84.37 feet, on the Southerly right of way of Oliver Street to the Easterly right of way of Stadium Drive; thence along the Easterly right of way of Stadium Drive on the next three calls; thence 211.06 feet; on the arc of a curve to the left with a central angle of 01°04'27", a radius of 11,259.15 feet, and a long chord bearing and distance of South 43°58'15" West 211.06 feet; thence North 46°33'58" West 211.06 feet; thence North 46°33'58" West 50.00 feet; thence 394.76 feet, on the arc of a curve to the left with a central angle of 02°00'00", a radius of 11,309.15 feet, and a chord bearing and distance of South 42°26'02" West 394.74 feet; thence South 48°33'58" East 275.55 feet; thence South 35°05'55" East 138.56 feet; thence South 16°33'14" West 369.81 feet; thence South 32°44'20" West 985.47 feet; thence North 71°34'37" West 338.90 feet; thence South 18°51'53" West 757.24 feet; thence South 32°24'07" East 745.26 feet, to the Northerly right of way of Grant Street; thence South 78°30'55" East 591.71 feet on the Northerly right of way of Grant Street; thence North 00°40'30" East 271.00 feet; thence South 78°42'28" East 488.41 feet, to the Point of Beginning.

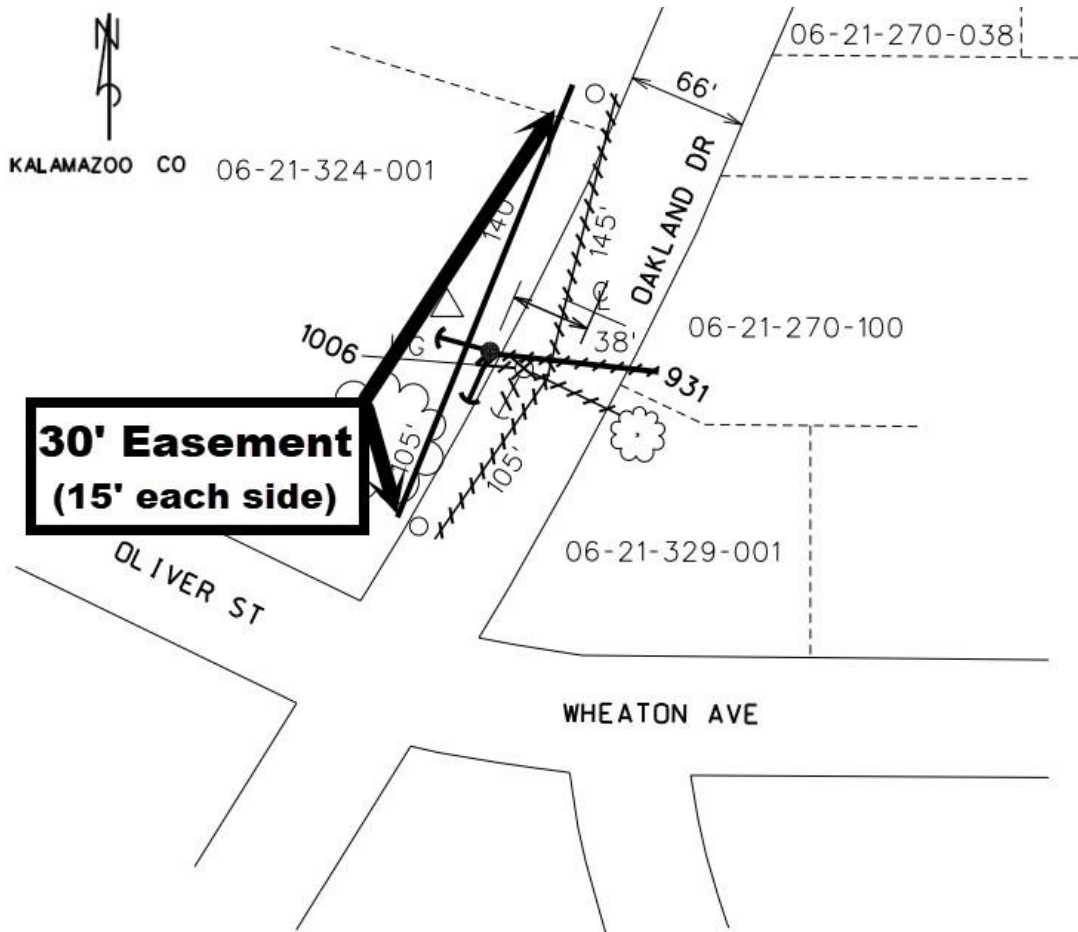
Parcel ID: 06-21-324-001

Also known as: 1312 Oakland Drive, Kalamazoo, Michigan 49008

EXHIBIT B

Easement Area

A 30.00 foot-wide strip of land, being 15.00 feet on each side of the centerline of the line constructed on Owner's Land, the centerline to be located approximately as shown in the attached drawing.



**PROPOSAL: Amendment to the WMU Foundation Bylaws: Capacity Building Committee**

Background

Pursuant to the Board of Trustees bylaws, the Board must approve the bylaws of the WMU Foundation. The WMU Foundation adopted a new committee on December 18, 2020. The Capacity Building Committee, working in conjunction with the WMU Foundation Board of Directors, will seek to build financial resources in support of Western Michigan University. Its energies will center on building relationships with and securing major philanthropic investments from WMU's most critical donors. Work will focus around the cultivation, solicitation and stewardship of six-, seven- and even eight-figure gifts.

Recommended Action

It is recommended the Board of Trustees ratify the amended 2020 WMU Foundation Bylaws to include the addition of the Capacity Building Committee.

# Bylaws

## Western Michigan University Foundation

(Amended as of December 18, 2020)

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### Article I - Name

The name of this nonprofit foundation is Western Michigan University Foundation, also referred to as the WMU Foundation or the Foundation.

### Article II - Location

The WMU Foundation shall have and shall continuously maintain a registered office within the State of Michigan. The principal office of the WMU Foundation shall be located on or adjacent to the campus of Western Michigan University (sometimes referred to herein as the "University") at Kalamazoo, Michigan.

### Article III - Purpose

The purposes of the WMU Foundation shall not be inconsistent with the purposes of Western Michigan University. The purpose or purposes of the Foundation are as follows:

The WMU Foundation shall operate as a charitable, nonprofit corporation exclusively for the benefit of the Michigan constitutional body corporate known as Western Michigan University. The Foundation shall provide support for the objectives, goals, and mission of Western Michigan University. The Foundation shall assist in accomplishing the educational purposes of the University. The WMU Foundation shall have the following powers and authority:

1. To promote, sponsor, and assist in the educational, scientific, charitable, and related activities for the objects and purposes of Western Michigan University.
2. To act as a conduit through which all charitable contributions to Western Michigan University are made.
3. To solicit, accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, any property, both real and personal, of whatever kind, nature, or description and wherever situated. Nothing contained in this section shall require the Foundation to accept any specific gift.
4. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any subject property, both real and personal, for the objects and purposes as set forth above.
5. To invest and reinvest the principal and income of the Foundation in accordance with the laws of the State of Michigan that cover authorized investments for trustees.

6. To provide support for the research activities, intellectual property development, economic development and related commercialization activities of Western Michigan University.
7. To provide support for the objectives, goals and mission of Western Michigan University Homer Stryker M.D. School of Medicine, in a manner that is consistent with the manner such support is provided to Western Michigan University by the Foundation.
8. To exercise such other powers that now are or hereafter may be conferred by law upon a corporation for the purposes herein set forth; namely, the promoting of the objectives, goals, and mission of Western Michigan University.

#### Article IV - Board of Directors

1. **Composition.** The WMU Foundation board of directors shall consist of a maximum of thirty and a minimum of eighteen elected directors, who shall be elected to staggered three-year terms by the WMU Foundation board of directors upon nomination as provided in these bylaws. In addition, there also shall be a maximum of four designated members of the board of directors as hereinafter defined. All directors, whether elected directors or designated directors, shall have equal voting rights as directors and as members of any committee established pursuant to Article VI hereof.
2. **Nomination and Election.** The president of Western Michigan University shall nominate as director of the WMU Foundation, at any time as may be convenient to that president, as many or as few persons as that president may deem appropriate, provided there are at least eighteen and not more than thirty elected directors. The WMU Foundation board of directors or a committee designated by the WMU board of directors shall recommend persons for the WMU Foundation board of directors to the president of Western Michigan University. Election of a director or of a slate of directors shall take place by a plurality vote of the WMU Foundation board of directors.
3. **Term of Office.** The standard term of each elected director shall be three years, concluding with the annual meeting of the board of directors of the WMU Foundation in the year in which the term ends. An elected director may be elected or re-elected to a term of less than three years to fill a vacancy, but may not be elected to a term exceeding three years. Elected directors shall serve staggered three-year terms, so that the terms of approximately one-third of all elected directors will expire each year. The practices, procedures, and rules governing re-election of directors are identical in all respects to those for the election of new directors.
4. **Resignation and removal from office.** Any director may resign by submitting a letter of resignation to the secretary of the WMU Foundation. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective. Any elected director may be removed from office for cause by two-thirds vote of the remaining members of the board of directors of the WMU Foundation, and upon concurrence of the president of Western Michigan University. All rights and privileges associated with the office of director of the

WMU Foundation shall cease on termination of office, whether by completion of term, resignation, or removal from office.

5. Filling Vacant Director Positions. A vacancy in an elected director position may be filled by the board of directors of the WMU Foundation upon nomination by the president of Western Michigan University. A director elected to fill a vacant elected director position shall serve for the remainder of the term of office of such former director creating the vacancy.

An elected director elected by the WMU Foundation board of directors because of an increase in the number of elected directors shall serve for an initial term that is approved by the directors, not to exceed three (3) years, with the number of years in the initial term being such that the terms of approximately one-third of all elected directors will expire every year.

6. Designated Directors. The president of Western Michigan University, the chair of the Western Michigan University Board of Trustees, or his/her designee, the executive director/secretary and the treasurer of the WMU Foundation shall be designated members of the board of directors of the WMU Foundation. Each person serving as a designated director shall serve as a director only so long as such person holds the corresponding position as officer or trustee of Western Michigan University and if such person ceases to hold such position as an officer or trustee, for any reason, then such person shall cease to be a director of the WMU Foundation, and this director position shall be vacant until this person's successor is appointed and shall assume the position as a designated director.

7. Power and Authority. The business, property, and affairs of the WMU Foundation shall be managed by its board of directors, except as otherwise provided in the Michigan Nonprofit Corporation Act (the "MNCA"), the Articles of Incorporation or these bylaws. The board of directors shall have full power and authority to manage the business of the WMU Foundation in a manner that is not inconsistent with the laws of the State of Michigan, the Articles of Incorporation, these bylaws and the policies, procedures and practices of Western Michigan University. The WMU Foundation shall provide the University annually with copies of the Foundation's annual financial statements and also with copies of a report of the WMU Foundation's activities for the year covered by said financial statements. In the management and control of property, business and affairs of the WMU Foundation, the board of directors is vested with all of the powers possessed by the WMU Foundation itself so far as this delegation of authority is consistent with the laws of the State of Michigan, the Articles of Incorporation, these bylaws and the policies, procedures and practices of Western Michigan University.

Meetings of the Board of Directors. There shall be an annual meeting of the board of directors at such time and place as shall be established by the board of directors or by the president of the WMU Foundation, subject to the concurrence of the president of Western Michigan University, for purposes of electing directors and appointing officers and for such other purposes as shall properly come before the meeting. Regular meetings of the board of directors shall be as established by the board of directors of the WMU Foundation. Other



meetings of the board of directors of the WMU Foundation may be called by the president of the WMU Foundation, by the WMU Foundation's president's designated representative, by the president of Western Michigan University, or by the chair of the Western Michigan University Board of Trustees. There shall be no less than one regular meeting of the board of directors during the first six months of the fiscal year (July 1 through December 31) and no less than one regular meeting of the board of directors during the second six months of the fiscal year (January 1 through June 30). Written notice of the meeting shall be sent to each director at least five (5) days prior to the date of any meeting; written notice includes notice sent by e-mail or other forms of electronic transmission as defined in the MNCA. The secretary of the WMU Foundation shall be responsible for issuing the notification of the meeting, for selecting a suitable location and facility for the meeting, and for all other necessary and appropriate meeting arrangements. Unless otherwise specified by the board of directors, all meetings of the board of directors will be held on or adjacent to the campus of Western Michigan University in Kalamazoo, Michigan.

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting. A director's attendance at or participation in a meeting waives any required notice to such director of the meeting, unless the director, at the beginning of the meeting, or when said director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

8. Quorum. A quorum of the board of directors shall consist of a majority of the directors who are then in office. If a quorum cannot be obtained, a meeting may proceed and any action taken shall be valid if subsequently ratified by action of the board of directors acting at a meeting at which a quorum of the board of directors is present or if unanimously consented to in writing by all members of the board of directors within one year of the date of the meeting.

9. Voting; Proxies. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless a greater vote is required by law, by the Articles of Incorporation or by these bylaws. Each director present shall have one vote. Except for voting by unanimous written consent, pursuant to Section 11 below, directors must be present in person to vote (including being present by remote communication). No director shall be permitted to vote by proxy at any meeting for any purpose whatsoever, and directors cannot send persons to act in their place.

10. Action by Unanimous Consent. Action required or permitted to be taken at a meeting of the board of directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the board of directors or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board of directors or the committee. The consent has the same effect as a vote of the board of directors or the committee for all purposes.

11. Emerita/Emeritus status. Upon completion of service on the board of directors or upon completion of service as an officer of the WMU Foundation, a person may be vested with emerita or emeritus status. This title and status are wholly and completely honorary and carry with them no voting privileges or other rights, responsibilities, or privileges

associated with any office of the WMU Foundation. Persons vested with emeriti status shall not be prohibited from future service as an officer or director of the WMU Foundation and shall not relinquish their emeriti status by virtue of any such future service. The board of directors or a committee designated by the board of directors of the WMU Foundation shall be responsible for determining the practices and procedures regarding the conferring of emeriti status, subject to review and approval by the WMU Foundation's board of directors.

12. Discharge of Duties. A director or officer shall discharge the duties of that position in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner they reasonably believe is in the best interests of the WMU Foundation. In discharging such duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- (a) one or more directors, officers, or employees of WMU Foundation, or of a domestic or foreign corporation or business organization under joint control or common control, whom the director or officer reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence;
- (c) a committee of the board of which they are not a member if the director or officer reasonably believes that the committee merits confidence.

A director or officer is not entitled to rely on information described in subsections (a), (b) or (c) above if they have knowledge concerning the matter in question that makes reliance otherwise unwarranted.

If a director or officer is subject to the Uniform Prudent Management of Institutional Funds Act, MCLA 451.921 to 451.931 ("UPMIFA"), the director, in discharging the duties under such act shall conform to the standards of UPMIFA.

14. Directors ' Liability for Corporate Actions. As provided in Section 551 (1) of the MNCA, Directors who vote for or concur in making a loan to a director or officer of WMU Foundation or to a subsidiary that is contrary to the MNCA, are jointly and severally liable to WMU Foundation for its benefit or for the benefit of its creditors for any legally recoverable injury suffered by WMU Foundation or those creditors as a result of the action in an amount that does not exceed the difference between the amount paid or distributed and the amount that lawfully could have been paid or distributed. A director is not liable under this section if said director complied with the requirements of Section 541 of the MNCA, which requirements are generally stated in Section 13 above.

15. Presumption of Director's Concurrence in Absence of Dissent. If a director is present at a meeting of the board of directors, or an executive committee of which they are a member, and action on a corporate matter referred to in Section 14 of this Article is taken at that meeting, the director is presumed to concur in that action unless the dissent of such

director is entered in the minutes or unless such director files a written dissent to the action with the person acting as secretary of the meeting before or promptly after the adjournment of the meeting. The right to dissent of such director does not apply to a director who voted in favor of the action.

A director, who is absent from a meeting of the board of directors or an executive committee of which such director is a member, and action on a corporate matter described in Section 14 is taken at that meeting, such director is presumed to concur in the action unless such director files a dissent with the secretary of WMU Foundation within a reasonable period of time after such director has knowledge of the action.

16. Participation in Meeting by Telephone or Remote Communication. A member of the board of directors or of a standing or special committee of the Foundation may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. This includes participation through the internet or other forms of electronic communications approved by the board, provided that a record of the communications at the meeting can be created and maintained for the minutes of the meeting.

If conference telephone or other means of remote communication will be used in a meeting, the notice of the meeting shall advise directors/committee members of this and provide them with instructions on how to remotely connect to the meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting and a director/committee member may vote, as if physically present at the meeting.

The board may adopt procedures for conducting meetings by means of electronic communications devices. Such procedures shall comply with the MNCA, the Articles of Incorporation and these bylaws.

17. Report to Directors. The Foundation, at least once each calendar year, shall prepare or have prepared a report of the WMU Foundation for the preceding fiscal year and present the report at the annual meeting of the board of directors and such other times as the board may direct. The report shall include all of the following for the WMU Foundation's preceding fiscal year:

- (a) its income statements.
- (b) its year-end balance sheet, including trust funds and funds restricted by donors or the board.
- (c) its statement of source and application of funds, if such statement is prepared by the WMU Foundation,

- (d) any other information required by the MNCA.

The report may be distributed by electronic transmission or by making the report available for electronic transmission. If the report is distributed electronically, the WMU Foundation shall provide the report in written form to a director on request.

18. Examination of Books and Records. A director may examine any of the WMU Foundation's books and records for a purpose reasonably related to their position as a director. A director wishing to examine any books and records shall submit a notice to the Secretary of the WMU Foundation that they wish to examine books and records and attempt to reasonably describe the books and records to be inspected. The Foundation shall use its best efforts to gather the requested books and records for examination. The examination shall take place at the office of the WMU Foundation, unless the board or president selects another location that is reasonably near to the WMU Foundation's office. The Foundation shall allow the examination to be conducted within a reasonable period of time following receipt of the notice from the director asking to examine the books and records. The board may adopt additional procedures for the examination of books and records by a director.

## Article V - Officers

1. Officers. The officers of the WMU Foundation shall be the president of the WMU Foundation, the vice president or vice presidents of the WMU Foundation, the chairs of the standing committees, the executive director/secretary and the treasurer. The president, vice president(s) and chairs of the standing committees of the WMU Foundation shall be nominated for election by the WMU Foundation's committee on directors in accordance with the provisions of Article VI, Section 9. Such officers shall be elected at the annual meeting of the board of directors. Other officers shall be appointed or designated as provided in these bylaws and shall serve for such term as the board may assign. The president, vice president(s) and chair of the committee on directors shall hold office for a term of two (2) years or until the annual meeting of the board of directors of the WMU Foundation held in the second year following their appointment, whichever occurs first, provided that their successors have been duly elected and qualified or until their resignation, removal or disqualification.

2. Qualifications. The president and vice-president(s) of the WMU Foundation and the chairs of the standing committees must be selected from among the directors of the WMU Foundation. The executive director/secretary and the treasurer shall be selected as provided herein. The president of Western Michigan University may not serve as an officer of the WMU Foundation. A member of the Western Michigan University Board of Trustees (other than the president of Western Michigan University) may serve as an officer of the WMU Foundation. If an officer of the WMU Foundation is selected as president of Western Michigan University, that person must resign their office in the WMU Foundation, relinquishing all rights, privileges, and responsibilities associated therewith, prior to their installation as president of the University. Any person may hold more than one office provided the duties thereof can be consistently performed by the same person. Each person who is an officer due to the person's position at Western

Michigan University shall serve as an officer only so long as such person holds the corresponding position as officer of Western Michigan University, and if such person ceases to hold such position as an officer, for any reason, then such person shall cease to be an officer of the WMU Foundation, and this officer position shall be vacant until this person's successor is appointed and shall assume the position as officer. There shall be no other restrictions, limitations, or qualifications for officers except as may be specified in these bylaws.

3. President. The president of the WMU Foundation shall serve as chair of the board of directors and as chair of the executive committee. The president of the WMU Foundation shall be a member of the executive committee and the committee on directors and shall be permitted to attend meetings of all other standing and special committees. The president shall perform all duties commonly incident to the office and shall have such other powers and shall discharge such other duties as may be assigned from time to time by the board of directors.

4. Vice President(s). The vice president(s) of the WMU Foundation shall perform the duties of the president of the WMU Foundation and shall act as president of the WMU Foundation in the absence or disability of the president (if there is more than one vice president, then the vice president designated by the board to perform the duties of the president shall serve in place of the president). The vice president(s) shall have such other powers and shall discharge such other duties as may be assigned from time to time by the president of the WMU Foundation or by the board of directors. There shall be no less than one and no more than three vice president(s) of the WMU Foundation, the number of which is at the sole discretion of the board of directors.

5. Executive Director. There shall be an executive director of the WMU Foundation who shall only be such person who is then serving as the Vice President for Development and Alumni Relations (or equivalent position) of Western Michigan University. The executive director of the WMU Foundation is the chief executive officer of the WMU Foundation and shall have general and active management of the business of the WMU Foundation and shall see that all orders and resolutions of the board of directors of the WMU Foundation and of the executive committee are carried into effect. The executive director of the WMU Foundation shall be a member of the executive committee and of all other standing and special committees except for the audit committee. For the purposes of the United States Internal Revenue Code and for all other purposes of the local, state, and national governments, the executive director of the WMU Foundation shall be considered to be the manager of the WMU Foundation. The executive director of the WMU Foundation shall have such other powers and shall discharge such other duties as may be assigned from time to time by the president or board of directors of the WMU Foundation.

6. Secretary. The executive director of the WMU Foundation shall also serve as the secretary of the WMU Foundation and shall record all votes and the minutes of all proceedings of the board of directors, and of all standing and special committees of the WMU Foundation and shall maintain a permanent record of all such votes and all such minutes. The secretary shall be responsible for the safety, security, and proper storage of all WMU Foundation meeting minutes, of these bylaws, of the Articles of Incorporation, and of all other legal documents of the WMU Foundation, in such manner that all such documents, papers, and records may be fully and completely retrieved in a timely fashion as may be required by law or by the board of directors or by any officer of the WMU

Foundation or other duly authorized persons. The secretary shall give, or cause to be given, notice of all meetings of the board of directors, and of all standing or special committees of the WMU Foundation. The secretary shall have and shall exercise, under supervision of the board of directors, all the other powers and duties commonly incident to this office, and shall have such other powers and shall discharge such other duties as may be assigned from time to time by the president or board of directors of the WMU Foundation.

7. Treasurer. The treasurer of the WMU Foundation shall only be such person who is then serving as the chief financial officer (or equivalent position) of Western Michigan University. The treasurer, subject to the order of the board of directors, shall have the care and custody of the funds and financial assets of the WMU Foundation and of the papers and documents relating to same. The treasurer shall place the same for safekeeping in such depositories as may be designated by the board of directors, and shall expend the funds of the WMU Foundation as directed by the board of directors taking proper vouchers for such expenditures. The treasurer shall keep, or cause to be kept a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses, and gains of the WMU Foundation, and shall, when and as required by the president of the WMU Foundation, render a statement of the financial condition of the WMU Foundation. The treasurer shall be bonded. The treasurer of the WMU Foundation shall be a member of the executive committee, the finance committee, the investment committee and the real estate committee of the WMU Foundation. The treasurer shall have and shall exercise, under supervision of the board of directors, all the other powers and duties commonly incident to this office, and shall have such other powers and shall discharge such other duties as may be assigned from time to time by the president or board of directors of the WMU Foundation.

8. Other Officers. The board of directors may appoint an assistant treasurer and/or an assistant secretary, who must be employees of Western Michigan University, who shall perform the duties of the treasurer or the secretary, as the case may be, in the absence of the treasurer or the secretary and who shall have such other powers and shall discharge such other duties as may be assigned from time to time by the president or board of directors of the WMU Foundation.

9. Resignations. Any officer may resign at any time by giving written notice to the board of directors or to the president of the Foundation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the resignation shall be immediately effective on receipt and acceptance of such resignation shall not be necessary to make it effective.

10. Removal. Any of the officers designated in Sections 1 or 8 of this Article V may be removed by the board of directors, with or without cause, whenever in its judgment the best interests of the Foundation will be served thereby, by the vote of a majority of the Directors, provided a quorum is present. The removal of an officer shall be without prejudice to such officer's contract rights, if any.

11. Vacancies. Vacancies in any office because of death, resignation, removal, disqualification, or for any other reason shall be filled in a manner consistent with the normal election, appointment or designation of officers. Elections to fill vacancies shall be held as soon as reasonably practicable following the occurrence of the vacancy.

12. Discharge of Duties; Reliance on Reports. An officer shall discharge their duties as an Officer, and shall be entitled to rely on reports, etc., in the same manner as specified for a director in Article IV, Section 13.

## Article VI - Committees

1. Standing Committees. The standing committees of the WMU Foundation shall be: executive committee, audit committee, finance committee, investment committee, real estate committee, capacity building committee, and committee on directors. The president of the WMU Foundation shall serve as chair of the executive committee. The chairs of the audit, finance, investment and real estate committees, and the committee on directors shall be officers of the WMU Foundation and shall be elected by the board of directors as set forth in Article

2. Special Committees. The president of the WMU Foundation, upon concurrence of the board of directors, may from time to time appoint special committees. The president of the WMU Foundation shall appoint the chair and all members of any special committees who shall serve at the pleasure of the president of the WMU Foundation and shall have such duties as assigned by the president of the WMU Foundation.

3. Qualification, Appointment, and Terms of Committees. Except as otherwise provided in these bylaws, the chairs of the standing committees shall select and appoint the members of their respective committees with the concurrence of the board of directors, except for the committee on directors, whose members shall be appointed by the president of the WMU Foundation with the concurrence of the board of directors and the concurrence of the president of Western Michigan University. The secretary of the WMU Foundation shall assist as appropriate in the selection and appointment of committee members and shall be responsible for maintaining accurate records of all committee appointments. The terms of the standing committees shall be one year, corresponding to the terms of the committee chairs, except for the chair of the committee on directors who shall hold office for two (2) years. The terms of any special committees shall be determined by the president of the WMU Foundation. There is no limit to the number of committees on which one person may serve concurrently or any limit to the number of terms or consecutive terms a person may serve on one or more committees. Each committee shall have no fewer than three (3) members; provided, however, that a committee shall be permitted to continue performance of its duties and to take all necessary actions, notwithstanding a vacancy which gives it fewer than three (3) members, subject to satisfaction of the quorum requirement in Section 11. Except with respect to the executive committee, which shall be made up exclusively of persons who are directors of the WMU Foundation, membership on a committee shall be open to directors and non-directors. No employee of Western Michigan University may serve on the audit committee.

4. Executive Committee. The board of directors shall appoint an executive committee consisting of the president of the WMU Foundation, the vice president(s) of the WMU Foundation, the chairs of the audit, finance, investment, and real estate committees and the committee on directors, and such other elected directors as shall be appointed by the board of directors. The executive committee shall consist of no less than ten members. The president of the WMU Foundation shall serve as the chair of the executive committee. The president of Western Michigan University shall be a member of the executive committee.

Except to the extent limited by the MNCA, the Articles of Incorporation, these bylaws or resolutions of the board of directors, the executive committee shall exercise the authority of the board of directors in the management of the WMU Foundation between meetings of the board, but the designation of this committee and delegation of authority thereto shall not operate to relieve the board of directors of any responsibility imposed upon it by these bylaws. The executive committee shall meet upon the call of the president of the WMU Foundation or upon the call of the executive director of the WMU Foundation or upon the call of the president of Western Michigan University.

5.     Audit Committee. Responsibilities of the committee shall include oversight of the integrity of the financial statements of the WMU Foundation and the qualifications, performance and independence of the WMU Foundation's independent auditor and such additional responsibilities as may be assigned by the president of the WMU Foundation or the board of directors.

6.     Finance Committee. Responsibilities of the committee shall include oversight of significant financial policies and practices of the WMU Foundation and such additional responsibilities as may be assigned by the president of the WMU Foundation or the board of directors.

7.     Investment Committee. Responsibilities of the committee shall include supervisory authority over the investment of the assets of the WMU Foundation, other than real estate directly purchased or directly owned by the WMU Foundation, and the proper accounting of all such assets and such additional responsibilities as may be assigned by the president of the WMU Foundation or the board of directors.

8.     Real Estate Committee. Responsibilities of the committee shall include supervisory authority over the real estate owned or controlled by the WMU Foundation and the establishment of appropriate practices and policies for real estate transactions and real estate related matters involving the WMU Foundation and such additional responsibilities as may be assigned by the president of the WMU Foundation or the board of directors.

9.     Committee on Directors. Responsibilities of the committee shall be to develop and recommend strategies, policies and practices that attract, orient, train, organize, motivate and assess performance of the board, committees and officers. Responsibilities of the committee shall also include making recommendations to the president of Western Michigan University for persons to serve on the WMU Foundation board of the directors, the nomination of candidates for the offices of president and vice president and for chairs of the standing committees of the WMU Foundation in accordance with these bylaws, subject to the advice and consent of the president of Western Michigan University; provided, however, the chair of the committee on directors shall be nominated by the president of the WMU Foundation, subject to the advice and consent of the president of Western Michigan University. The committee shall have such additional responsibilities as may be assigned by the president of the WMU Foundation or the board of directors.

10.    Capacity Building Committee. Responsibilities of the Committee shall include working in conjunction with the WMU Foundation Board of Directors, to build financial resources in support of Western Michigan University. Its energies will center on building



relationships with and securing major philanthropic investments from WMU's most critical donors. Work will focus around the cultivation, solicitation and stewardship of large gifts.

11. Committee meetings. Meetings of the standing and special committees of the WMU Foundation may be called by the president of the WMU Foundation or by the chair of the respective committee. All committees shall meet as frequently as necessary to fulfill the responsibilities set forth in these bylaws. The secretary of the WMU Foundation shall be responsible for issuing appropriate notification of all committee meetings, for selecting a suitable location and facility for the meeting, and for all other necessary and appropriate meeting arrangements. The secretary of the WMU Foundation shall be responsible for recording all votes of the committee and the minutes of all committee meetings and for maintaining all appropriate committee records.

12. Quorum. A quorum for a meeting of a committee shall consist of a majority of the voting members of such committee being present. Committee members may participate in a meeting by telephone or other means of remote communication as provided in Article IV, Section 16. If a quorum cannot be mustered, a meeting may proceed and any action taken shall be valid only if subsequently confirmed by approval, in writing, of no less than two-thirds of the voting members within one year of the meeting.

13. Proxies. No committee member shall be permitted to vote by proxy at any meeting for any purpose whatsoever.

## Article VII - Indemnification of Directors, Officers, Volunteers, Employees and

### Agents

1. Indemnification of Directors and Officers: Claims By Third Parties. The Foundation shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director, officer and nondirector volunteer (the "Indemnatee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Foundation, by reason of the fact that said person is or was a director, officer, nondirector volunteer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by said person in connection with the action, suit, or proceeding, if the Indemnatee acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the

Foundation, and with respect to a criminal action or proceeding, if the Indemnatee had no reasonable cause to believe their conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnatee did not act in good faith and in a manner which said person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to a criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

2. Indemnification of Directors and Officers: Claims Brought By or In the Right of the Corporation. The Foundation shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director, officer and nondirector volunteer (the "Indemnatee") who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that said person is or was a director, officer, employee, nondirector volunteer or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, for expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the Indemnatee acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation or its shareholders. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnatee is found liable to the Foundation except to the extent authorized in Section 5 below

3. Determination of Indemnification. Except as otherwise provided in Section 564a(5) of the MNCA, unless ordered by the court, the Foundation shall indemnify an Indemnatee under Sections 1 and 2 only if authorized in the specific case based on a determination that indemnification of the Indemnatee is proper in the circumstances because that person has met the applicable standard of conduct set forth in Sections 1 or 2 and based on an evaluation that the expenses and amounts paid in settlement are reasonable. The Foundation shall make a determination and evaluation under this Section in one of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If the board is unable to obtain a quorum under subdivision (a), then by majority vote of a committee that is duly designated by the board and that consists solely of two or more directors who are not at the time parties or threatened to be made parties to the action, suit or proceeding.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one of the following ways: (i) by the board or a committee of directors in a manner prescribed in subdivision (a) or (b); or (ii) If a quorum of the board cannot be obtained under subdivision (a) and a committee cannot be designated under subdivision (b), by the board.

In the designation of a committee under subsection (b) or in the selection of independent legal counsel under subsection (c)(ii), all directors may participate.

The board shall authorize payment of indemnification in any of the ways permitted by Section 564a(4)(a) of the MNCA.

4.     **Advancement of Expenses.** The Foundation shall pay or reimburse the reasonable expenses incurred by an indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if the indemnitee furnishes the Foundation a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that said indemnitee did not meet the standard of conduct.

The undertaking required by this Section must be an unlimited general obligation of the person but need not be secured. The Foundation shall evaluate the reasonableness of advances under this Section in the manner described in Section 3 above and make an authorization of payment in any of the ways permitted by Section 564a(4) of the MNCA.

5.     **Court Approval.** An indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the person meets the requirements of Section 564c of the MNCA, including that the indemnitee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the indemnitee met the applicable standard of conduct set forth in Section 1 or 2 or was adjudged liable as described in Section 2, however, if the Indemnitee is found liable, said indemnitee's indemnification is limited to reasonable expenses incurred by such person.

6.     **Partial Indemnification.** If an indemnitee is entitled to indemnification under Section 1 or 2 for a portion of expenses including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Foundation shall indemnify the indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the indemnitee is entitled to be indemnified.

7.     **Indemnification of Employees and Agents.** Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, may be indemnified to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Foundation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time-to-time by the board.

8. Other Rights of Indemnification. The indemnification or advancement of expenses provided under Sections 1 to 7 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 to 8 continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, personal representatives, and administrators of the person.

9. Application to a Resulting or Surviving Corporation or Constituent Corporation. The definition for "corporation" found in Section 569 of the MNCA, as the same exists or may hereafter be amended, is and shall be, specifically excluded from application to this Article. The indemnification and other obligations of the Foundation set forth in this Article shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Foundation. Notwithstanding anything to the contrary contained herein or in Section 569 of the MNCA, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director or officer of another corporation prior to such other corporation entering into a merger or consolidation with the Foundation.

10. Liability Insurance. The Foundation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer or agent of the Foundation or who is or was serving at the request of the Foundation as a trustee, director, officer, employee, or agent of another foreign or domestic corporation, foreign or domestic business corporation, limited liability company, partnership, joint venture, trust or other enterprise for profit or nonprofit, against any liability asserted against said person or the Foundation and incurred by said person or the Foundation in that capacity, or arising out of their status as such, whether or not the Foundation has the power to indemnify said person against such liability under the provisions of this Article or the MNCA.

11. Future Amendments. A right of indemnification or to advancement of expenses under these bylaws is not eliminated or impaired by an amendment to the provision after the occurrence of the act or omission that is the subject of the formal or informal administrative or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought unless the provision in effect at the time of the act or omission explicitly authorizes that elimination or impairment after the action or omission has occurred.

## Article VIII - Miscellaneous Items

1. Contracts. Unless a person or persons shall have been otherwise authorized by resolution of the board of directors or the executive committee with respect thereto, contracts and other instruments may be entered into and delivered in the name of or on behalf of the WMU Foundation by any two of the following officers: the executive director, the treasurer, the assistant treasurer, if any, and the president of the WMU Foundation.

2. Drafts, notes, etc. All drafts, notes or orders drawn against the bank accounts of the WMU Foundation shall be signed either by hand or by facsimile by the executive director or the treasurer or the assistant treasurer, if any, of the WMU Foundation. No drafts, notes, or orders drawn against said account shall be valid unless so signed.
3. Seal. The board of directors shall provide a suitable corporate seal which shall be held for its proper use by the secretary of the WMU Foundation.
4. Audit. The books and financial affairs of the WMU Foundation shall be subject to audit by an independent accountant to be elected annually by the board of directors.
5. Parliamentary procedure. Roberts Rules of Order Revised, shall be the authority in all matters of parliamentary procedure, except as otherwise expressly provided herein.
6. Fiscal year. The fiscal year of the WMU Foundation shall be from July 1 to June 30.
7. Liability of Directors, Officers, Nondirector Volunteers. The liability of directors, officers, and nondirector volunteers of the WMU Foundation shall be limited as provided in the Articles of Incorporation and to the maximum extent otherwise permitted by law.
8. Associated and related entities. The Board of Trustees of Western Michigan University shall have the right to establish, merge, or dissolve the WMU Foundation or any associated and related entities.

### Article IX- Statement of Nondiscrimination

The WMU Foundation prohibits discrimination or harassment which violates the law or which constitutes inappropriate or unprofessional limitation of WMU Foundation activities or transactions on the basis of race, color, religion, national origin, sex, sexual orientation, gender identity, age, protected disability, veteran status, height, weight, or marital status.

### Article X - Amendments

These bylaws may be amended, added to, altered or repealed in whole or in part by the vote of not less than a majority of the members of the entire board of directors then in office at any regular or special meeting of the board called for such purpose or by an action by unanimous written consent. Bylaw amendments must be ratified by the Western Michigan University Board of Trustees, before or after approval by the WMU Foundation board of directors, and shall have no effect until so ratified. The notice of the meeting at which the amendment is to be voted upon shall contain a copy of the proposed amendment or describe the substance of the proposed amendment.

The Articles of Incorporation may be altered or amended as follows: (a) by the affirmative vote of a majority of all directors present at a meeting provided a quorum exists and that notice of the meeting has been given to all directors at least twenty (20) days before the

meeting; (b) by the affirmative vote of a majority of all directors then in office who are present at a meeting provided a quorum exists and that notice of the meeting has been given to all directors at least ten (10) days before the meeting; or (c) by an action by unanimous written consent. The notice of the meeting at which the amendment is to be voted upon shall contain a copy of the proposed amendment or describe the substance of the proposed amendment. Amendments to the Articles of Incorporation must be ratified by the Western Michigan University Board of Trustees, before or after approval by the WMU Foundation board of directors, and shall have no effect until so ratified.

Includes all amendments through December 18, 2020.

WMU Foundation Board of Directors approval: December 18, 2020

WMU Board of Trustees ratification: \_\_\_\_\_

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**PROPOSAL: Amendments to the Faculty Senate Constitution**

Background

The attached Faculty Senate Constitution amendments were recommended to the Faculty Senate by its Faculty Senate 2019-20 Restructuring Committee. They were approved at the October 1, 2020 Senate meeting and then submitted to the entire faculty for a vote. By November 3, 2020, the amendments were approved by a majority of the WMU faculty who voted.

As required by Article IX, Amendments, of the Faculty Senate Constitution, approval by the University president is the next step. Approval was received from President Edward Montgomery on December 15, 2020. The amendments are now being forwarded to the Board of Trustees for final approval.

The amendments permit the Faculty Senate to be more responsive to the needs of WMU and its faculty.

Recommended Action

It is recommended the Board of Trustees approve the recommended amendments to Faculty Senate Constitution.

## Proposed Amendments to the Faculty Senate Constitution

The following are the Faculty Senate 2019-20 Restructuring Committee's proposed amendments to the Senate Constitution.

- Article IV: Membership of the senate, Sec. 2. 3.** – clarify what units are eligible to have a senator.

| Current  | Proposed   |
|--|--|
| Sec. 2. University units eligible to elect departmental representatives to the Senate shall include:<br><br>3. Any group of six or more faculty members who do not have affiliation and who are designated by the Executive Board as a unit for purposes of Senate representation. | Sec. 2. University units eligible to elect departmental representatives to the Senate shall include:<br><br>3. Any group of six or more faculty members who do not have affiliation <b><u>and who do not have a primary affiliation with a unit that has an elected Senator</u></b> and who are designated by the Executive Board as a unit for purposes of Senate representation. |

- Article IV: Membership of the senate, Sec. 5** – clarify administrative positions that are not eligible as departmental senators.

| Current   | Proposed   |
|---|--|
| Sec. 5. Faculty members may vote in departmental elections of Senate representatives or be elected from the department to which they devote the major part of their time. In any case where there is doubt regarding to which department a faculty member belongs, such doubt shall be resolved by the Executive Board. | Sec. 5. Faculty members, <b><u>with the exception of the University President, Provost, Vice Presidents, Vice Provosts, Associate Provosts, and Deans,</u></b> may vote in departmental elections of Senate representatives or be elected from the department to which they devote the major part of their time. In any case where there is doubt regarding to which department a faculty member belongs, such doubt shall be resolved by the Executive Board. |

- Article IV: Membership of the senate, Sec. 8** – clarify the need for declaration of a vacant senate seat.

| Current   | Proposed   |
|---|--|
| Sec. 8. If an elected representative is absent without substitution for more than two consecutive meetings of the Senate, or more than four meetings of the Senate without substitution during the Senate year, his or her seat may be declared vacant. | Sec. 8. If an elected representative is absent without substitution for more than two consecutive meetings of the Senate, or more than four meetings of the Senate without substitution during the Senate year, his or her seat <b><u>shall</u></b> <del>may</del> be declared vacant. |

- Article V: Officers and their election** – clarify who is eligible to serve as a council or committee chair, vice chair, and secretary.

[NOTE: acceptance of this amendment includes subsequent re-numbering of the sections that follow within Article V.]

| Current | Proposed  |
|---------|---|
|         | Sec. 2. <b>No officer of the Faculty Senate shall also service as chair, vice chair, or secretary of any Faculty Senate council, standing or ad hoc</b> |



## Proposed Amendments to the Faculty Senate Constitution

|  |   |
|--|---|
|  | committee except as specifically provided for in the bylaws or in the event of a vacancy where a meeting to elect a new chair is called for, and then he/she shall serve solely to open the meeting and direct the election of a new chair. |
|--|---|

### 5. Article V: Officers and their election, Sec. 3. – clarify the pool of eligible candidates.

| Current   | Proposed  |
|---|---|
| Sec. 3. Eligibility for election as president or vice president shall be restricted to elected members who have served for at least one year in the current Senate or in either of the two preceding Senates. | Sec. 3. Eligibility for election as president or vice president shall be restricted to elected members who have served for at least one year in <del>the current Senate or in either of the two</del> <b>any preceding</b> Senates. |

### 6. Article V: Officers and their election, Sec. 4. – clarify the pool of eligible candidates.

| Current  | Proposed   |
|--|--|
| Sec. 4. Eligibility for election to any Senate office other than president or vice president shall be restricted to past presidents of the Senate, past council chairs who served at least one year in that role, and elected members of the current Senate or past Senates who have served for at least one year. Those holding academic rank while also serving as unit chairs or assistant/associate deans may stand for election to any Senate office other than president or vice president as long as they also meet all other qualifications. No others holding Board of Trustee administrative positions shall be eligible for election. | Sec. 4. Eligibility for election to any Senate office other than president or vice president shall be restricted to past presidents of the Senate, past council chairs who served at least one year in that role, and elected members of the current Senate or <b>of</b> past Senates who have served for at least one year. Those holding academic rank while also serving as unit chairs/ <b>directors</b> or assistant/associate deans may stand for election to any Senate office other than president or vice president as long as they also meet all other qualifications. No others holding Board of Trustee administrative positions shall be eligible for election. |

### 7. Article V: Officers and their election, Sec. 5. – clarify the pool of eligible candidates.

| Current  | Proposed   |
|--|--|
| Sec. 5. The term of office for any Senate officer, except the immediate past president, shall be two years or until his or her successor shall have been chosen and qualified. The term of office for the immediate past president shall be one year. The president and vice president are not eligible for a second sequential term to the same office. Except for the immediate past president, no individual may serve as an officer of the Senate for more than six consecutive years. | Sec. 5. The term of office for any Senate officer, except the immediate past president, shall be two years or until his or her successor shall have been chosen and qualified. The term of office for the immediate past president shall be one year. The president and vice president are not eligible for a second sequential term to the same office. Except for the immediate past president, <b>other Senate officers may be eligible for sequential terms to the same office, but</b> no individual may serve as an officer of the Senate for more than six consecutive years. <b>After serving six consecutive years, a Senate officer may not be elected to the same office again for an interval of at least one calendar year.</b> |



WESTERN MICHIGAN UNIVERSITY

Faculty Senate

## Proposed Amendments to the Faculty Senate Constitution

### 8. Article VIII: Councils, Sec. 4 – clarify the timeline.

| Current   | Proposed  |
|---|---|
| Sec. 4. Within a reasonable time before its next meeting, each council shall submit a copy of its minutes to each member of the Senate. Upon receipt of the minutes as well as a Memorandum of Action (MOA) conveying the recommendation of the council, the Executive Board shall act in accordance with Article VII, Part 1, Sec. 2, of this constitution. If the Executive Board does not notify the chairperson of the appropriate council in a timely manner as prescribed in Article VII, Part 1, Sec. 2, of this constitution of its intention to place a council decision on the agenda of the Senate, then that council may submit its decision to the president of the University. If a council decision is placed on the agenda of the Senate, then the action of the Senate on such decision shall prevail, subject to the approval of the president of the University. | Sec. 4. <del>Within a reasonable time</del> <b>At least 10 business days</b> before its next meeting, each council shall submit a copy of its minutes to each member of the Senate. Upon receipt of the minutes as well as a Memorandum of Action (MOA) conveying the recommendation of the council, the Executive Board shall act in accordance with Article VII, Part 1, Sec. 2, of this constitution. If the Executive Board does not notify the chairperson of the appropriate council in a timely manner as prescribed in Article VII, Part 1, Sec. 2, of this constitution of its intention to place a council decision on the agenda of the Senate, then that council may submit its decision to the president of the University. If a council decision is placed on the agenda of the Senate, then the action of the Senate on such decision shall prevail, subject to the approval of the president of the University. |

### 9. Article VIII: Councils, Sec. 8 – clarify the timeline.

| Current   | Proposed   |
|---|--|
| Sec. 8. Councils shall meet regularly scheduling meetings ten times annually. | Sec. 8. Councils shall <del>hold meet</del> regularly <b><u>scheduled scheduling</u></b> meetings <b><u>at least in September, October, November, December, January, February, March, April, and May ten times annually.</u></b> |

**PROPOSAL: Personnel Report**

**ACADEMIC**

**Administrative Appointments**

Staci Perryman-Clark; Director; Institute for Intercultural and Anthropological Studies; effective January 1, 2021 through June 30, 2024.

Jeffrey Terpstra; Chair; Department of Statistics; effective January 1, 2021 through June 30, 2023.

**Appointments – Term**

Suzan Aiken; Instructor; Department of Business Information Systems; effective January 1, 2021 through December 31, 2021.

Charles Bruce; Faculty Specialist I – Lecturer; Department of Family and Consumer Sciences; effective January 1, 2021 through December 31, 2021.

June Gothberg; Assistant Professor; Department of Educational Leadership, Research and Technology; effective January 1, 2021 through December 31, 2021.

Mary Beth Kennedy Janssen; Assistant Professor; Department of Family and Consumer Sciences; effective January 1, 2021 through December 31, 2021.

Elizabeth Martin; Associate Professor; University Libraries; effective January 1, 2021 through December 31, 2021.

Julie Raedy; Faculty Specialist I – Lecturer; Department of Human Performance and Health Education; effective January 1, 2021 through December 31, 2021.

**Appointments – Adjunct**

Antonio Gianelli; Adjunct Associate Professor; Department of Physician Assistant; effective January 1, 2021 through December 31, 2023.

**Sabbatical Leave**

Lisa Minnick; Associate Professor; Department of English; effective Spring 2022 (change in date only).

**Faculty Retirements**

Kenneth Prewitt; Professor of Music; School of Music; effective May 1, 2021.

**Faculty Resignations**

LaShonda Fuller; Faculty Specialist II – Professional Specialist; Department of Counselor Education and Counseling Psychology; effective December 31, 2020.

**NON-ACADEMIC****Retirements**

Patricia Anderson; Custodian; Facilities Management – Building Custodial and Support; effective December 5, 2020.

Kevin Birdsall; Classroom Technician; Office of Information Technology; effective December 15, 2020.

Timothy Bowers; Equipment Operator I; Facilities Management – Landscape Services; effective December 1, 2020.

Mary Lou Brooks; Administrative Assistant Senior; Department of Geography, Environment, and Tourism; effective January 21, 2021.

Teresa Cronkhite; Assistant Baker Alternate Head Baker NP; Bernhard Center Dining Services; effective January 1, 2021.

Laurie Foster; Curriculum Catalogs Specialist; Registrar's Office; effective January 1, 2021.

Siobhan Frederick; Administrative Assistant II; School of Communication; effective January 1, 2021.

Theresa McGee; Administrative Assistant I; Department of Biological Sciences; effective December 22, 2020.

Diana Sawyer; Maintenance Skilled Trades Helper; Facilities Management – Maintenance Services; effective January 2, 2021.

Cheryl Siwik; Coordinator Payroll; Department of Payroll and Disbursements; effective January 1, 2021.

Anthony Velez; Plumber Licensed; Facilities Management – Maintenance Services; effective January 2, 2021.

Joseph Wilson; Assistant Director, Conferencing and Facilities; WMUx – Grand Rapids; effective December 30, 2020.