

Bylaws of the Coalition of  
Urban and Metropolitan  
Universities

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## 1 Membership

### 1.1 Leadership

The Coalition of Urban and Metropolitan Universities (CUMU) is governed by the Board of Directors who are selected from Member Institutions. The business, property, and affairs of CUMU shall be managed by the Board of Directors.

### 1.2 Qualification for Member Institutions

Any university or college, regardless of size, that identifies its mission as being urban or metropolitan in nature and subscribes to the principles described in CUMU's "Declaration of Metropolitan Universities" is qualified to become a Member Institution of CUMU. Membership shall be signified by payment of membership dues annually.

### 1.3 General Rights and Powers

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the qualifications, rights, privileges, responsibilities, and the provisions governing acceptance, withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors.

### 1.4 Non-Transferability of Membership

No Member Institution may transfer a membership or any right arising therefrom. All rights of membership cease upon termination of the Member Institution's membership.

### 1.5 Termination of a Membership Institution

A membership may be terminated on occurrence of any of the following events:

- Resignation of a member,
- Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- Failure of a member to timely pay any dues or fees owed; or
- A member engaging in conduct materially and seriously prejudicial to the purposes and interests of CUMU as determined by a majority of the members of the Board of Directors then in office pursuant to procedures and policies as defined by the Board.

### 1.6 Non-Liability of Members

No Member Institution is individually liable for the debts, liabilities, or obligations of CUMU.

## 2 Board of Directors

### 2.1 General Powers

The Board of Directors will oversee the business, property, and affairs of CUMU. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of CUMU that is not required by law, CUMU's Articles of Incorporation, or these Bylaws to be taken by some other party.

### 2.2 Duties of Board of Directors Members

The Board of Directors is responsible for leadership and operational oversight of CUMU. It shall be the duty of the Board of Directors members to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- Provide oversight and approve the annual budget and ensure that proper financial controls are in place.
- Participate in overall planning processes and approve the strategic plan.
- Establish policies and procedures for the functioning of CUMU.
- Hire the Chief Executive Officer (CEO) and conduct a formal, written review of their performance and compensation on an annual basis.
- Publicly support the organization's mission, accomplishments, and goals.
- Recruit new board members and support the work of the board.
- Meet at such times and places as required by these Bylaws.

### 2.3 Membership

The Board of Directors shall be comprised of individuals who are the most senior leader of an independently accredited institution or is the senior person of a system that has accredited institutions. The Board membership shall then be composed of:

- Chair of CUMU
- Vice Chair-Treasurer of CUMU
- Secretary of CUMU
- Recent-Past Chair of CUMU
- Up to fifteen (15) Members-At-Large
- CEO of the Administrative Headquarters Institution (if CUMU has an affiliation agreement with a higher education institution), serving as an ex officio, non-voting member
- CEO of CUMU, serving as an ex officio, non-voting member

## 2.4 Tenure, Qualifications, and Duties

### 2.4.1 Chair

The Chair is elected by the Board of Directors to serve one term of two years in length. No person may serve as Chair for more than two consecutive terms. They may be re-elected only after an intermission from the office of Chair for at least one term. If a sitting Chair retires or relocates to a non-Member Institution, they vacate the office of Chair of CUMU in which case the Vice Chair will assume the Chair's role.

The Chair must ensure the continuous vitality of CUMU and offer active attention and leadership toward fulfillment of CUMU's mission. The Chair presides over meetings of the Board of Directors and may, with the consent of the Board, assign other Board members to committees or other roles that support CUMU.

### 2.4.2 Vice Chair-Treasurer

The Vice Chair-Treasurer is elected by the Board of Directors to serve a term of two years in length. No person may serve as Vice Chair for more than two consecutive terms. They may be re-elected only after an intermission from the office of Vice-Chair for at least one term. If a sitting Vice Chair-Treasurer retires from his or her CEO position or relocates to a non-Member institution, they vacate the office of Vice Chair-Treasurer of CUMU, in which case the Board of Directors will select another CUMU member to complete the term of office as Vice Chair-Treasurer. The Vice Chair-Treasurer is responsible for reporting to the Board the financial records.

In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice Chair-Treasurer shall perform the duties of Chair until the next regular election, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair-Treasurer shares the same responsibilities as the Chair for the vitality of CUMU and is also eligible to serve as Chair of any standing committee. The Vice Chair-Treasurer shall perform such other duties as from time to time may be assigned to the Vice Chair-Treasurer by the Chair or by the Board of Directors.

### 2.4.3 Secretary

The Chair of the Nominations Committee shall also serve as the Secretary. The Secretary shall present the minutes of the previous meeting to the Board for review and approval, periodically review the Policy and Procedure Manual and perform such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Directors.

### 2.4.4 CEO of the Administrative Headquarters Institution (if applicable).

The CEO of the Administrative Headquarters Institution shall serve as an ex-officio, non-voting member of the Board of Directors. The position is held continuously by the current CEO of the Administrative Headquarters Institution at the pleasure of the Board of Directors or until the institution resigns from its role as Administrative Headquarters Institution. The CEO of the Administrative Headquarters Institution may not simultaneously serve as either Chair or Vice-Chair-Treasurer of CUMU. The CEO of the Administrative Headquarters Institution may be assigned duties by the Chair or the Board of Directors.

## 2.4.5 Recent-Past Chair

The Recent-Past Chair shall serve a term of two years immediately following the conclusion of their term as Chair.

## 2.4.6 Members-At-Large.

Up to fifteen Members-At-Large are elected by the Board of Directors to serve for a term of two years in length.

## 2.4.7 Chief Executive Officer (CEO) of CUMU

The CEO serves an ex-officio, non-voting member of the Board of Directors.

## 2.5 Elections

As necessary due to resignations or end of terms of office, a Nominating Committee shall recommend candidates to the Board of Directors for election for the positions of Chair, Vice Chair-Treasurer, and Members-At-Large. The term shall commence immediately upon appointment or election and shall continue until the year in which that member's term is set to expire, or until their successors shall be duly elected.

## 2.6 Removal and Resignation of Board of Directors Members

Subject to the provisions of any relevant statutes, any member of the Board of Directors may be removed, with or without cause, by a majority vote of the Board of Directors whenever in their judgment the best interests of CUMU shall be served thereby. Any member of the Board of Directors may resign at any time by giving written notice to the Chair of the Board or the CEO of CUMU. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## 2.7 Vacancies

In the event of a vacancy in a position on the Board of Directors, other than Chair, the remaining members of the Board of Directors shall appoint a replacement from among the Member Institutions to complete the current term of the vacated office. A vacancy in the position of Chair shall be filled by the Vice-Chair-Treasurer. If a vacancy occurs in the position of Chair and Vice Chair-Treasurer, the position of Chair shall be filled by the Recent Past Chair until a new Chair is elected at CUMU's next regular annual meeting.

## 2.8 Regular Meetings

One regular meeting of the Board of Directors shall be held at CUMU's annual conference. The date of the regular annual meeting may be changed more than sixty (60) days preceding the date on which the regular annual meeting is to be held if consented to in writing or by resolution adopted by all Board members.

## 2.9 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Board of Directors members.

## 2.10 Notice and Waiver

Notice of any Board of Directors meeting shall be delivered personally, mailed, or sent by electronic mail to each Board of Directors member at the Board member's business address. The notice must be delivered at least thirty (30) but no more than sixty (60) days in advance of a regular meeting and fourteen (14) days in advance of a special meeting.

Any Board of Directors member may waive notice of any meeting by written statement sent by the Board of Directors member, signed before or after the holding of the meeting. The attendance of a Board of Directors member at a meeting constitutes a waiver of notice of such meeting, except where a Board of Directors member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## 2.11 Quorum

A majority of the Board of Directors members constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, the meeting may continue and agenda items may be discussed so long as no binding action is taken. A majority of the Board of Directors members present may adjourn the meeting from time to time without further notice. Substitutes or proxy votes at Board of Directors meetings are not permitted.

## 2.12 Attendance

A Board of Directors member's failure to participate in at least one of every three regular or special Board of Directors meetings will result in a review of the member's continuing participation on the Board of Directors. Members who cannot participate in a Board of Directors meeting must provide advance notice to the presiding officer. Proxy voting shall not be allowed.

## 2.13 Conduct of Board Meetings

The Chair shall conduct the meetings of the Board of Directors. In the absence of the Chair, meetings of the Board of Directors shall be presided over by the Vice Chair-Treasurer or, in the absence of each of these persons, by a Board of Directors member chosen by a majority of the Board of Directors members present at the meeting.

The Secretary or their designee shall act as secretary of all meetings of the Board of Directors, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by "Roberts' Rules of Order", or such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.



## 2.14 Manner of Acting

The act of the majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## 2.15 Compensation

Board of Directors members shall not receive any compensation for their service as Board members.

## 2.16 Presumption of Assent

A Board of Directors member who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Board of Directors member's dissent is entered in the minutes of the meeting or unless that member files a written dissent to such action with the person acting as the secretary of the meeting before its adjournment or forwards such dissent by registered mail to CUMU immediately after the adjournment of the meeting. This right to dissent shall not apply to a Board of Directors member who voted in favor of such action.

## 2.17 Participation By Electronic Conference

Meetings shall be held at mutually agreed places and times to encourage maximum participation. Meetings may be held in person or by any combination of audio, document, or video conferencing techniques. A Board of Directors member may participate in a meeting by an electronic conference or any similar method through which all persons participating in the meeting can hear and speak with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## 2.18 Board of Directors Action Without Meeting

Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all Board of Directors members consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All consents shall be filed with the minutes of the proceedings of the Board of Directors.

## 2.19 Filling More Than One Office

Any two offices of CUMU except those of Chair and Vice Chair-Treasurer may be held by the same person.

## 2.20 Evaluation of CEO

The Board of Directors will conduct a formal, written review of the CEO's performance yearly. As part of the review process, the executive and the board will discuss and formalize goals for performance for the next year.

## 2.21 Term Limits

Members of the board shall serve no more than five consecutive two-year terms of office. A board member may be elected to additional terms if they have not served on the board for at least one year.

## 3 Committees

Members of the Board of Directors appointed by the Chair shall solicit interest from CUMU Member Institutions to serve on committees and workgroups. The Board of Directors shall appoint the members to the committees for a designated term or based on a deliverable.

### 3.1 Nominating Committee

The Nominating Committee shall consist of at least three members of the Board of Directors who are all appointed annually by the Board Chair. The Nominating Committee is responsible for recommending candidates from CUMU Member Institutions for elected positions of the Board of Directors.

### 3.2 Executive Committee

The Executive Committee is composed of the Board Chair, Vice Chair-Treasurer, Recent Past Chair and Secretary. The CEO is an ex officio member of the Executive Committee.

The following are the powers and limits of the Executive Committee:

- Confer with the Chair of the Board and CEO and to recommend action on an emergency basis.
- Evaluate the CEO and finalizing the CEO's compensation and contract.
- Serves as a finance committee for the Board, with the responsibility of monitoring the CUMU's financial status and performance.
- May be delegated primary decision-making authority on Board matters upon approval by the Board of Directors.

The Executive Committee is empowered to exercise all the power of the Board of Directors when the Board is not in session, except that the Executive Committee shall not be permitted to:

- Authorize distributions.
- Approve or propose to the membership action that is required by applicable law to be approved by members, including but not limited to, amendments of the Articles of Incorporation, mergers, or dissolution of the CUMU.
- Fill vacancies on the Board of Directors or on any of its committees.
- Adopt, amend, or repeal the Bylaws.

### 3.3 Special Committees

CUMU shall have such other committees as may from time to time be designated by resolution of the Board of Directors for any purpose consistent with the mission of CUMU.

### 3.4 Committee Meetings

The chairperson of each committee is responsible for convening meetings of their committee, and for supporting the activities of the committee. The committee chairperson or designee must provide copies of agendas and minutes

of every committee meeting to the Secretary of CUMU. Members of the Board of Directors may attend committee meetings as non-voting participants.

The committee chairperson must give at least 5 days notice to all members of his or her committee of the date, time, and location of a committee meeting. Notice of any committee meeting shall be delivered personally, mailed, or sent by electronic mail, to each committee member and the Chair at those committee members' designated address. Any committee member may waive notice of any meeting by written statement sent by the committee member, signed before or after the holding of the meeting. The attendance of a committee member at a meeting constitutes a waiver of notice of such meeting, except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 3.5 Limitation on Powers of Committees

No committee shall have the power to (a) amend the Articles of Incorporation; (b) adopt an agreement of merger or consolidation; or (c) amend the Bylaws of CUMU.

## 4 Administrative Headquarters Institution, Annual Conference

### 4.1 Administrative Headquarters Institution

A CUMU Member Institution may be chosen by the Board of Directors through a competitive application process open to all CUMU member institutions, to serve as the Administrative Headquarters Institution of CUMU. The role of the Administrative Headquarters Institution will be defined by a contractual affiliation agreement that is signed between CUMU and the host institution and approved by the CUMU Board of Directors.

### 4.2 Annual CUMU Conference

CUMU shall hold and meet at a regular annual CUMU conference as approved by the Board of Directors.

## 5 Amendment of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by: (a) the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board of Directors.

Bylaws amended October 7, 2002

Bylaws amended October 03, 2005

Bylaws amended October 20, 2008

Bylaws amended October 12, 2009

Bylaws amended October 10, 2011

Bylaws amended October 28, 2013

Bylaws amended January 22, 2014

Bylaws amended October 24, 2016

# Bylaws of the Coalition of Urban and Metropolitan Universities



Bylaws amended October 23, 2022

Bylaws amended April 17, 2023

Bylaws amended February 1, 2024

Bylaws amended October 21, 2024