

JOINT BOARD ON THE UNIVERSITY MEMORIAL CENTER
BYLAWS

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I. INTRODUCTION

The basic documents defining the purpose, responsibilities, and accountability of the Joint Board on the University Memorial Center (hereafter referred to as the Board) are a) the "Policy Manual of the University Memorial Center," revised as of April 4, 2017, b) the May 11, 1970 "Proposed Report to the Regents on Joint Boards" (also known as the Raimy Report), c) the March 28, 1973 "Report on Planning Task Force on the University Memorial Center," d) the University of Colorado Student Union Constitution as approved by the Regents on May 2, 1974 and amended March 22, 2012, and e) the "CUSG/Chancellor Agreement Protocols, signed December 13, 1985 and updated September 25, 2014.

The Policy Manual provides the basic objectives and operational framework in the management of UMC services and facilities by the UMC Director and staff, guides the UMC Board in reviewing and approving UMC policies, and informs individuals and groups using UMC services and facilities of UMC regulations. The Raimy Report, which was approved by the Faculty Council on May 14, 1970 and by the Board of Regents on May 26, 1970, established the basic structure of the present Joint Board system. The Planning Task Force report represents the recommendations for revising and redefining the purpose and responsibility of the University Memorial Center and the Board. The CUSG Constitution establishes the accountability and membership of the Joint Boards. The UCSU/Boulder Chancellor Working Agreement, otherwise known as the Autonomy Agreement, defines the roles of CUSG and the Chancellor in the governance of CUSG.

II. STATEMENT OF PURPOSE

The UMC Board is a policy board with the purpose of supporting the UMC's mission through the development and review of policies, programs, and facilities that enhance the CU Boulder community's use and experience of the UMC. It shall be the responsibility of the UMC Board to review and approve existing and proposed UMC policies and to review and approve the UMC's strategic plan.

The Board shall review, recommend, and approve the allocations of resources and the implementation of services, programs or facilities it deems necessary to achieve the goals and objectives of the UMC.

A. UMC Mission

As the heart of campus, the UMC supports students' academic success by providing opportunities for student involvement, leadership development and entertainment in a welcoming and inclusive environment.

B. UMC Values

The following core values guide the decision-making and planning of the UMC:

- Diversity and inclusivity
- Engaging with the CU Boulder community
- Honoring veterans
- Quality facilities, programs, and services
- Student development
- Sustainability

III. GOVERNANCE

A. Membership

The Board shall be composed of up to twelve (12) voting members and up to 6 ex-officio members, not including the permanent and standing ex-officio positions. All members must read the UMC Board Bylaws and UMC Policy Manual within two (2) weeks of joining the Board. All voting member terms shall be renewable, given that they are re-ratified by the Legislative Council or reapproved as voting staff or faculty members by the designated authority (listed below). All ex-officio member terms shall be renewable by a majority vote of the voting members of the Board. All Board members will complete all required trainings as required by the UMC Board Chair, as well as those trainings mandated by CUSG legislation (including budget, orientation, and diversity training).

1. Voting Members

- a. Students. There shall be eight (8) student members, all of whom must be ratified by the Legislative Council.
- b. One (1) member shall be appointed from the Representative Council by the CUSG Executive(s) as specified in the CUSG Constitution.
- c. Three (3) shall be appointed by the Legislative Council, upon recommendations of the UMC Board. In the absence of an appointment by Legislative Council, the UMC Board shall make its recommendations directly to the Legislative Council. (Legislative Council needs a majority vote of those present and voting to reject a Board appointee.)
- d. Four (4) shall be appointed by the UMC Board.
- e. Terms shall be for two (2) years from the date of ratification with the exception of the Representative Council appointee who shall serve in accordance with the CUSG Constitution.
 - (1) Eligibility of student members. Any member of the CUSG is eligible for application of membership to the Board. The Board fills student voting member vacancies from its current ex-officio student members who are not employed by the UMC.
 - (2) Should the UMC Board at any time feel that a member or members have undertaken actions inappropriate to a member of the UMC Board, he/she/they/ze may be censured or impeached by a vote of two-thirds (2/3) of the voting membership of the Board.
 - (3) In the event of an absence, voting members of the board may appoint a non-UMC employed ex-officio member of the Board to cast their vote by proxy. The Chair must be notified of the appointment prior to the Call to Order.
- f. At-Large Non-Student Representatives. There shall be up to four (4) staff or faculty voting members appointed by the Board for two (2) -year terms and must be approved by the chancellor or his/her/they/ze designee.
- g. If any position cannot be filled by the appropriate designated representative, the UMC Board can substitute another classification of voting member in an effort to ensure a complete Board.

- h. The revised membership structure is a result of the Board's recognition that a diverse and expanded membership can best address and effectively administer its responsibilities.
- i. In an effort to reach a variety of students, advertising for Board vacancies shall be done through applicable current marketing and social media outlets.

2. Ex-Officio Members

Ex-officio members are non-voting members on the UMC Board. There are up to six (6) ex-officio Board members, not including permanent and standing ex-officio members.

- a. Terms shall be for two (2) years from the date of the Board vote to approve ex-officio membership, excluding permanent and standing ex-officio members.
- b. The Director of the UMC shall be a permanent ex-officio member and shall serve as advisor to the Board.
- c. Standing ex-officio representative/liaison members of the Board include the CU NightRide Director, a representative from the Student Veterans Association, a representative from the Center for Student Involvement Board, and a representative from the Environmental Center Board, as appointed by the respective organizations.
- d. Other ex-officio members may be chosen by a majority vote of the voting members of the Board. Process for becoming an ex-officio member shall be by written request/application by applicant submitted to the Board Chair or designee.
- e. Ex-officio members can vote in committee sub-committee meetings.
- f. In an effort to reach a variety of students, advertising for Board vacancies shall be done through applicable current marketing and social media outlets.

B. Officers

1. Chairperson

- a. Eligibility, Election, Term. The presiding officer is the Chairperson. He/she/they/ze shall be a voting student member of the Board and shall serve a one (1) -year term commencing in May. The Chairperson must be ratified by Legislative Council. The Chairperson must be a voting member for one (1) semester before becoming Chairperson.
- b. The Chairperson sits at the pleasure of the Board and can be censured or impeached by a vote of two-thirds (2/3) of the total voting membership of the Board.
- c. In the case where a qualified student is not available and there is not quorum, the Bylaws shall be temporarily suspended so that members of the Board may appoint a qualified staff or faculty voting member to serve as Chairperson until such time as a qualified student can be found.
- d. The Chairperson cannot serve for more than two (2) consecutive one (1) -year terms as Chair, excluding their term as a regular student-voting member. He/she/they/ze can serve a total of four (4) years.
- e. The Chairperson shall schedule regular meetings of the Board, call special meetings, prepare the agenda, chair meetings, handle all routine correspondence, keep the Board informed of all pertinent information regarding the UMC, appoint members to committees, and represent the UMC Board before the Finance Board and/or Legislative Council regarding UMC Board matters. The Chairperson shall meet with the UMC Director at least biweekly during the Fall and Spring semesters.
- f. The Chairperson shall send both minutes from the previous meeting and the agenda for the upcoming Board Meeting at least twenty-four (24) hours before the next Board Meeting.
- g. The Chairperson shall chair the Bylaws Committee and Policy Committee of the UMC Board and will work with the UMC Director and UMC Senior Associate Director, respectively, on these committees.

- h. The Chairperson shall present the following matters that require a UMC Board vote at least one (1) meeting prior to the meeting with the vote: UMC Board Bylaws, UMC Policy, UMC Fiscal Year Budget.
- i. The Chairperson shall prepare transition documents for the Chairperson role and shall review these documents with the incoming Chairperson prior to the end of Spring semester or to the Chairperson's term.

2. Vice Chairperson

- a. Eligibility, Election, Term. The Vice Chairperson shall be any voting member of the Board. He/she/they/ze shall serve a one (1) -year term, commencing in May, or at the pleasure of the Board.
- b. Duties. The Vice Chairperson shall preside and otherwise serve as Chairperson in the event of the Chairperson's temporary absence or incapacity or until a new Chairperson can be elected by the Board.
- c. The Vice Chairperson will coordinate the educational process for new members and will coordinate board retreats. The Vice Chairperson will work with the UMC Assistant Director for Administration on these items.
- d. The Vice Chairperson will chair the Scholarship Committee and Student Organization Office Allocations Committee of the UMC Board and will work with the UMC Assistant Director for Administration and UMC Senior Associate Director, respectively, on these committees.
- e. The Vice Chairperson shall prepare transition documents for the Vice Chairperson role and shall review these documents with the incoming Vice Chairperson prior to the end of Spring semester or to the Vice Chairperson's term.

3. Recording Secretary

- a. There shall be a person to keep minutes and perform other secretarial duties as assigned by the Board.
- b. The Board secretary may be a voting member or a non-voting member.

C. General Conduct and Policies of the Board

1. Standing Committee. There shall be standing committees of the Board, members of which shall be appointed by the Chairperson. Members shall include voting members of the Board and may include ex-officio members, members of the University Memorial Center staff, and other interested individuals. There shall be a committee Chairperson appointed by the Chairperson. The Chair of the committee will report to the Board. Every ex-officio and voting member must sign up for one (1) committee each academic year. Ad hoc committees may be created as deemed necessary, but standing committees include:
 - a. Policy Review Committee, chaired by the UMC Board Chair or designee
 - b. Bylaws Review Committee, chaired by the UMC Board Chair or designee. The Representative Council representative must sit on the Bylaws Review Committee.
 - c. Student Organization Office Allocations Committee, chaired by the UMC Board Vice Chair or designee. Committee will include UMC Board Vice Chair, two (2) to three (3) UMC Board members, UMC Senior Associate Director, UMC Evening Building Manager, Center for Student Involvement (CSI) Board Vice Chair, two (2) to three (3) CSI Board members and CSI Resource Center Coordinator. Committee will recommend student org office allocations to the UMC Board. CSI representatives will take student organization locker information to the CSI Board.
 - d. Scholarships Committee, chaired by the UMC Board Vice Chair or designee
2. Liaison. The UMC Board has a liaison relationship with the following groups and provides one (1) to two (2) Board members for each group.
 - a. Campus Dining Advisory Board (CDAB)
 - b. UMC Student Art Program Submission Review
3. Open to the Public. All meetings of the Board and committees shall be open to the public.

- a. The Board may move into executive session to discuss matters of a sensitive nature. A vote of two-thirds (2/3) majority of the voting members present is necessary to move into executive session.
4. Open Records. All official actions of the Board shall be a matter of public record. The Board secretary shall be responsible for assuring that copies of the Board minutes of meetings as approved by the Board shall be kept on file and distributed to Board members, the CUSG executive(s), and other such offices as may be deemed appropriate by the Chairperson. In addition, the Chairperson shall assure that copies of pertinent minutes and prior notification of pertinent meetings are sent to the persons and organizations concerned with specific Board actions.
5. Special Meetings. In calling special meetings, the Chairperson is responsible for informing members at least twenty-four (24) hours in advance. A special meeting is any which convenes at an irregular time and/or on short notice.
6. Quorum. A quorum shall consist of a majority of its current voting members.
7. Vacancies. When a current member announces the intention to resign from the Board, the Board will attempt to obtain a new member three (3) weeks prior to the date of resignation.
8. Attendance of Members
 - a. An absence from a meeting shall be an excused absence:
 - (1) If the Chairperson, secretary, or the UMC Director's Office is notified of the absence at least one (1) hour in advance of the meeting, or
 - (2) If a letter of intent to continue working on the Board (not to be confused with an excuse) is presented to and accepted by the Board at the following scheduled meeting. Acceptance shall be indicated by a simple majority of the Board present at said meeting.
 - b. If any voting or ex-officio member has three (3) unexcused absences within a semester or a combination of four (4) excused and unexcused absences within a semester, a review of their membership shall be brought before the Board. This review shall

consist of but is not limited to the member stating reasons for the absences. The Board may also exercise the right to remove said member for attendance infractions or other offenses.

- c. If the Representative Council representative has more than three (3) unexcused absences within a semester, the UMC Board Chair will present this information to the Legislative Council President for review.
9. Conflict of Interest. Individuals employed by the UMC may serve as ex-officio Board members only. Board members shall refrain from voting on matters which affect an organization of which they are a member. Upon request, Board members shall submit in writing for the public record the organizations in which they are members or in which they participate.
10. Equal Opportunity and Affirmative Action. The Board, in accordance with its statement of purpose and with University Policy, shall conduct its business and make its appointments in compliance with the intent of equal opportunity and affirmative action guidelines.
11. Bylaw Changes
 - a. Suspension. A vote of at least two-thirds (2/3) of the total voting membership of the Board shall be required to set aside these Bylaws or any section thereof in a particular instance.
 - b. Amendments. The Board shall make a general review of these Bylaws at least every two (2) years (or more frequently if required by CUSG legislation). Any amendment must be made at a regularly scheduled meeting. Notification of proposed changes must precede by at least one (1) week the meeting during which action is taken. Any amendment shall require approval of two-thirds (2/3) of the total voting membership of the Board.
12. Policy Manual. The Board shall make a general review of the Policy Manual at least every two (2) years, the revision of which shall require a majority vote of the voting membership. Notification of proposed changes must precede by at least one (1) week the meeting during which action is taken.
13. In general, the conduct of the Board's business shall follow Robert's Rules of Order, Newly Revised, at the discretion of the Chairperson.

IV. RESPONSIBILITIES OF THE BOARD

- A. The Board shall, in cooperation with the Director of the UMC, review, recommend, and approve policies (except in pricing and personnel matters, as long as these areas remain consistent with general university policy guidelines) regarding the quality, quantity and nature of UMC services, programs, and facilities. Personnel matters pertaining to the hiring of the UMC Director and the UMC leadership team will follow the policies outlined in the CUSG Constitution and UMC Policy Manual, respectively.
- B. The Board shall, in cooperation with the Director of the UMC, review, recommend, and approve the annual budget for UMC services, programs, and facilities.
- C. The Board shall continuously review, recommend, and approve the policies of the UMC as established in these Bylaws and in the Policy Manual (revised) and in accordance with the Laws of the Regents.
- D. The Board shall review and approve or disapprove all requests for continuing space assignments within the UMC consistent with University policies.
- E. The Board shall approve the allocation of scholarship funds received through the UMC non-food and food service vendor contracts.
- F. The Board shall continuously and conscientiously seek guidance from the student body, and recognizing its diverse nature, serve as a conduit for student opinion regarding the UMC and its policies and objectives.

V. ACCOUNTABILITY TO LEGISLATIVE COUNCIL

The Board is administratively responsible to the CUSG Legislative Council and any action of the Board is subject to Legislative Council review. The Board shall attempt to be responsible to the student population in an effort to reflect student needs.