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11-30-2023

WMU Board of Trustees Formal Session November 30, 2023

WMU Board of Trustess

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Western Michigan University
BOARD OF TRUSTEES



Thursday, November 30, 2023

Closed Informal Session – 9:00 AM

Formal Session – 11:00 AM

Hybrid Meeting Platform (In-Person and Virtual)

Heritage Hall Ballroom and Livestreamed at <https://wmich.edu/trustees>

*Individuals wishing to address the Board of Trustees during Public Comment section must notify Dr. Kahler Schuemann at kahler.schuemann@wmich.edu by 5PM Wednesday, November 29th.

1. Acceptance of the Agenda – *Edgerton*
2. Approval of the Minutes (*September 28, 2023*) – *Edgerton*
3. Remarks by the Chair – *Edgerton*
4. Remarks by the President – *Montgomery*
5. Updates by the Faculty Senate President – *Summy*
6. Updates by the Western Student Association President – *Byrd*
7. Building a Bridge to Future Success – *Montgomery and Attanayake*
8. Public Comments Regarding Action Items – *Schuemann*

Action Items – *Edgerton*

9. Law Enforcement Support Office (LESO) Program – *Van Der Kley*
10. Adoption of Amendment to the Paper Tech Foundation Bylaws – *Hahn*
11. Honorary Degree Recommendation for President Emeritus John M. Dunn – *Montgomery*
12. Posthumous Honorary Degree Recommendation for Trustee Shani J. Penn – *Montgomery*
13. Consent Items – *Edgerton*
 - A. Second Amendment to Tower Lease Agreement
 - B. Curriculum Proposals
 - C. Personnel Report
 - D. Annuity and Life Income Funds Performance Report
 - E. Operating Cash Investment Performance Report
14. General Public Comments – *Schuemann*

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

Proposed Meeting Minutes

September 28, 2023

The Western Michigan University Board of Trustees (BOT) Formal Session was called to order by Chair Shelly Edgerton at 11:04AM on Thursday, *September 28, 2023*. The meeting was conducted in a mixed modality with participants both attending in person in the Student Center, Room 2209 or engaging through Zoom, a virtual platform. The engagement was streamed live through the BOT website. Prior marketing encouraged the public to engage and those interested in providing comment were asked to notify Board Secretary Kahler Schuemann by 5PM, *Wednesday, September 27th*.

Presiding in person were Chair Shelly Edgerton along with Trustees Kelly Burris, Lynn Chen-Zhang, Jon Hoadley, Kurtis Trevan, Alan Turfe, and Lisa Williams.

A motion to accept the *September 28, 2023 BOT agenda* was made by Trustee Jon Hoadley with a second by Trustee Alan Turfe. The motion passed unanimously.

A motion to accept the minutes as exhibited from the *June 29, 2023 Meeting* was made by Trustee Alan Turfe, with a second by Trustee Lis Williams. The motion passed unanimously.

Remarks were provided by Chair Shelly Edgerton – *Attachment A*, followed by remarks from President Ed Montgomery – *Attachment B*.

Faculty Senate President Sarah Summy and Western Student Association President Kayla Byrd provided comments regarding their respective areas and their ongoing activities and initiatives relating to shared governance, promoting student involvement, and academic enrichment.

Next, President Edward Montgomery recognized the Western Michigan University employee graduates from the last commencement. They included: Gerald Brooks, Elise DeCamp, Dr. James Rhodes, Jasper Ballinger, Malia Roberts, Thomas Rossiter, Michael Galea, Dr. Farhang Motallebi Araghi, Nathan Lisak, Denisha Griffey, Ronald Dillard, and Stephanie Stanton.

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

As Action Items, Board Secretary Kahler Schuemann presented a resolution to celebrate former Trustee Shani J. Penn's Leadership Legacy. **A motion to accept the Trustee Shani J. Penn Leadership Legacy Resolution** was made by Trustee Kelly Burris, with a second by Trustee Alan Turfe, and passed unanimously.

With the next agenda item, Secretary Kahler Schuemann sought approval for Trustee Alan Turfe to move into the vacant Board of Trustees Vice Chair role. **A motion to approve Alan Turfe as Vice Chair** was made by Trustee Jon Hoadley with a second by Trustee Lynn Chen-Zhang. The motion passed unanimously.

Vice Chair Alan Turfe next overviewed the Western Michigan University External Audit. **A motion to accept the Western Michigan University External Audit** was made by Trustee Kurtis Trevan with a second by Trustee Jon Hoadley. The motion passed unanimously.

For the next agenda item, VP for Business and Finance Jan Van Der Kley sought approval for the State Capital Outlay Building Project Priority List. **A motion to accept the State Capital Outlay Building Project Priority List** was made by Trustee Kelly Burris with a second by Trustee Lynn Chen-Zhang. The motion passed unanimously.

Provost Julian Vasquez Heilig then presented the proposed WMU Starting Gate Lease Agreement. **A motion to accept the WMU Starting Gate Lease Agreement** was made by Vice Chair Alan Turfe, with a second by Trustee Kurtis Trevan, and passed unanimously.

With the next agenda item, VP for Student Affairs Diane Anderson sought support for a proclamation recognizing Gamma Beta Chapter of Kappa Alpha Psi Fraternity, Inc. A motion to accept the **Gamma Beta Chapter of Kappa Alpha Psi Fraternity, Inc. Proclamation** was made by Trustee Kelly Burris with a second by Trustee Lynn Chen-Zhang. The motion passed unanimously.

VP Jan Van Der Kley then presented the proposed Conveyance of Facilities Located at Lake Michigan College. **A motion to accept the proposed Conveyance of Facilities Located at Lake Michigan College** was made by Trustee Jon Hoadley, with a second by Vice Chair Alan Turfe, and passed unanimously.

Vice Chair Alan Turfe next sought support for Presidential Assessment and Compensation. **A motion to accept the proposed Presidential Assessment and Compensation** was made by Vice Chair Alan Turfe with a second by Trustee Kurtis Trevan. The motion passed unanimously.

A motion to approve the Consent Items was made by Trustee Jon Hoadley, with a second from Trustee Lisa Williams. The BOT unanimously approved the following Consent Items as exhibited: A. Personnel Report; B. WMU Board of Trustees Meeting Dates 2024; C. Annuity and Life Income Funds Performance Report; and D. Operating Cash Investment Performance Report.

Tim Bober, Interim President of WMU Professional Instructors Association provided commentary during **General Public Comments** along with Katherine Harte-DeCoux, and Justin Mendoza.

The BOT meeting ended at 12:15PM following **a motion to adjourn** by Vice Chair Alan Turfe, with a second from Trustee Lisa Williams, and unanimous approval.

Respectfully submitted,



Kahler B. Schuemann, Ph.D.
Chief of Staff and Secretary to the Board of Trustees
Western Michigan University

ATTACHMENT A

WMU Board of Trustees Chair Edgerton's Remarks September 28, 2023

Before we dive into today's agenda, I'd like us all to take a moment to reflect on memory and the legacy of Trustee Shani Penn. Her unexpected passing in August was a big loss to our institution and our community.

I want to acknowledge the beautiful memorial that was held on Tuesday for Trustee Penn. It featured remarks from Trustee Williams, our shared governance partners, Shani's sorority sisters from Delta Sigma Theta, and Shani's mother, Sylvia Penn. We presented Shani's family with a Leadership Legacy Resolution during the ceremony, and we will be voting to accept the resolution later today.

As we know, Shani had deep roots here as a Bronco and with the Southeast Michigan region. She was a brilliant political advisor, a successful businesswoman and a passionate supporter of our University.

Shani was appointed to this board in 2016 and her service as vice-chairwoman has made all of us better trustees of this great institution. It is up to each of us to carry on her work through our efforts and our leadership. Her legacy will forever be a part of Western Michigan University.

Let us now have a moment of silence in remembrance of Trustee Penn.

Thank you.

We have a full agenda today. First, I'd like to thank Carol Cartwright, a highly respected voice in higher education and the former president of Bowling Green State University and Kent State University, for guiding our board through a retreat this week where we worked on enhancing our skills as they relate to our fiduciary responsibilities and areas of oversight. The retreat was very productive, and we continue to make progress as we optimize resources.

I'd also like to thank our partners at Plante Moran for their assistance in guiding us through a University-wide audit. Audits help us improve efficiency, identify potential risk exposures, and support sound decision-making. We'll be hearing a report today on that process from Trustee Turfe. Trustee Turfe will also lead us through a recommendation by the Presidential Compensation and Assessment Committee.

As I mentioned at the top of the meeting, we presented the family of Shani Penn with a Leadership Legacy Resolution in her memory, and we will formally vote on that resolution in the action items. With that also comes the election of a new vice chair for the Board. Dr. Schuemann will lead us through that exercise.

We have several presentations to hear today. First up will be President Montgomery, who will share some updates from around campus. He will also be acknowledging a number of employees who received their degrees this summer while employed at Western — congratulations to those employees. We'll also be hearing from our shared governance leaders.

Jan Van Der Kley, our vice president for business and finance, has two items to cover today and will be providing a presentation on our Five-Year Capital Outlay Priority List. Our No. 1 priority at this time are renovations and additions to Knauss Hall, which was built in 1971 and requires some significant upgrades.

She will also be introducing and leading us through an action item regarding the conveyance of facilities located at Lake Michigan College. This property previously served as a regional center and has most recently been operating with limited use by Western.

We will also hear from Provost Vasquez Heilig on the continuation of a lease agreement for the Haworth College of Business' Starting Gate initiative. Starting Gate provides resources to student entrepreneurs and connects them to experts in the community who can move their businesses forward.

Vice President for Student Services, Diane Anderson, will present an action item to formally recognize the Gamma Beta Chapter of Kappa Alpha Psi Fraternity, Inc. as the first historically African American fraternity on Western's campus. The fraternity will be celebrating its 75th diamond jubilee anniversary weekend in October.

ATTACHMENT B

WMU Board of Trustees President Montgomery's Remarks September 28, 2023

Thank you, Chair Edgerton.

I'd like to echo the Chair's words about Trustee Penn. She was a tireless advocate for our students and a warm and wonderful person. Her passing leaves a truly profound void. Even as we mourn her loss, we must strive to advance her legacy and continue the work of empowering students to learn so they find meaningful careers and enjoy fulfilling lives.

Turning now to the start of the academic year, I'm happy to say that our campus is off to a strong start. We recently celebrated the grand opening of our new Student Center, a place that will foster growth, collaboration and togetherness. The Student Center is a truly world-class facility that is welcoming, inclusive and supportive of all who enter. The building will be formally dedicated in a ceremony immediately following today's meeting, and I look forward to seeing you there.

We also celebrated the 41st anniversary of my favorite Western tradition—the Bronco Bash. What I love about the Bash is how it provides students the opportunity to easily find new interests and build connectivity to others who share their passion. More than 17,000 individuals showed up to kick off the school year.

I'm pleased to share with you some key updates regarding our fall 2023 enrollment and retention rates. As you know, in 2022 we enrolled the largest freshman class in several years; and I'm proud to say that our first-to-second year retention reached 79.8%, a rate that has been exceeded only once in the past 23 years.

We also continue to be a leader in providing opportunities for historically underrepresented populations—retention rates among Black and African American students climbed 3.1 percentage points this year on top of a 5.2 percentage point gain last year, while retention rates for Hispanic students grew 3.9 percentage points.

Meanwhile, graduate student enrollment grew by 7.2%, which is an all-time record for our University.

At a time when higher education institutions in Michigan are facing significant demographic challenges, we should take pride in these victories. They show that students understand a Western education sets them up for a successful career and a well-balanced life, guided by a sense of resilience and purpose.

I have a few more examples of positive news I would like to share. First, congratulations to Julian Jones, Western's senior associate athletic director for Broncos emPOWERed and Championship Culture.

In his first year on staff, he received the 1-MAC Administrator of the Year award from the Mid-American Conference. The award is a testament to the great work of our student-athletes led Diversity Task Force, with leadership from Julian, Dr. Candy McCorkle, Dr. Luchara Wallace and Keanah Smith. Congrats to Julian and the team!

I'd also like to take a moment to recognize the work of Department of English Professor Jonathan Bush and his English education students. This past spring, Dr. Bush and his students offered a series of workshops for Kalamazoo Public Schools students who were writing application essays for the Kalamazoo Community Foundation scholarship portal. In addition to helping students with their scholarship essays, Western students also provided valuable insights into college life.

We recently learned that the Community Foundation awarded over \$26,000 in scholarships to the students who participated in Professor Bush's workshops. This was a fantastic opportunity for the two groups to connect and share advice.

Congratulations to WMU's ROTC program, recently named top in the lower peninsula, third in the Midwest and 17th in the country for the cadets' performance during the annual ROTC Cadet Summer Training camp in Fort Knox, Kentucky, one of the largest training events for the U.S. Army. 13 of our students received outstanding or excellent marks.

Congratulations to all of our 2023 Fall Awards Celebration recipients. Tomorrow we will hand out awards for Emerging Scholar, Distinguished Teacher, Distinguished Service and Distinguished Faculty Scholar. We also will be honoring our Excellence in Diversity recipients and our Annual Make a Difference awardees beginning at 11 a.m. in the Fetzer Center's Kirsch Auditorium.

This is an annual celebration, formally known as Fall Convocation. We look forward to showcasing our outstanding faculty and staff and their incredible work. This year I'm pleased that one of the Excellence in Diversity recipients is student—Leah Latumaerissa is the current DEI chair of the Western Student Association. Prior to becoming an active member of WSA, Leah was a leader in the Nunusaku Student Association, students who are from Moluccas Islands in Indonesia. She's doing great work in those organizations, and we appreciate her leadership.

Finally, I'd like to acknowledge the city of Kalamazoo for its ongoing work to enhance lighting on West Michigan Avenue and Fraternity Village Drive. These efforts will help increase pedestrian safety for our students and our community.

PROPOSAL: Law Enforcement Support Office (LESO) Program

Background

The Law Enforcement Support Office (LESO) Program stems from the National Defense Authorization Act for Fiscal Years 1990 and 1991. Congress authorized the transfer of excess Department of Defense property to federal, state, and local law enforcement agencies. Through subsequent revisions, the National Defense Authorization Act for Fiscal Year 1997 established the LESO Program, or what is commonly referred to as the 10-33 program.

Under this program, excess Department of Defense property or equipment that might otherwise be destroyed, may be conditionally transferred to participating law enforcement agencies across the United States and its Territories. No equipment is purchased for distribution. All items were Department of Defense excess equipment or had been held as part of reserve stocks until no longer needed. Since inception, the program has transferred over \$7.6 billion worth of equipment. In Fiscal Year 2022, \$160 million of equipment was conditionally transferred to participating law enforcement agencies.

Items requested via the program include clothing, office supplies, tools, rescue equipment, vehicles, and small arm weapons. Less than 2 percent of equipment transferred are small arm weapons and less than 1 percent are tactical vehicles. Currently, more than 8,800 law enforcement agencies have enrolled in the program.

WMU Public Safety has been a member of the 10-33 Program since 2011 but through President Biden's Executive Order 14074, campus law enforcement agencies now must get approval from their governing board to continue with the program. In the 12 years of participating in this program, the department has procured items such as face shields for our riot helmets, protective eyeglasses, a commercial grade coffee maker, ammunition pouches, a generator, tools to repair and clean firearms, and a M14.308 rifle that was procured 12 years ago and never been deployed.

As part of threat preparedness and response, the department would continue to use the 10-33 Program to procure equipment to assist with the focused set of circumstances that it calls for. WMU is fortunate to have a department of outstanding personnel who are committed to our distinct accreditation standing and our community policing philosophy of engagement, education, and enforcement. The University will also continue to use the 10-33 Program to procure equipment that enhances those important policing initiatives.

Recommended Action

It is recommended the Board approve the request to continue facilitation of the 10-33 Program which allows WMU to procure equipment that enhances both our community policing initiatives and our response to active threats.

Institute of Higher Education (IHE) Board of Governors

This template has been created to obtain the IHE Board of Governors (or equivalent) explicit approval for a Campus LEA to participate and acquire controlled property via the LESO Program.

Presidential Executive Order (EO) 14074 “Advancing Effective, Accountable Policing and Criminal Justice Practices to Enhance Public Trust and Public Safety” was signed on May 25, 2022. The EO requires that a Campus Law Enforcement Agency (LEA) operating in Institutions of Higher Education (IHE) obtain approval from their Board of Governors (or equivalent) to acquire controlled property via the LESO Program, which must be evidenced in the application to the LESO Program.

Campus LEAs operating within an IHE must adhere to all guidance found within the LESO Program State Plan of Operation (SPO) Addendum dated August 2022. Within the SPO Addendum, LEAs operating in IHEs otherwise referred to as “Campus Police” or “Campus LEAs” must also adhere to the requirements identified below:

- 1) Obtain explicit approval to participate and acquire controlled property via the LESO Program from their IHE Board of Governors or equivalent body.
- 2) Certify that policies and training include specific provisions on using controlled property in a way that does not chill speech, is not disruptive to the educational environment, and does not foster a hostile climate among students.
- 3) Campus LEAs who receive controlled vehicles are required to remove the militaristic appearance (i.e., painting the vehicle a different color).

Campus LEA Name: **Western Michigan University Public Safety**

Address: **511 Monroe Street**

City: **Kalamazoo**

State: **Michigan**

Zip code: **49006**

Campus LEA Chief Law Enforcement Official- **Scott Merlo**

Official Title: **Chief of Police**

First Name: **Scott**

Last Name: **Merlo**

As Board of Governors Chairman/Chairwoman, I confirm all board members approve the Campus LEA listed above for participation and acquisition of controlled property via the LESO Program.

Official Title:

First Name:

Last Name:

Signature:

Date:

PROPOSAL: Adoption of Amendment to the Paper Tech Foundation Bylaws

Background

Pursuant to Article III, Section 2.D of its bylaws, the power to adopt the bylaws of entities related to Western Michigan University is reserved to the Board of Trustees. The Western Michigan University Paper Technology Foundation was established in 1958 by the pulp and paper industry to recruit capable young men and women who wish to pursue careers in the industry; to form a partnership with Western Michigan University that provides the necessary resources to educate and train those young people; and to establish a scholarship program to assist students financially during their college years.

On April 18, 2023 and October 18, 2023, the PTF Board of Trustees approved revisions to its bylaws. The bylaws were last revised in November 3, 2022.

The noteworthy modifications to the bylaws include the following:

- **Article 7, Section 10A and B:** Managing Director will be a 1099 appointment with requisites and responsibilities approved by Governance Committee.
- **Article 8, Section 2:** New Standing Committee Structure: Standing Committees will have Chairs and Vice-Chairs with 3-year terms, which are renewable. Committees will consist of smaller “working groups” consisting of Trustees that have a strong interest in the charter for a given committee.
- **Article 8, Section 3:** Executive Committee members and charter.
- **Article 8, Section 4:** Governance Committee members and charter.
- **Article 8, Section 7:** New Alumni Engagement standing committee.
- **Article 11, Section 1:** The PTF Managing Director does not have signature authority but will review and approve documents requiring signature with the PTF Executive Committee. Signing is completed by the Treasurer who is WMU authorized.
- **Article 13, Section 1:** Endowment funding will be consistent with WMU Advancement policies.
- **Article 14:** Awards will be nominated by the Governance Committee and approved by the President.
- **Article 15:** Non-substantive stylistic changes can be made without PTF Board approval.

Recommended Action

The Paper Tech Foundation Board of Trustees recommends the WMU Board of Trustees approve revisions to the Paper Technology Foundation bylaws as provided in the attached document.



WESTERN MICHIGAN UNIVERSITY

Paper Technology
Foundation

BYLAWS

2023

ARTICLE I NAME

The name of the Corporation is the Paper Technology Foundation, Inc., hereinafter referred to as the "Foundation."

ARTICLE II PURPOSE

The Foundation shall be operated exclusively for the benefit of Western Michigan University and the Department of Chemical and Paper Engineering. The general objective of this Foundation shall be to provide support for the objects and purposes of the constitutional corporation known as the Western Michigan University Board of Trustees, which is the board of control of Western Michigan University. The purpose of the Foundation is to encourage the students of paper engineering at Western Michigan University by carrying out the following objectives:

- A.** To interest students in preparing for careers in the forest products industry.
- B.** To aid and promote by financial assistance and guidance all types of education and research in paper engineering and related areas at Western Michigan University.
- C.** To provide financial assistance in the form of scholarships, loans, and grants to students studying for careers in the forest products industry.
- D.** To assist in developing programs and curricula of advanced study that will attract students from schools and industry; and further, to aid graduates in becoming leaders in the operations, technical, and managerial areas of the forest products industry.
- E.** To encourage industry support of graduate students and research in specific areas of science as designated by the supporting companies.
- F.** To encourage industry use of the Pilot Plant facilities to strengthen industry-university relationships to provide greater industry-student exposure.
- G.** To help to augment the staff in paper engineering instruction with highly qualified personnel.
- H.** In general, to do all acts deemed necessary or expedient for the development, expansion, and extension of education and research relating to paper engineering.

ARTICLE III FOUNDATION HEADQUARTERS

The principal office of the Foundation shall be located at Western Michigan University, Kalamazoo, Michigan. The Foundation shall have and continuously maintain a registered office within this State.

ARTICLE IV MEMBERSHIP

Section 1. Membership

The membership of the Foundation shall consist of such persons, corporations, partnerships, or other organizations as shall meet the eligibility requirements hereafter set forth in Section 2 and as shall be accepted for membership by the Governance Committee.

Membership contributions are determined under Article IV, Section 2.

Section 2. Eligibility and Classification

The Foundation shall have the following classes of members:

A. Corporate Foundation Memberships

1. Corporate Benefactor (Voting), \$12,000

Any company or organization that establishes a Named Endowment Fund and which contributes the prescribed annual dues.

2. Corporate Member (Voting), \$12,000

Any company or organization that contributes the prescribed annual dues but has not established a Named Endowment Fund.

3. Corporate Member (Voting), \$9,000

Any small to mid-sized company or organization that contributes the prescribed annual dues.

4. Corporate Donor (Non-Voting), \$1,500-8,999

Any company or organization that contributes annual dues but not an amount needed to qualify as a Corporate Member.

5. Corporate Contributor (Non-Voting), less than \$1,500

Any company or organization that contributes annual dues but not an amount needed to qualify as a Corporate Donor.

6. Dues shall increase by 2% or a similar level on July 1 of each year with Board of Trustees approval.

B. Individual Foundation Memberships

1. Individual Benefactor (Voting)

Any individual who establishes a Named Endowment Fund and who contributes the prescribed annual dues of \$1,000 or more.

2. Individual Patron (Voting), \$1,000

Any individual who contributes the prescribed annual dues of \$1,000 or more but has not established a Named Endowment Fund.

3. Individual Life Member (Voting)

Any individual who has received the Hall of Fame Award.

4. Individual Member (Non-Voting), \$50

Any individual who contributes the prescribed annual dues of \$50 or more.

5. Alumni Member (Non-Voting), \$50

Any individual who has graduated from the paper programs of the Department of Chemical and Paper Engineering and who contributes the prescribed annual dues of \$50 or more.

Section 3. Conditions of Membership

No member shall have any property rights in this Foundation or its funds. Death or resignation ipso facto terminates membership.

Section 4. Transfer of Membership

Membership in this Foundation is not transferable or assignable except in the event member's companies are acquired by other corporations, which may or may not be members of the Foundation. In such cases, membership is transferable and/or assignable.

Section 5. Voting

Voting membership described in Sections 2-A and 2-B of this Article shall be entitled to a vote at a meeting of the Foundation. When the member is a company, an association or a foundation, it shall designate an individual to represent its membership in the Foundation and shall give written notice thereof to this Foundation which shall remain in effect until the revocation of such appointment is filed with this Foundation.

Section 6. Election of Members

The members of this Foundation shall be companies, associations, foundations, and individuals who are from time to time approved for membership by the Governance Committee, based on the membership classifications described in Section 2.

ARTICLE V MEETINGS

Section 1. Place of Meetings

All meetings of the members and the Trustees of the Foundation shall be held at the principal office of the Foundation in Kalamazoo, Michigan unless otherwise directed from time to time by the Board of Trustees or the Executive Committee.

Section 2. Annual Meeting

The annual meeting of the Board of Trustees shall be a surrogate for the annual meeting of the Foundation to elect Trustees and Officers and for the transaction of such other business as may come before the meeting. The date and time of the annual meeting will be fixed by the Executive Committee.

Section 3. Special Meetings

Special meetings of the Foundation may be called by the President or by three (3) Trustees of the Foundation or upon written application of five (5) members to the Managing Director stating the time, place, and purpose of the meeting. The business transacted at all special meetings shall be confined to the objectives stated in the call.

Section 4. Notice of Meetings

A written notice, stating the place, day, and hour of all meetings, and in the case of special meetings the purpose for which such meetings are called, shall be given by the Managing Director at least four (4) weeks before the date of said meeting. Notice of meetings may be given by email unless Trustees request to receive notices via mail or personal delivery.

Section 5. Manner of Acting

Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board. Voting by proxy is not permitted.

Section 6. Meetings by Electronic Means of Communication

The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Trustees may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Trustee and each participating Trustee is able immediately to send messages to all other participating Trustees. Before the commencement of any business at a meeting at which any Trustee does not participate in person, all participating Trustees shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for these Bylaws.

Section 7. Quorum

At any meeting of the Foundation, ten (10) members shall constitute a quorum, except for meetings of the Executive Committee, where a majority of committee members shall constitute a quorum.

ARTICLE VI BOARD OF TRUSTEES

Section 1. Numbers and Terms

The Board of Trustees shall consist of no more than forty-six (46) members of the Foundation and shall be elected by the members at the annual meeting of the Foundation. At least sixteen (16) Trustees shall be representatives of members of the Foundation. Such representatives shall be the persons designated by the members, as provided in Article IV, Section 2, of the Bylaws; however, any member may designate some other person to represent it on the Board of Trustees, such designation to be made in advance of the meeting and in writing with the Managing Director of the Foundation or a PTF staff member.

A minimum of 1/3 (or 6 Trustees) shall be elected each year for three- (3) year terms. In addition to the aforementioned, the following representatives of Western Michigan University will be recognized as ex-officio members of the Board of Trustees with the right to vote: the President of the University (or his/her designate), the Dean of the College of Engineering and Applied Sciences, and the University's Vice President for Business and Finance.

The Manager of the Pilot Plants, the Chair of the Department of Chemical and Paper Engineering, the Managing Director of the Foundation, and a representative of the Paper Science and Paper Engineering Alumni Association selected by the Association shall be ex-officio members of the Board of Trustees without the right to vote.

The immediate past President of the Foundation shall serve as an ex-officio member of the Board of Trustees with the right to vote.

Section 2. Power and Authority

The Board of Trustees shall have full power and authority to manage the business of the Foundation; however, it is understood that the Foundation is subject to the approval of and review by the Western Michigan University Board of Trustees, the governing board of control of Western Michigan University. The Board of Trustees of the Paper Technology Foundation, Inc. shall have the power to establish the dues payable for membership in the Foundation. The President, on behalf of the Board of Trustees, shall

submit a report of its activities to the members at the annual meeting of the Foundation. In the management and control of the property, business, and affairs of the Foundation, the Board of Trustees is vested with all of the powers possessed by the Foundation itself so far as the delegation of authority is consistent with the laws of the State of Michigan or with the Articles of Incorporation of the Foundation or with the Bylaws.

Section 3. Vacancies, Resignations and Removals

The President and/or the Governance Committee on an interim basis may fill a vacancy on the Board of Trustees until the next annual meeting. Any Trustee may resign at any time by giving notice to the Board of Trustees, the President, or the Managing Director of the Foundation. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

The members at any meeting called for the purpose by vote of a majority of their number may remove from office any Trustee or Officer elected by or appointed by the Board of Trustees and elect or appoint his/her successor. The Board of Trustees by vote of not less than a majority of the entire Board may remove from office any Officer, agent, or member of any committee elected or appointed by it.

Section 4. Annual Meeting

The annual meeting of the Board of Trustees shall be a surrogate for the annual meeting of the Foundation.

Section 5. Special Meeting

Special meetings of the Board may be called as described in Article V Section 3.

Section 6. Proxies

No Trustees shall be permitted to vote by proxy.

Section 7. Quorum

At any meeting of the Board of Trustees, ten (10) Trustees shall constitute a quorum.

Section 8. Meeting Notices

A written notice shall be sent to each Trustee at least two (2) weeks before the date of any meeting.

ARTICLE VII ELECTED AND APPOINTED OFFICERS

Section 1. Elected Officers

The elected Officers of the Foundational shall be a President, a President-elect, one or more Vice Presidents, a Secretary, and a Treasurer. Officers shall be elected at the annual meeting of the Foundation and shall hold office until their successors are duly elected and qualified.

Section 2. Qualifications

The President and President-elect shall each be a Trustee of the Foundation. The other Officers need not be Trustees of the Foundation.

Section 3. President

The President shall preside at all membership and Trustee meetings of the Foundation. The President shall appoint the Chair of such standing committees as the Foundation or the Board of Trustees may establish, except the Executive and Governance Committees, and shall fill vacancies. The President shall

be Chair of the Board of Trustees and the Executive Committee and a voting member ex-officio of all committees. The President shall perform all duties commonly incident to the office. The immediate past President of the Foundational shall serve as an ex-officio member of the Executive and Governance Committees with the right to vote and as a member of the Board of Trustees with the right to vote.

Section 4. President-Elect

The President-elect, a Vice-President, shall assist the President with those duties charged to that office and shall be considered the incumbent to the office of President upon expiration of the term of the President as defined under Article VII, Section 8.

Section 5. Vice Presidents

The Vice Presidents in the order designated by the Board of Trustees shall, in the absence or disability of the President or President-elect, preside at meetings of the Foundation, the Board of Trustees, or the Executive Committee and perform the duties of the office of the President as defined under Article VII, Section 3. Each Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Board of Trustees or the Executive Committee.

Section 6. Secretary

The Secretary shall arrange for appropriate recording of minutes of all meetings of the Foundation, and of the Board of Trustees and the Executive Committee; and will provide that such records are properly filed at the principal office of the Foundation. The Secretary shall arrange for the notification of Officers and members of the committees of their election or appointments and shall discharge such other duties as shall be required of him/her by the Foundation, the Board of Trustees, or the Executive Committee.

Section 7. The Treasurer

The Treasurer, subject to the order of the Board of Trustees, shall have the care and custody of the monies, funds, financial papers, and documents of the Foundation. The Treasurer shall have the authority under supervision of the Board of Trustees, for all the powers and duties commonly incident to the office.

Section 8. Term of Office

A. General

The Officers of the Foundation shall be elected annually except as noted in B and C. Each Officer shall assume office upon election and continue until his/her successor shall have been duly elected and qualified. Individuals may serve multiple consecutive or non-consecutive terms.

B. President

The President shall serve for one (1) term of two (2) years.

C. President-Elect and Vice Presidents

The President-elect and Vice Presidents shall be elected for one (1) term of two (2) years.

D. Treasurer and Secretary

The Treasurer and Secretary will each be elected for one (1) term of two (2) years.

Section 9. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or for any reason may be filled on an interim basis by the Governance Committee until the next meeting of the Board of Trustees.

Section 10. Managing Director

A. Appointment

The Governance Committee shall appoint a Managing Director to serve at the discretion of the Board of Trustees, the Executive Committee, and the Vice President of Business and Finance of the University. The Managing Director shall be a 1099 appointment with requisites and responsibilities approved by the Governance Committee.

B. Duties

The Governance Committee shall appoint an employee of the University or a contractor under the direction of the President of the Paper Technology Foundation, Inc., and the University's Vice President of Business and Finance and shall be responsible for the day-to-day operations of the Foundation and the staff. The Managing Director shall regularly consult with and provide advice to the Chair of the Department of Chemical and Paper Engineering. At the direction of the Governance Committee, the Managing Director shall:

1. Assist in fulfilling the duties of the Secretary as defined in Article VII, Section 6;
2. Perform other duties as enumerated in a job description or the Statement of Authority, Accountability, and Responsibility prepared by the Governance Committee;
3. Conduct studies and planning as needed;
4. Represent the Foundation at industry meetings;
5. Submit an annual operating budget to the Board of Trustees for their approval;
6. Authorize the expenditures of Foundation funds as needed to perform the above, subject to approval of the Treasurer; and
7. Perform such other duties as required by the President, Executive Committee, Board of Trustees, or the University's Vice President of Business and Finance.

Section 11. Foundation Staff

The Managing Director and staff appointed by the Managing Director from time to time shall be WMU employees with all of the University's standard resources, and benefits packages. For accounting purposes, all budgets relating to these positions will be accounted for through the WMU Office of Business and Finance.

**ARTICLE VIII
STANDING COMMITTEES AND FINANCIAL STATEMENTS**

Section 1. Enumeration

The standing committees of the Foundation shall be an Executive Committee, a Governance Committee, a Recruitment and Scholarship Committee, an Education and Research Committee, and an Alumni Engagement Committee. The Board of Trustees may from time to time appoint task forces and may invest such task forces with such powers as it may deem fit. All committees shall keep regular minutes of their meetings and shall report the same to the Board of Trustees at its next meeting.

Section 2. Appointment of Committees, Task Forces, and their Respective Chairs

The appointment of all committee and task force members other than those of the Executive Committee shall be made by the Governance Committee. The Chairs of these committees other than those of the

Executive Committee and Governance Committee will be appointed by the President of the Foundation. Standing Committees will have Chairs and Vice-Chairs with 3-year terms, which are renewable. Committees will consist of smaller “working groups” consisting of Trustees that have a strong interest in the charter for a given committee and are available for committee work. Committees will strive to complete their work before each meeting via virtual meetings, etc. On the day of the Foundation Meetings, the committee would meet for a short period, if needed, to finalize their report for the Board of Trustee session.

Section 3. Executive Committee

The President shall appoint an Executive Committee consisting of a maximum of six (6) members. These members shall be the President, the President-elect, the Vice Presidents, the Secretary, and the Treasurer of the Foundation. The immediate past President of the Foundation shall serve as an ex-officio member of the Executive Committee for two (2) years with the right to vote. The President of the Foundation will be the Chair. The Executive Committee shall review the Managing Director’s performance, contract/compensation, and related matters.

Section 4. Governance Committee

The Governance Committee consists of the Executive Committee, plus the Managing Director and the Board Liaison. The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Trustees.

The Governance Committee will have a Chairman and Co-Chairman nominated and elected by the Board of Trustees. The Board of Trustees shall appoint this Governance Committee. The Committee shall nominate a President, Vice President, Secretary, Treasurer, and members of the Board of Trustees to fill vacancies. The Governance Committee shall notify the President of such nominations, so that the notice of the annual meeting may contain a list of such nominations. Other nominations for the same positions may be submitted in writing at least two (2) weeks before the meeting but not less than seven (7) members of the Board of Trustees must promulgate these nominations.

Section 5. Education and Research Committee

The Education and Research Committee shall consist of a Chair, five (5) or more other members, and the Chair of the Department of Chemical and Paper Engineering. This committee shall advise Western Michigan University concerning the academic matters of the paper engineering program of the Department of Chemical and Paper Engineering. It shall further determine at suitable intervals the relevancy of the educational programs of the Department to the needs of the forest products industry. It shall also make recommendations to the Department for research projects to be carried out in the Department.

Section 6. Recruitment and Scholarship Committee

This Committee shall consist of a Chair, five (5) or more other members, the Recruitment and Outreach Specialist including a representative of the Department of Admissions of Western Michigan University, and the Chair of the Department of Chemical and Paper Engineering. It shall plan and execute a program for obtaining highly qualified students for enrollment in the paper program of the Department of Chemical and Paper Engineering and to administer; scholarships, grants, and loans to the students selected by this Committee.

Section 7. Alumni Engagement Committee

This Committee shall consist of a Chair, and five (5) or more other members, including a Vice-Chair and a representative of WMU Alumni Relations. It shall plan and execute a program for connecting with alumni to enhance communication and engagement, leading to more participation in student mentoring,

guest lecturing, PTF special events, and planned giving to the scholarship fund. This committee's efforts will strengthen the tradition and legacy of the WMU Paper Engineering program.

Section 8. Financial Statements

- A.** The Paper Technology Foundation has a fiduciary relationship with Western Michigan University and the Foundation's financial information is discretely and fully presented to Western Michigan University as part of the fiduciary relationship. The fiscal year financial statement shall be a part of the annual foundation report.
- B.** The Board of Trustees can elect to constitute an audit committee as a standing committee. The Board can also elect to have an audit performed by a public accounting firm.

ARTICLE IX LIABILITY INSURANCE

Section 1. Liability Insurance

The Corporation shall have the power to purchase and maintain insurance (including insurance issued by an affiliated insurer and insurance for which premiums may be adjusted retroactively, in whole or in part, based upon claims experience, or similar arrangements and may also create a trust fund or other form of funded arrangement) on behalf of any person who is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or another enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act ("MNCA") as amended.

ARTICLE X INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES AND AGENTS

Section 1. Indemnification of Trustees and Officers: Claims by Third Parties

The Corporation shall, to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a Trustee or Officer (the party to a threatened, pending, or completed action, suit, or investigation and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, partner, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit) against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or members, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea or nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the

Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect cause to believe that the conduct was unlawful.

Section 2. Indemnification of Trustees and Officers: Claims Brought by or in the Right of the Corporation

The Corporation shall, to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify a Trustee or Officer (the "Indemnitee") who was or is a party to or is threatened to be made a party of a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a Trustee, Officer, partner, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, Officer, partner, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has the extent that the court in which action or suit was brought has determined upon application that, despite the adjudication of liability but given all circumstances of the case the Indemnitee is fairly reasonably entitled to indemnification for the expenses which the court considers proper.

Section 3. Actions Brought by the Indemnitee

Notwithstanding the provisions of Sections 1 and 2, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding, or claim, (or part thereof) brought or made by such Indemnitee, unless such action, suit, proceeding, or claim (or part thereof) (i) was authorized by the Board of Trustees of the Corporation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding, or claim (or part thereof).

Section 4. Approval of Indemnification

An indemnification under Section 1, 2, or 3 hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1, 2 and 3. This determination shall be made in any of the following ways:

- A. By a majority vote of a quorum of the Board consisting of Trustees who were not parties to the action, suit, or proceeding.
- B. If the quorum described in subdivision (A) is not obtainable, then by a majority vote of a committee of Trustees who are not parties to the action. The committee shall consist of not less than two (2) disinterested Trustees.
- C. By independent legal counsel in a written opinion.
- D. By the members.

Section 5. Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1, 2, or 3 above shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by an unlimited general obligation of the person on whose behalf advances are made

by need not be secured. In the event the Corporation fails to advance such expenses as required hereunder within thirty (30) days of the request therefore, the Indemnatee shall be entitled also to collect interest thereon at the rate of 5% per annum from the date of the request.

Section 6. Partial Indemnification

If an Indemnatee is entitled to indemnification under Section 1, 2, or 3 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the Indemnatee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnatee is entitled to be indemnified.

Section 7. Indemnification of Employees and Agents

Any person who is not covered by the foregoing provisions of this Article and who is or was serving at the request of the Corporation as a Trustee, Officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trustee, or another enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act 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 Corporation 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 of Trustees.

Section 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 7 continues as a person who ceases to be a Trustee, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 9. Contract with the Corporation

The right to indemnification conferred in this Article shall be deemed to be a contract between the Corporation and each Trustee or Officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or this Article shall not affect any rights or obligations then existing for any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this article is repealed or modified, the Corporation shall give written notice thereof to the Trustees and Officers and any such repeal or modification shall not be effective for sixty (60) days after such notice is delivered.

Section 10. Application to a Resulting or Surviving Corporation or Constituent Corporation

The definition for "corporation" found in Section 569 of the Michigan Nonprofit Corporation Act, 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 Corporation set forth in this Article shall be binding upon any resulting or surviving corporation after any merger or consolidation of the Corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Michigan Nonprofit Corporation Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a Trustee or Officer of another corporation before such other corporation entering into a merger or consolidation with the Corporation.

Section 11. Definitions

“Another enterprise” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person for an employee benefit plan; and “serving at the request of the Corporation” shall include any service as a Trustee, Officer, employee, or agent of the Corporation which imposes duties on, or involves services by the Trustee, Officer, employee, or agent for an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interest of the Corporation or its member” as referred to in Sections 1 and 2. Director and Trustee are used interchangeably.

Section 12. Severability

Each and every paragraph, sentence, term, and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term, or provision to be invalid or unenforceable, the validity and enforceability operation, or effect of the remaining paragraphs, sentences, terms or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE XI MISCELLANEOUS ITEMS

Section 1. Contracts

The PTF Managing Director does not have signature authority but will review and approve documents requiring signature with the PTF Executive Committee. Signing is completed by the Treasurer who is WMU authorized.

Section 2. Checks, Drafts, Etc.

All checks, drafts, notes, or orders drawn against Foundation monies held and supervised by Western Michigan University shall be treated by the rules established by Western Michigan University for such accounts.

Section 3. Gifts

The Board of Trustees may accept on behalf of the Foundation any contributions, gifts, bequests, or devices for general purposes or any special purposes of the Foundation.

Section 4. Seal

The Board of Trustees shall provide a suitable corporate seal.

Section 5. Annual Audit

The financial affairs of the Foundation are reflected as a component unit of Western Michigan University. Therefore, an audit is not performed. The Paper Technology Foundation is one of four discreetly presented entities that are part of the university’s reporting entity. The 990 shall be presented to the Board of Trustees and elected annually.

Section 6. Antitrust Policy

A. Preface

Meetings of this Foundation bring together representatives of competitive companies within the forest products industry. This policy is to ensure that there is no intent to restrain competition in any manner through such meetings.

Nevertheless, the Executive Committee and the Trustees of the Foundation recognize the possibility that the Foundation and its activities could be seen by some as an opportunity for anti-competitive conduct. For this reason, the Executive Committee has taken the opportunity, through this Statement of Policy, to make clear its unequivocal support for the policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects with those laws.

B. Compliance

It shall be the responsibility of every member of the Foundation to comply with the antitrust laws in all Foundation activities.

Section 7. Endowment

The Foundation endowment shall be managed by the University and the Western Michigan University Foundation (WMUF). It is understood that the assets of the Foundation endowment are commingled with those of the WMUF endowment for investment purposes. However, the Foundation will receive regular accounts of the value of their endowment from the University. In addition, the Trustees from time to time shall appoint one of its members to the Board of WMUF, and said appointee shall serve on the WMUF Investment Committee with the responsibility of monitoring the Foundation portfolio investment progress.

ARTICLE XII FISCAL YEAR

The fiscal year of the Foundation shall be from July 1 to June 30.

ARTICLE XIII NAMED FUNDS AND ENDOWMENTS

Section 1. Named Endowment Funds

Any corporation, organization, or person making a gift to establish an Endowment Fund, other than dues to the Foundation, shall be recognized as a contributor to the Paper Technology Foundation Endowment Fund. The Named Endowment Fund may be initiated based on a gift and a pledge (consistent with the WMU Advancement policies, currently \$30,000 or more) to complete the fund in five (5) years or less. The Foundation shall record this fund in the name elected by the donor, list it in its subsequent annual reports, and appropriately display its name in the office of the Foundation at the University or another location approved by the Executive Committee. The income from this fund shall be used at the discretion of the Board of Trustees to promote the objectives of the Foundation, or as directed by the donor.

Section 2. Direct Scholarship Support

Any corporation, organization, or person making a gift above \$1,500 intended solely for immediate and complete scholarship support shall be individually recognized in the annual report.

ARTICLE XIV AWARDS

Awards will be nominated by the Governance Committee with not more than one (1) dissenting vote of the Governance Committee members, and approved by the President. The Foundation shall have the following awards:

Section 1. Hall of Fame Award

The Hall of Fame Award, the Foundation's highest honor, may be bestowed on an individual in recognition of long and distinguished service in achieving the objectives of the Foundation. Lifetime membership in the Foundation is conferred to the recipient of this award.

Section 2. Honor Award

An Honor Award may be made to an individual whose contribution to the forest products industry and interest in the Foundation has enhanced the reputation of the Department of Chemical and Paper Engineering for training young men and women to enter the industry.

Section 3. Foundation Fellow

The title of Foundation Fellow may be conferred to an individual who has distinguished himself/herself through service to the Foundation or the Department of Chemical and Paper Engineering. The recipient of this award must be, or have been a member of the faculty or staff of the Department of Chemical and Paper Engineering; or a member of the faculty or staff of Western Michigan University; or either is serving or has served as a member of the Foundation or as the representative for a member of the Foundation.

Section 4. Outstanding Senior

The Outstanding Senior Award may be made to a senior student in acknowledgment of exemplary leadership contribution. The student shall have made a valuable commitment to his/her fellow paper engineering students at Western Michigan University through years of participation with WMU's Ts'ai Lun/TAPPI Student Chapter. The student's positive and professional engagement with industry representatives and students shall have contributed to the benefit of future WMU Paper Engineering Graduates.

**ARTICLE XV
AMENDMENTS**

These Bylaws may be amended, added to, altered, or repealed in whole or in part by a majority of the members of the Foundation present at any regular or special meeting called for such purpose. Non-substantive stylistic changes can be made without Board approval.

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PROPOSAL: Honorary Degree Recommendation for President Emeritus John M. Dunn

Background

President Emeritus John M. Dunn received nomination and was approved by the Honorary Degree Committee for consideration of an Honorary Degree at Western Michigan University. President Dunn's leadership transformed a decade focused on building a stronger, more diverse campus with new opportunities for students and enhanced services for local, state, national and international constituencies. The period was marked by a commitment to civility, renewed focus on sustainability, and the development of productive partnerships with private and public-sector entities.

To highlight just some the accomplishments realized during John M. Dunn's presidency at WMU:

- The establishment in 2008 of the Seita Scholars Program, which is the largest and most comprehensive college support program for former foster youth in the nation and has led to the establishment of Fostering Success Michigan as a state and national resource.
- Founding of the WMU Homer Stryker M.D. School of Medicine, a community partnership funded by the largest gift in University history, a \$100 million gift from the Stryker family in 2011, as well as the gift that became the W.E. Upjohn M.D. Campus from MPI and Upjohn great grandson William U. Parfet. The medical school welcomed its first class in 2014.
- Expansion of WMU's national and international reputation in the area of sustainability, acknowledging WMU's commitment to energy savings, LEED certification for all new construction, solar arrays and EV charging. An Office of Sustainability was founded with a student-supported fee in 2010. Among organizations recognizing WMU over the past decade are the U.S. Green Building Council, Princeton Review, the Detroit Free Press, Second Nature and the Michigan Governor's office.

All told, under President John M. Dunn's leadership nearly \$500 million in improvements to campus infrastructure were completed from new instructional space and new residential units, renovation of the Grand Rapids location, the addition of a stock trading center in the Haworth College of Business, and the first installation of solar and EV charging equipment across campus.

Recommended Action

Western Michigan University has historically recognized the contributions of our revered presidents by venerating them with the honorary doctorate degree. It is recommended the Board of Trustees approve awarding President Emeritus John M. Dunn the Doctor of Laws, honoris causa (L.L.D.) for his legacy of defined leadership that paved the way for future organizational success.

PROPOSAL: Posthumous Honorary Degree Recommendation for Trustee Shani J. Penn

Background

The Western Michigan University community was saddened to learn of the passing of Board of Trustees Vice Chair Shani J. Penn in August, 2023. A strong advocate for higher education, she loyally represented people of the State of Michigan and the WMU community with an unwavering resolve.

Shani J. Penn was a graduate of Western Michigan University, an esteemed resident of Detroit, and a champion to Southeast Michigan. She navigated transformation through consulting in the areas of municipal government, contract negotiations, strategic planning, automotive client relations management, executive training, and streamlining operations. She previously worked for Daimler Chrysler Financial Services, Chrysler Financial, and served as Interim Chancellor and Chief of Staff of the Education Achievement Authority, as Senior Strategy Advisor to the Governor of the State of Michigan, and as Chief of Staff to the Emergency Manager of the City of Detroit.

Shani J. Penn was a steward of service beyond self. She was a Board member of the Detroit Public Schools Foundation, the Girl Scouts of Southeastern Michigan Board, the Detroit Belle Isle Conservancy Board, and the Detroit Area Pre-College Engineering Program Board. She was named one of Michigan Chronicle's Women of Excellence in 2012 and Michigan Chronicle's Emerging Leaders in 2013. She was selected in 2014 to the American Marshall Memorial Fellowship for the German Marshall Fund of the United States and traveled to Europe with 74 other United States fellows. She was recognized by Crain's Detroit Business as a member of their 2014 "40 Under 40" class.

In 2016, she was appointed to the Western Michigan University Board of Trustees and spent her seven years on this Board championing fiduciary governance to benefit student access to higher education. She regularly advocated on behalf of student issues and learner success. In January, 2023 she was elected Vice Chair. A revered leader on the Board, she was vocal regarding student mental health and wellbeing, State affairs, Greek issues, civil rights and social justice, presidential assessment, alumni recognition, and organizational achievement. Her dedication, persistence, and focus earned the respect and admiration of her colleagues and constituents.

Recommended Action

It is recommended the Board of Trustees approve awarding posthumously Shani J. Penn the Doctor of Laws, honoris causa (L.L.D.) for her legacy of dedication to Western Michigan University, her esteemed public service, and her lasting contributions to our campus community, Detroit and the surrounding southeast region, and the State of Michigan.

PROPOSAL: Second Amendment to Tower Lease Agreement

Background

On November 18, 1999, WMU entered into a lease with Omnipoint Communications Operations, LLC, currently known as T-Mobile Central LLC, to rent space on the WMU radio tower located at 1201 Oliver Street, Kalamazoo, MI for the purpose of placing communications equipment. The lease also granted the lessee the right to a small building adjacent to the site for access to necessary utilities. After the original lease period and the First Amendment extending the lease term, we request approval to extend this lease again. A summary of the terms is as such:

Location: 1201 Oliver Street, Kalamazoo, MI

Initial Term: 11/22/2024 – 11/21/2029

Extension: Optional four (4) 5-year terms

Final Term End Date if all optional terms exercised: 11/21/2049

Rent year one (1): \$2,025 per month; \$24,300 per year

Escalation: 3% per year

Recommended Action

Pursuant to the retained powers of the Board regarding the authorization of University property and facility leases for more than one year's duration, it is recommended the Board of Trustees approve the Second Amendment to the Tower Lease Agreement with T-Mobile Central LLC and authorize the University administration to finalize, negotiate, execute, and to take such other actions to effectuate the transaction in a form acceptable to the General Counsel prior to execution, and be in compliance with the law and with University policies and regulations.

PROPOSAL: Create a Graduate Certificate in Organizational Change Leadership

Background

The Graduate Studies Council of the Faculty Senate has approved the creation of the Graduate Certificate in Organizational Change Leadership offered by the Department of Educational Leadership, Research, and Technology in the College of Education and Human Development.

This Graduate Certificate in Organizational Change Leadership (OCL) allows students to take the needed courses to become certified Organizational Change Leadership specialists with fewer credits than the credits required for the Masters in Organizational Change Leadership. The certificate provides an opportunity for the department of Educational Leadership, Research and Technology and the Organizational Change Leadership Unit (as well as other departments and units across the university) to meet the needs of students who would like to add a certificate in change leadership without pursuing a master's degree in the field of Organizational Development and Change to their credentials.

Recommended Action

Create the Graduate Certificate in Organizational Change Leadership.

PROPOSAL: Delete the Master of Public Administration Health Care Administration (PUHM) Concentration

Background

The Graduate Studies Council of the Faculty Senate has approved the deletion of the Master of Public Administration Health Care Administration (PUHM) concentration offered by the School of Public Affairs and Administration in the College of Arts and Sciences.

In AY 2022-23 the School of Public Affairs and Administration moved a proposal through the curriculum review process to streamline the Master of Public Administration (PUAM) degree. Part of that proposal was to remove all MPA concentrations in favor of each student developing a personalized “area of emphasis.” This new MPA curriculum would take effect in Fall 2024 and, as such, each of the banner codes for the five existing concentrations needs to be removed.

Recommended Action

Delete the Master of Public Administration Health Care Administration (PUHM) concentration.

**PROPOSAL: Delete the Master of Public Administration Human Resources
Administration (PURM) Concentration**

Background

The Graduate Studies Council of the Faculty Senate has approved the deletion of the Master of Public Administration Human Resources Administration (PURM) concentration offered by the School of Public Affairs and Administration in the College of Arts and Sciences.

In AY 2022-23 the School of Public Affairs and Administration moved a proposal through the curriculum review process to streamline the Master of Public Administration (PUAM) degree. Part of that proposal was to remove all MPA concentrations in favor of each student developing a personalized “area of emphasis.” This new MPA curriculum would take effect in Fall 2024 and, as such, each of the banner codes for the five existing concentrations needs to be removed.

Recommended Action

Delete the Master of Public Administration Human Resources Administration (PURM) concentration.

PROPOSAL: Delete the Master of Public Administration Nonprofit Leadership and Administration (PUNM) Concentration

Background

The Graduate Studies Council of the Faculty Senate has approved the deletion of the Master of Public Administration Nonprofit Leadership and Administration (PUNM) concentration offered by the School of Public Affairs and Administration in the College of Arts and Sciences.

In AY 2022-23 the School of Public Affairs and Administration moved a proposal through the curriculum review process to streamline the Master of Public Administration (PUAM) degree. Part of that proposal was to remove all MPA concentrations in favor of each student developing a personalized “area of emphasis.” This new MPA curriculum would take effect in Fall 2024 and, as such, each of the banner codes for the five existing concentrations needs to be removed.

Recommended Action

Delete the Master of Public Administration Nonprofit Leadership and Administration (PUNM) concentration.

PROPOSAL: Delete the Master of Public Administration Public Management (PUMM) Concentration

Background

The Graduate Studies Council of the Faculty Senate has approved the deletion of the Master of Public Administration Public Management (PUMM) concentration offered by the School of Public Affairs and Administration in the College of Arts and Sciences.

In AY 2022-23 the School of Public Affairs and Administration moved a proposal through the curriculum review process to streamline the Master of Public Administration (PUAM) degree. Part of that proposal was to remove all MPA concentrations in favor of each student developing a personalized “area of emphasis.” This new MPA curriculum would take effect in Fall 2024 and, as such, each of the banner codes for the five existing concentrations need to be removed.

Recommended Action

Delete the Master of Public Administration Public Management (PUMM) concentration.

**PROPOSAL: Delete the Master of Public Administration Public Policy (PUPM)
Concentration**

Background

The Graduate Studies Council of the Faculty Senate has approved the deletion of the Master of Public Administration Public Policy (PUPM) concentration offered by the School of Public Affairs and Administration in the College of Arts and Sciences.

In AY 2022-23 the School of Public Affairs and Administration moved a proposal through the curriculum review process to streamline the Master of Public Administration (PUAM) degree. Part of that proposal was to remove all MPA concentrations in favor of each student developing a personalized “area of emphasis.” This new MPA curriculum would take effect in Fall 2024 and, as such, each of the banner codes for the five existing concentrations need to be removed.

Recommended Action

Delete the Master of Public Administration Public Policy (PUPM) concentration.

PROPOSAL: Personnel Report

ACADEMIC

Administrative Appointments

Monique Haley; Acting Director; Institute for Intercultural and Anthropological Studies;
effective January 1, 2024 through June 30, 2024.

Timotius Pasang; Chairperson; Department of Engineering Design, Manufacturing and
Management Systems
effective January 1, 2024.

Staci Perryman-Clark; Interim Dean; Merze Tate College;
effective January 1, 2024 through June 30, 2024.

Return to Faculty

Bradley Bazuin; Professor; Department of Electrical and Computer Engineering
effective July 1, 2024

Stephen Covell; Professor; Department of Comparative Religion;
effective July 1, 2024.

Appointments – Tenured

Timotius Pasang; Professor; Department of Engineering Design, Manufacturing and
Management Systems
effective January 1, 2024.

Appointments – Tenure Track

Anne Kairu; Faculty Specialist I – Aviation Specialist; Department of Aviation Sciences;
effective January 1, 2024.

Katherine Martini; Assistant Professor; Department of Psychology;
effective January 1, 2024.

Jongho Moon; Assistant Professor; Department of Human Performance and Health Education;
effective August 15, 2023.

Marcel Robicheaux; Faculty Specialist I – Lecturer; Department of Aviation Sciences;
effective November 1, 2023.

Appointments – Tenure Track (Continued)

David Watson; Assistant Professor; Department of Accountancy;
effective August 15, 2024.

Appointments – Term

William Cimbalik; Faculty Specialist I – Lecturer; Department of Physician Assistant;
effective January 1, 2024 through December 31, 2024.

Paula Eckert; Instructor; Department of Management;
effective January 1, 2024 through December 31, 2024.

Greg Gerfen; Instructor; Department of Marketing;
effective January 1, 2024 through December 31, 2024.

Carrie McKean; Faculty Specialist I – Lecturer; Department of Statistics;
effective January 1, 2024 through December 31, 2024.

Julie Raedy; Faculty Specialist I – Lecturer; Department of Human Performance and Health
Education
effective January 1, 2024 through December 31, 2024.

Israel Ropo Orimoloye; Faculty Specialist I – Lecturer; School of the Environment, Geography
and Sustainability;
effective October 16, 2023 through August 14, 2024.

Wei Zhang; Faculty Specialist I- Lecturer; Department of Teaching, Learning and Educational
Studies;
effective August 15, 2023 through August 14, 2024.

Adjunct Appointment

Thomas Heine; Adjunct Associate Professor; Department of Mechanical and Aerospace
Engineering;
effective September 1, 2023 through August 31, 2026.

Jennifer Hudson; Adjunct Associate Professor; Department of Mechanical and Aerospace
Engineering;
effective September 1, 2023 through August 31, 2026.

W. Richard Laton; Adjunct Associate Professor; Department of Geological and Environmental
Sciences;
effective January 1, 2024 through December 31, 2026.

Katherine Martini; Adjunct Associate Professor; Department of Psychology;
effective September 1, 2023 through August 31, 2024.

Adjunct Appointments (Continued)

Jose Sanchez-Fung; Adjunct Professor; Department of Economics;
effective January 1, 2024 through December 31, 2026.

Visiting Professor

Matthew Czach; Visiting Professor; Richmond Institute for Design + Innovation;
Effective January 1, 2024 through May 14, 2024

Professional Leave of Absence

Jessica Gladden; Assistant Professor; Department of Social Work;
effective November 27, 2023 through May 27, 2024.

Sabbatical Leave

Stephen Covell; Professor; Department of Comparative Religion;
effective 2024-25 Academic Year.

Faculty Retirements with Emeritus Status

Bradley Bazuin; Professor Emeritus of Electrical and Computer Engineering; Department of
Electrical and Computer Engineering;
effective June 30, 2029.

Timothy Greene; Professor Emeritus of Industrial and Entrepreneurial Engineering and
Engineering Management; Department of Industrial and Entrepreneurial Engineering
and Engineering Management
effective August 14, 2024 (change in date).

Azim Houshyar; Chair and Professor Emeritus of Industrial and Entrepreneurial Engineering and
Engineering Management; Department of Industrial and Entrepreneurial Engineering
and Engineering Management
effective January 10, 2025.

Jerry Kreuze; Professor Emeritus of Accountancy; Department of Accountancy;
effective December 31, 2028.

Dawn Mason; Faculty Specialist II Emerita of Accountancy; Department of Accountancy;
effective June 30, 2029.

Ralph Tanner; Professor Emeritus of Electrical and Computer Engineering; Department of
Electrical and Computer Engineering
effective January 1, 2024.

Dewei Qi; Professor Emeritus of Chemical and Paper Engineering; Department of Chemical and
Paper Engineering;
effective May 14, 2028.

NON-ACADEMIC

Retirements

Todd Eberstein; Gardener; Facilities Management – Landscape Services;
effective September 30, 2023.

Michelle Hruska; Executive Assistant Senior to the President; Office of the President;
effective January 1, 2024.

David Miller; Appliance Repairperson; Facilities Management – Landscape Services;
November 1, 2023.

PROPOSAL: Annuity and Life Income Funds

*Additional materials can be obtained through the Board of Trustees Office.

PROPOSAL: Operating Cash Accounts

*Additional materials can be obtained through the Board of Trustees Office.