

COLORADO SCHOOL OF MINES
BOARD OF TRUSTEES
BYLAWS

BACKGROUND INFORMATION

Colorado School of Mines (hereinafter "Mines") is governed by a nine-member Board of Trustees (hereinafter the "Board"), whose members are chosen to serve pursuant to applicable provisions of the Colorado Revised Statutes (§23-41-101, C.R.S., *et seq.*). Seven voting members of the Board are appointed by the Governor of Colorado, with the advice and consent of the Colorado Senate, to serve staggered four-year terms. The two remaining trustee positions shall be filled by: an elected member of the student body who is a full-time junior or senior Mines student; and a full-time member of the academic faculty at Mines who is elected by a majority of at least 67 percent of the academic faculty. These elected positions are advisory, without the right to vote. The student trustee serves a one-year term, beginning July 1. The faculty trustee serves a two-year term commencing on January 1 of each odd-numbered year. At least four, but not more than five voting members of the Board shall be graduates of Mines who have received their Mines degrees at least ten years prior to their appointment, pursuant to §23-41-109, C.R.S.

The following Bylaws serve as the Board's operating rules and, unless mandated by statute, may be changed by the Board at any time.

I. Principal Office

The principal office of the Board of Trustees of Colorado School of Mines shall be the administrative office of Colorado School of Mines in Golden, Colorado.

II. Officers

- A.** The officers of the Board shall be: Chairman¹; Vice Chairman; Secretary; and Treasurer. Officers shall be elected in the odd numbered years by the Board and shall hold office until their successors are appointed. A vacancy in any office may be filled at any regular meeting of the Board or at any special meeting of the Board if notice of the intention to fill such vacancy is included in the notice of the special meeting. The Chairman and Vice Chairman shall be chosen from among the voting membership of the Board, in odd numbered years after the newly appointed and qualified board members have been administered the oath of office. The Secretary and the Treasurer are not required to be Board members, but if either position is elected from the Board membership, such election shall occur at the same time and in the same manner as the election of the Chairman and Vice Chairman.
- B.** In the event of an officer vacancy, the Chairman may appoint an officer to serve until the next meeting of the Board, at which time an election will be held to fill this position.
- C.** The Board may, in the exercise of its discretion, remove any officer at any time for any reason by vote of at least five of the voting members.

III. Duties of Officers

A. Chairman

The Chairman shall serve as the chief executive officer of the Board and shall perform all duties customarily delegated to the chief executive officer of a governing board of an institution of higher

¹ The chairman shall serve in the role of president of the Board, as contemplated in §23-41-109, C.R.S. The chief executive officer of Mines is also titled "president." To avoid confusion, the working title of this position on the Board shall be "chairman."

education as well as such other duties as may be specifically assigned by the Board from time to time.

B. Vice Chairman

The Vice Chairman shall perform all duties incident to the office of Vice Chairman as well as such other duties as may be assigned by the Board or the Board Chairman from time to time. The Vice Chairman shall perform all Chairman duties in the absence of the Chairman.

C. Secretary

The Secretary shall: (1) attest to the accuracy of the minutes of each meeting of the Board; (2) ensure that all notices are properly given in accordance with the provisions of these Bylaws and as may otherwise be required by law; (3) ensure that all Board records, books, reports, statements, certificates, and other documents required by law are properly filed and maintained; (4) if the Secretary is a Board member, perform all Chairman duties in the absence of the Chairman and Vice Chairman; and (5) perform all other duties incident to the office of Secretary as well as such other duties as may be assigned by the Board or the Board Chairman from time to time.

D. Treasurer

The Treasurer shall: (1) have custody of and responsibility for all funds of Mines which shall be deposited in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws and applicable state laws; (2) ensure that all Mines financial records, reports, statements, and other documents required by law are properly filed and maintained; (3) exhibit the financial records of Mines to the Board upon the provision of reasonable notice; (4) submit a statement of the financial condition of Mines at all regular meetings of the Board and a complete financial report on an annual basis; and (5) perform all other duties incident to the office of Treasurer as well as such other duties as may be assigned by the Board or the Board Chairman from time to time.

IV. Advisory Members

As authorized by §23-41-104.6(5)(a), C.R.S. (2001), no fewer than nine and no more than fifteen non-voting, advisory members of the Board, as may be appointed by the Governor of Colorado from time to time, shall serve staggered, four-year terms. The advisory members, who need not be residents of Colorado, shall be representative of national and international industries as well as research and academic institutions. The advisory members, whose role shall be to provide advice to the Board in their areas of expertise and contribute to the development and enrichment of Mines, including but not limited to its academic and research programs, shall meet with the Board at least once per year.

V. Emeritus Trustees

Emeritus Trustees shall consist of a class of individuals who have previously served as Board members. Any person appointed by the Governor to serve as a Trustee of Mines, or elected to serve as a Student Trustee of Mines, shall become an Emeritus Trustee upon completion of the term or terms to which he or she was appointed or elected, regardless of whether his or her period of service as a Trustee shall have consisted of less than a full term. The term of service of an Emeritus Trustee shall be for life, unless the holder of such appointment shall resign. It shall be the right of Emeritus Trustees to continue their support of Mines' mission and programs through participation in Mines events and public representation of Mines.

VI. Committees

The Board may create standing and ad hoc committees, as the Board deems necessary to assist the members in performing their duties and responsibilities. The Chairman shall have the authority to appoint and remove members of such committees. Committee members shall serve two-year terms, and until

their successors are appointed and qualified. Generally, only voting members are eligible to serve on committees. The Chairman may, at his or her discretion, make changes to this structure as circumstances warrant.

VII. Regular Meetings

Regular meetings of the Board, which shall be open to the public, shall be held at least four times per calendar year in accordance with a public schedule that shall be revised and updated from time to time. Public notice of the time and place of such regular meetings shall be provided in accordance with applicable Colorado law. Regular meetings shall take place in the William K. Coors Board Room on the Mines campus in Golden, Colorado or such other place within the State of Colorado as may be specified in the meeting notice. Once a regular meeting has been convened, a majority of voting Board members in attendance can vote to adjourn or cancel the meeting.

VIII. Special Meetings

Special meetings of the Board, which shall be open to the public, may be held at any time and place within the State of Colorado at the call of the Board Chairman, three Board members, or the President of Mines. Public notice of the time, place and purpose of such special meetings shall be provided in accordance with applicable Colorado law. Once a special meeting has been convened, a majority of voting Board members in attendance can vote to adjourn or cancel the meeting.

IX. Quorum

At all meetings of the Board, any four voting members shall constitute a quorum for the transaction of business, and the vote of a majority of those present shall govern, but less than a quorum may adjourn a meeting at which a quorum is not present. A voting Board member shall be deemed present for the purpose of determining a quorum and conducting Board business if such Board member can hear Board proceedings and be heard by other Board members by means of a telephone conference call hook-up or other appropriate electronic method. If a Board meeting is held at which no officer is present, the quorum shall elect one of the present Board members to preside over the meeting.

X. Motions, Seconding and Voting on Actions

Only voting Board members may make and second motions, and vote on Board actions. Proxy voting is not permitted. If a non-voting Board member desires to bring to the Board's attention a particular motion or action item, the non-voting member is encouraged to solicit voting members to introduce or second a motion on his or her behalf.

XI. Executive Session

At any regular or special meeting, the Board may convene an executive session in conformity with all requirements prescribed by applicable Colorado law. Public notice of the time, place and purpose of such executive sessions shall be provided in accordance with applicable Colorado law. Executive sessions will be conducted in compliance with Colorado's Open Meetings Law, § 24-6-401, C.R.S. *et seq.*, and limited to the voting Board members and those parties expressly invited by the Board Chairman to participate in the sessions. Non-voting, advisory Board members will participate in executive sessions at the invitation of the Chairman. Once an executive session has been convened, a majority of voting Board members in attendance can vote to adjourn or cancel the session.

XII. Execution of Documents

All contracts, vouchers, warrants, orders for the payment of funds, or other documents requiring execution by the Board of Trustees shall be executed by the President of Mines and countersigned by the Board Chairman or Vice Chairman.

XIII. Fiscal Year

The fiscal year for the Board shall correspond to the fiscal year of Mines and shall commence on the first day of July of each year and end on the last day of June of the following year.

XIV. Amendment Procedure

These Bylaws, or any portion thereof, may be amended or repealed and new Bylaws enacted by a majority of the Board at any regular or special meeting, provided that notice of intention to consider revision of the Bylaws is given to each member of the Board not less than seven days prior to the meeting at which such action is to be considered.

XV. Repeal of Prior Bylaws

All previous Bylaws adopted by the Board, or any portions thereof, which may be in conflict herewith are hereby repealed.

Adopted March 5, 1942
Amended May 9, 1947
Amended November 8, 1957
Amended September 7, 1973
Amended October 10, 1975
Amended December 9, 1977
Amended December 14, 1990
Amended October 11, 2002
Amended June 8, 2006
Amended March 7, 2008
Amended October 24, 2008
Amended, January 29, 2010