

## **LEBANESE AMERICAN UNIVERSITY BYLAWS**

### **Effective April 2, 2016**

One University, One Board of Trustees and One President

Lebanese American University is a not-for-profit institution (benevolent, charitable, literary and scientific, and medical) organized and operated exclusively for educational purposes, and no officer, employee, or any individual related to the institution shall receive, or be entitled to receive, any pecuniary profit from the operations thereof, except reasonable compensation for services under policies approved by the Board of Trustees.

### **Article I. Board of Trustees**

#### **I-A. Membership**

The Board of Trustees ("BOARD") shall consist of twenty-five (25) members, an odd number as provided in the Charter (referred to in these Bylaws as "Trustees" or "members of the BOARD"). At least two-thirds of the BOARD must be United States citizens. The majority of the BOARD must be United States citizens who maintain their permanent residence in the United States, including at least one resident in the State of New York. The BOARD shall include two members of the Presbyterian Church of the USA ("PCUSA"), and two members of the National Evangelical Synod of Syria and Lebanon ("Synod"). The BOARD shall be a free standing, self-perpetuating body and shall elect its members in three classes with three-year terms to ensure continuity of membership. In addition to the twenty-five (25) voting members of the BOARD, the President of the University, a representative of the Worldwide Ministries Division of the PCUSA, the General Secretary of the Synod, the Chairman of the Board of International Advisors and the Chair of the Faculty Senate shall serve as ex-officio members of the BOARD without vote.

In the event that the Board membership is to exceed 25, an additional PCUSA member of American citizenship shall be added to the BOARD, in accordance with the nomination and election procedures provided for in I-D below.

#### **I-B. Terms of Office for the BOARD**

Terms of office shall be for three years with members elected to one of three classes. A member may be re-elected for one consecutive three-year term. After serving two consecutive, three-year terms, members shall be ineligible for reelection for at least one year. BOARD members may continue their service as non-voting Emeritus members for life if they have served a total of ten years and if so elected by the BOARD. Persons elected to fill terms of one year or less shall be eligible to serve two additional consecutive three-year terms, while persons elected to fill terms in excess of one full year shall be eligible to serve for only one additional consecutive term of three years.

#### **I-C. Qualifications for Membership to the BOARD**

Members of the BOARD shall be selected on the basis of the leadership they can potentially give the University based on their record of performance in their chosen profession or occupation. The BOARD shall be composed of people who command respect; who shall be willing to serve the University within the framework of its mission and purpose; and who can contribute to the general development and growth of

the University. Members of the BOARD are generally expected to cover their own expenses in attending BOARD meetings, or have those expenses covered by the organization they represent on the BOARD. Should BOARD members be unable to cover BOARD meeting expenses as mentioned above, whether they recognize this before their election to the BOARD or during their term as BOARD members, then they should inform the President who will, in turn, inform the Nominating Committee of the matter. A decision will then be made by the BOARD based on the recommendation of said Committee as to whether or not these expenses shall be covered by the University.

#### **I-D. Nomination to the BOARD**

All nominations to the BOARD shall be made by the BOARD Nominating Committee. In any year in which there is a vacancy in a PCUSA or a Synod position on the BOARD, before the meeting of the BOARD held in the United States, the BOARD Nominating Committee shall receive from the PCUSA and the Synod nominations of two names for either vacant position. The Board Nominating Committee shall submit to the BOARD for election, at its September meeting, one of those names for the PCUSA or the Synod vacant position.

The BOARD Nominating Committee shall, during the September meeting, also submit to the BOARD for consideration and election a slate of officers and new BOARD members (one candidate proposed for each open position) whose terms shall begin in the ensuing year, effective October 1.

The BOARD Nominating Committee shall nominate for membership on the BOARD only those candidates who have indicated their willingness to serve; who meet the general requirements with regard to occupational and constituency distribution; who meet the leadership qualifications of paragraph I-C above; and who will give balance and continuity of leadership to the class for which they were nominated.

Candidates shall be interviewed by at least two members of the Committee, by an officer of the BOARD, or by the President of the University. A complete résumé should be available for evaluation by all members of the BOARD at least one week before the election is held.

There shall be no nominations from the floor.

Vacancies for unexpired terms shall be filled by the same procedure used for filling regular term nominations and shall normally be filled at the stated meeting of the BOARD held in September in the United States.

#### **I-E. BOARD Elections**

Election of Trustees shall be made by secret ballot and shall take place at the September stated meeting of the BOARD held in the United States. To be elected, a candidate must receive a majority vote of the voting membership of the BOARD. There shall be no nominations from the floor.

If one or more vacancies is not filled due to the fact that a candidate does not receive a majority vote initially, the following election procedure referred to as the "Backstop Election Process" shall apply: During the same meeting, a period of discussion shall be provided after which a second vote shall be held on the same candidate(s) for the vacancies. If any vacancies remain after the second vote, the BOARD shall take a temporary recess, and the Nominating Committee shall meet to consider the nomination of candidates for the remaining vacancies (all members of the BOARD may attend such meeting). Upon the adjournment of the Nominating Committee's meeting or if the Nominating Committee has not reached a resolution within

thirty (30) minutes, the BOARD shall reconvene and shall hold an election for any candidates nominated by the Nominating Committee to fill vacancies, shall hold a second vote if the first vote does not fill the vacancies, and then regardless of the outcome of the elections shall then continue its meeting with other business. If any vacancies remain after this process during the meeting, a special meeting of the BOARD shall be held by telephone within 30 days for the purpose of electing new Trustees, and, prior to such meeting, the Nominating Committee shall meet, solicit input from the Trustees, and nominate candidates. At the special meeting, up to two votes shall be taken on candidates nominated by the Nominating Committee. Any vacancies remaining after the special meeting shall remain open until the next BOARD meeting, at which time elections shall be held to fill such vacancies in accordance with this Section I-E, even though such meeting is not the September meeting.

Election of officers and Chairs of Standing Committees as well as the membership of Standing Committees shall also take place at the September stated meeting of the Board held in the United States. Procedures for the election of officers are described in Section IV-B, and procedures for the election of Chairs of Standing Committees and appointment of Trustees to committees are described in Section VI-C.

The term of office of each new Trustee shall begin on the later of the first day of October, following the September meeting of the BOARD, or the date such Trustee is elected at a special or other regular meeting.

The composition of the Executive Committee shall be announced at the regular September meeting upon the completion of the elections subject to finalization should the Backstop Election Process be invoked.

## Article II. Duties of the BOARD

### II-A. General Duties of the BOARD

The BOARD shall be responsible for seeing to it that the mission and purpose of the University are met organizationally, administratively, educationally, spiritually, socially, financially, that adequate facilities are provided, and that a policy framework is established within which the program of the University can be developed and administered by the staff. The BOARD shall have the following prime functions:

1. ***Leadership*** - The BOARD shall utilize its unique position:
  - a. To select and support or remove the President of the University;
  - b. To ensure that an adequate statement of mission and purpose is established;
  - c. To assure that an adequate long range plan for the University is developed; and
  - d. To assume personal responsibility for assisting in the fund-raising activities of the University through personal giving, through developing contacts with other donors, and through a willingness to persuade others to become donors.
  
2. ***Stewardship*** - The BOARD shall oversee the management of the University:
  - a. To ensure that the institution utilizes the resources at its disposal to further its mission and purposes; and

- b. To ensure that assets are managed effectively and there are adequate safeguards to protect the future of the University.
3. **Audit** – The BOARD shall use external standards to evaluate the performance of the institution by:
  - a. Benchmarking the academic standards of the faculty against the standards of similar institutions, using outside specialists when necessary and appropriate.
  - b. Assessing the financial health of the institution through the traditional annual audit and through comparative data from other institutions; and
  - c. Devising means for assessing the management performance of the administrative staff, utilizing outside consultants when necessary or by redefining the annual audit to include management auditing.

## **II-B. Selection of the President**

The BOARD shall meet to elect the President of the University. The term of office for the President shall normally be for four years subject, however, to a formal review after three years by a committee of the BOARD. Appointment for additional terms of up to four years per term may be made by agreement of a majority of the voting membership of the BOARD.

The procedure for selection of the President shall be as follows:

1. The BOARD shall appoint a presidential search committee composed of at least six voting BOARD members, including the BOARD Chairman as Chair of said Committee, and Vice-Chair, plus one additional member elected from each of the following: the Alumni Association, the Faculty, and the Board of International Advisors.
2. This Committee shall advertise for the position in designated outlets, request the names of candidates from other members of the BOARD, the Faculty, the Alumni Association, the related churches, from other educational institutions, and may also seek assistance of professional firms.
3. Any BOARD member may submit nominations to the Presidential Search Committee up to the deadline set by the Committee, but no nominations will be accepted from the floor during elections.
4. The Committee shall select one name from among those nominated and present that name with an accompanying résumé to the BOARD at least one month prior to the meeting of the BOARD set for the final selection.
5. The election of the President shall be held by secret ballot. To be elected, a candidate must receive at least a two-thirds vote of the members of the BOARD present at a duly constituted meeting provided that such vote is equal to or exceeds a majority of the voting membership of the BOARD. Trustees shall not be authorized to vote by proxy. If the required majorities are not achieved, the Presidential Search Committee shall be reconvened and the process repeated.

### **II-C. Removal of the President**

The President may be removed from office only by vote of two-thirds of the Trustees present at a duly constituted meeting, provided that such vote in favor of removal is equal to or exceeds a majority of the voting membership of the BOARD.

### **II-D. Approval of Administrative Officers and Faculty**

The BOARD shall act on the appointment of the Vice Presidents and the General Counsel upon the recommendation of the President. These officers will serve at the pleasure of the President, for a term of four years, subject to favorable yearly reviews. The term of appointment may be renewed upon the consent of all involved parties. Also, and upon the recommendation of the President, the Board shall approve the appointment of the Deans whose term of appointment shall be up to four years, subject to favorable yearly reviews. The Director of Internal Audit shall be appointed based on the recommendation of the President and the Audit Committee and then the approval of the BOARD. The BOARD shall also approve all long-term appointments, promotions and long-term leaves of faculty members, upon the recommendation of the President of the University.

### **II-E. Other Approvals**

The BOARD shall approve the long-range plan, the income budget, the expense budgets of all funds, non-budgeted expenditures, inter-fund transfers, changes in fees, changes in salary schedules, changes in the total number of employees, and the acquisition, use or disposal of all assets including funds, lands, buildings or major pieces of equipment.

## **Article III. Meetings of the Board**

### **III-A. Stated Meetings**

The BOARD shall hold two stated meetings each year.

### **III-B. Special Meetings**

Special meetings of the BOARD may be called by the Executive Committee of the BOARD, or upon the written request of three voting members of the BOARD. Notice and agenda of such meeting must be given at least 10 days in advance of such a meeting. Emergency meetings of the BOARD may be called by its Chair with less notice if the nature of the emergency justifies such action.

### **III-C. Quorum for the Board of Trustees Meetings**

A quorum of the BOARD shall consist of a majority of the actual filled seats, discounting any vacancies. Trustees may participate in and act at any meeting of the BOARD through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Trustees shall not be authorized to vote by proxy.

### **III-D. Executive Sessions of the Board of Trustees**

An Executive Session during a meeting of the BOARD shall be defined as a meeting of the voting members of the BOARD with the understanding that the President of the University will also attend all Executive Sessions of the University except when his own personal relationship to the University is under consideration.

### **III-E. Meeting Place**

The BOARD shall hold at least one of the stated meetings per year in the United States, normally the September meeting when new membership, officers of the BOARD, and Chairs of BOARD committees, and Executive Committee of the BOARD, are elected, with their term in office becoming effective on October 1. The other stated meeting of the BOARD each year shall, if possible, be held in Lebanon, at one of the campuses of the University, unless the BOARD decides to meet outside of Lebanon from time to time, especially in case of compelling circumstances.

## **Article IV. Officers of the BOARD**

### **IV-A. Enumeration and Term**

The officers of the BOARD shall be the Chair, the Vice-Chair, and Secretary of the BOARD. Such officers shall be elected for one three-year term, which term may carry over without need for re-election as an officer into a Trustee's second term as a Trustee. Terms of office of officers shall begin on the later of the first day of October, following the September meeting of the BOARD, at which an officer is elected or the date the Trustee is elected as an officer at a special or other regular meeting. If no Trustee is elected under Section IV-B to succeed any officer, the current officer's term shall be extended beyond three years until the earlier of the time a successor is elected or such officer's term as a trustee ends. If a Trustee is elected as an officer for a term beginning other than on an October 1, the officer's three-year term shall end on the September 30 on or before the third anniversary of such officer's election. Further, an officer's term shall end if his or her term as Trustee ends for any reason.

### **IV-B. Election of Officers**

Elections of officers shall be made by secret ballot and shall take place at the September stated meeting of the BOARD held in the United States. To be elected, a candidate must receive a majority vote of the voting membership of the BOARD. There shall be no nominations from the floor. If, following such vote, a vacancy in the officers' positions remains because one or more candidates does not receive a majority vote initially, the BOARD shall follow the Backstop Election Process set forth in Section I-E to fill any remaining vacancies. Should a special meeting be required to elect officers, the Nominating Committee may nominate newly-elected Trustees to be officers.

If an officer position becomes vacant between meetings of the BOARD and a stated meeting is not scheduled to occur within 30 days, the Nominating Committee shall advise Trustees of the vacancy, solicit recommendations for Trustees to assume the vacant officer position and meet to select a new nominee

within 15 days of the day the BOARD is advised of the vacancy, and a special meeting of the BOARD shall be held by telephone within 10 days of the Nominating Committee's meeting to elect an officer to fill such vacancy.

#### **IV-C. Chair of the BOARD**

The Chair shall preside over meetings of the BOARD, and shall perform the usual duties of the presiding officer. The Chair shall have the right to vote on all questions on which a vote is taken and shall perform the duties of the Chair's office as instructed by the BOARD. The Chair shall be a member of the Nominating Committee, and a member and the Chair of the Presidential Search Committee, the Executive Committee, and the Legal and Compensation Committee.

#### **IV-D. Vice-Chair of the BOARD**

The Vice-Chair shall perform the duties of the Chair in the Chair's absence or at the Chair's request and such other duties as may be assigned from time to time. The Vice-Chair shall be a member of the Presidential Search Committee and the Executive Committee.

#### **IV-E. Secretary of the BOARD**

The Secretary shall be a member of the Executive Committee of the BOARD. The Secretary shall assume responsibility for the accurate recording and distribution of the minutes of the BOARD and Executive Committee meetings, for notifying the BOARD members of the time, place and agenda of all regular and special meetings of the BOARD and the Executive Committee (the Secretary may delegate these duties, but not the responsibility, to one or more members of the Administration).

#### **IV-F. Additional Officers**

Additional officers such as an Assistant Secretary or an additional Vice-Chair may be elected by the BOARD, to serve the needs of the University and meet the BOARD responsibilities.

### **Article V. Executive Committee of the BOARD**

#### **V-A. Membership**

The Executive Committee shall consist of the Chair, the Vice-Chair, and the Secretary and all the Chairs of the Standing Committees of the BOARD, and one (1) ex-officio member of the Board of International Advisors without vote. In the event that the Executive Committee does not have a Synod member as a voting member then the ex-officio member of the Executive Committee shall be a Synod member from the Board of International Advisors. The Chair of the BOARD shall act as Chair of the Executive Committee. The President of the University shall serve as an ex-officio member of the Executive Committee, without vote. At no time shall the Executive Committee consist of fewer than five (5) Trustees with vote. Teleconference meetings, where all participants can communicate with each other, are permitted. No member (other than an ex-officio member) may serve on the Executive Committee for more than three (3) consecutive years in the same capacity. For this purpose, each of the Chair, Vice Chair, and Secretary positions is considered a separate capacity, and the total service by a Trustee in the capacity of Chair of one

or more Committees over consecutive time periods is considered as one capacity.

### **V-B. Authority**

The Executive Committee shall have the authority to act on behalf of the BOARD between meetings, within the limitations set forth by New York law.

### **V-C. Duties and Procedures**

1. The presence of five voting members of the Executive Committee shall be considered a quorum.
2. Between meetings of the BOARD, the Executive Committee shall act on behalf of the Board with all of its authority and meet as necessary, shall perform the usual functions of an Executive Committee, shall see that the policies and programs of the BOARD are implemented, and shall exercise all powers of the BOARD which are neither inconsistent with the Constitution or By-Laws and policies of the BOARD itself, New York law, nor with the delegated responsibilities of the Standing Committees of the BOARD. All actions of the Executive Committee are subject to review and ratification, if requested by the BOARD or Executive Committee.
3. Any member of the BOARD who is not a member of the Executive Committee may attend any meeting of the Executive Committee and take part in the discussions, but cannot vote.
4. The agenda and minutes of all Executive Committee meetings shall be circulated to all members of the BOARD.
5. The Executive Committee shall sit in Judicial Session for matters pertaining to dismissal of any faculty or staff member and other matters of major importance to the University upon appeal through the President from individuals through the appropriate Council and/or through the President's Cabinet.
6. Any action of the Executive Committee may be challenged by the written petition of 5 members of the BOARD. In case of challenge, such action will be suspended pending review by the full BOARD at its next regular or special meeting. In cases where a delay in the action in question would be considered by the Executive Committee to be detrimental to the interests of the University, the action may be carried out by the Executive Committee; upon completion of full discussion of the action by the BOARD any reversal of the vote of the Executive Committee will be regarded as a vote of censure.
7. Members of the Executive Committee may participate in and act at any meeting of the Executive Committee through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.



**Article VI. Standing Committees of the BOARD**

**VI-A. Enumeration and Term**

The BOARD shall constitute the Standing Committees set forth below from among members of the BOARD to carry out certain responsibilities as described in the respective Charter of each Standing Committee as approved by the BOARD. Each Standing Committee shall have at least three (3) members unless a higher number is provided in these Bylaws or the Charter of such Standing Committee. The administrative officer listed opposite each Committee will be assigned to meet with that Committee, serve as its secretary, and coordinate its activities with the work of the appropriate University Councils and staff members. Minutes of all Committee meetings are to be recorded and presented for review at the next meeting of the BOARD. The BOARD may constitute such additional Standing Committees as it deems advisable in the administration and conduct of the affairs of the University.

<b><u>Standing Committee</u></b>	<b><u>Administrative Officer Assignment</u></b>
Nominating Committee	President
Planning & Finance Committee	Vice President, Human Resources & University Services and Vice President, Finance
Audit Committee	Director of Internal Audit
Investment Committee	Vice President, Finance
University Advancement & Relations Committee	Vice President, University Advancement
Academic Affairs Committee	Provost
Health Services Committee	President, Provost, and General Counsel
Student Development & Enrollment Management Committee	Vice President, Student Development and Enrollment Management
Legal & Compensation Committee	General Counsel

**VI-B. Committee Assignments**

Committee assignments shall be recommended by the Chair of the BOARD after consultation with the President and approval by the Nominating Committee for final BOARD approval during its meeting in the United States.

**VI-C. Committee Chairs**

Except for officers who are designated to serve ex-officio as Chairs of certain Standing Committees as provided in these Bylaws or in the Charter of such Standing Committee, a Chair shall be elected from the membership of each Standing Committee for one (1) term of up to three (3) years, which term may carry over without need for re-election as an officer into a Trustee's second term as a Trustee and for so long as such Trustee remains a member of such Committee. Due to the three (3) year restriction for a Trustee (other than an officer) to serve on the Executive Committee in the capacity as a Chair of any Standing Committee,

a Trustee is limited to a maximum of three (3) consecutive years as a Chair of one or more Standing Committees. If the Committee assignments recommended by the Nominating Committee would cause a Committee to be without a Chair, or if the three-year term of a current Committee Chair is expiring and the Committee has not already elected a new Chair to take office at the end of the current Chair's term, the Nominating Committee shall propose a Chair for the Committee, and the BOARD may elect such Chair during the September meeting. A Committee may appoint a new chair at any time, including to substitute a different member of the Committee for the chair selected by the Board at the September meeting.

### **Article VII. Special and Ad Hoc Committees**

The BOARD may establish such ad hoc or special committees as necessary to fulfill their responsibilities provided the assignments given such committees are not already covered in the responsibilities of the Standing Committees listed in Article VI. Ad hoc or special committees may be composed of BOARD members and/or non-members. Such committees are subject to the same regulations as the Standing Committees and must report their findings and recommendations to the BOARD.

### **Article VIII. The BOARD and the Administration**

#### **VIII-A. President**

The President shall be the executive, administrative and academic head of the University with full responsibility and authority for giving leadership to the operation of the University within the framework of the Constitution and By-laws and under the guidance and policies of the BOARD. The President shall be directly responsible to the BOARD and shall be expected to give staff support to the BOARD in fulfilling its responsibilities to the Board of Regents of the University of the State of New York. The President shall be an ex-officio member without vote on both the BOARD and the Board of International Advisors, and on all official committees and councils of the two boards and of the University.

The President, in consultation with the President's Cabinet shall approve the proposed University Councils and committee structures and personnel assignments as necessary for the responsible participation by members of the faculty, staff, student body and other constituencies in the decision making process of the University and in the implementation of its program. The President shall be responsible for reviewing all actions to ensure compliance with the policies, rules and regulations governing the University and shall take such action, including veto, as the President deems necessary and informs the body concerned.

When the President is absent or temporarily incapacitated, the President shall appoint the Provost or one of the Vice Presidents to act on the President's behalf. In case of emergency absenteeism or upon the sudden death of the President, a Committee of the Provost and Vice Presidents, chaired by the Provost, will assume the duties of the Presidency until the BOARD appoints an acting President by a majority of the voting membership of the BOARD in a duly constituted meeting, or the BOARD elects a new President in accordance with Article II-B.

### **VIII-B. Provost**

The Provost shall give leadership and supervision to the educational program of the University, both inside and outside the classroom and shall preside at Faculty meetings. The Provost shall be a member of the President's Cabinet, the University Planning Council and chair the Council of Deans. The Provost shall be the secretary of the Academic Affairs Committee of the BOARD.

The Provost will also develop and supervise the Continuing Education Program of the University.

### **VIII-C. Vice President for Student Development and Enrollment Management**

The Vice President for Student Development and Enrollment Management shall give leadership and supervision to the student service programs of the University, which includes student recruitment, entrance exams, admission, registration, financial aid, retention, student life, graduation and student housing. The Vice-President for Student Development and Enrollment Management shall be a member of the President's Cabinet, the University Planning Council and the Student Affairs Council. The Vice President for Development and Enrollment Management shall be the secretary of the Student Development and Enrollment Management Committee of the BOARD.

### **VIII-D. Vice President for Finance**

The Vice President for Finance shall give leadership and supervision to the over-all financial functions of the University. The Vice President for Finance shall be a member of the President's Cabinet and the University Planning Council. The Vice President for Finance shall be the secretary of the Investment Committee and the co-secretary of the Planning and Finance Committee of the BOARD.

### **VIII-E. Vice President for University Advancement**

The Vice President for University Advancement shall give leadership and supervision to the healthy growth of the university by devising and carrying out programs of fundraising and relations with alumni, current and potential donors, churches, governments and other constituencies of the University all over the world. The Vice President for University Advancement shall be a member of the President's Cabinet and the University Planning Council. The Vice President for University Advancement shall be the secretary of the University Advancement Committee of the BOARD

### **VIII-F. Vice President for Human Resources and University Services**

The Vice President for Human Resources and University Services shall provide strong leadership and supervision in the Human Resources, Facilities, Planning, and other University services. The Vice President for Human Resources and University Services shall be a member of the President's Cabinet and the University Planning Council. The Vice President for Human Resources and University Services shall serve as the co-secretary of the Planning and Finance Committee of the Board.

### **VIII-G. Administrative Officers**

The BOARD shall approve the appointment of the Provost and Vice Presidents, and the General Counsel upon the recommendation of the President. These officers will serve at the pleasure of the President, for a term of four years, subject to favorable yearly reviews. The term of appointment may be renewed upon the

consent of all involved parties. Also, and upon the recommendation of the President, the Board shall approve the appointment of the Deans whose terms of appointment shall be up to four years, subject to favorable yearly reviews. The Director of Internal Audit shall be appointed based on the recommendation of the President and the Audit Committee and then the approval of the BOARD. Withdrawal of support of any of those major administrative officers by the President must, with the approval of the Executive Committee of the BOARD, result in removal or suspension of such administrative officers from office. Reassignment, with adjustment of salary or termination of the services of such administrators, is to be decided by the President and approved by the Executive Committee of the BOARD. Other administrative staff and faculty personnel will be appointed by the appropriate supervisors with the approval of the President. The President shall be responsible for seeing that the duties of all administrative staff members are defined in suitable written form.

#### **VIII-H. President's Cabinet**

The President's Cabinet is chaired by the President and composed of the President, the Provost, and the Vice Presidents.

The main function of the President's Cabinet is ensuring that the University is successfully meeting its mission, vision and goals.

The President's Cabinet acts as a consulting and an advisory body to the President on all short and long term matters that affect the well-being of the University.

The President's Cabinet assists the President on the following:

1. Formulating University Plans and Policies.
2. Overseeing the daily affairs of the University.
3. Enabling successful leadership throughout the University that reflects trust, integrity, openness, accountability and timely responsiveness.
4. Dealing with all urgent matters that may affect the proper running of the University.

#### **VIII-I. Council of Deans:**

The Council of Deans, chaired by the Provost, is the chief academic advisor to the President. It is composed of the School Academic Deans and the Dean of Graduate Studies and Research. Academic Assistants to the Provost are ex-officio non-voting members of the Council.

The Council is:

- An advisory and recommendatory body to the Provost and the President on the academic programs, processes and procedures, and on administration of academic services and other university affairs.
- A liaison body between the heads of the academic units of the University, for the purpose of promoting discussion and exchange of ideas on the effective management of their schools

### **VIII-J. University Planning Council:**

The University Planning Council (UPC) shall be composed of the President, the Provost and Vice Presidents, the General Counsel, the Deans, the Deans of Students, the Assistant Vice Presidents, the Director of University Institutional Research, the Chair and the Vice Chair of the Faculty Senate, the Chair and the Vice Chair of the Staff Advisory Council, and the Vice President of the University Student Council.

The UPC will meet quarterly to discuss and provide advice to the President on all matters relating to long and mid-term planning and strategic and conceptual University directives and goals.

The UPC will serve as the University's collective think tank, bringing all the entities together to discuss and develop methods and means that will assist the University in achieving its mission, vision and goals. The President will Chair this Council, and set its agenda and meeting dates.

### **VIII-K. Student Affairs Council:**

The Student Affairs Council is composed of the Deans of Students, the Registrars, two representatives from the Senate, the two Assistant Provosts for Academic Affairs, and the Vice President of the University Student Council. This Council is chaired by the Vice President for Student Development and Enrolment Management.

The Council will function as an advisory and recommendatory body to the Vice President for Student Development & Enrolment Management and the President, on all matters that affect the student's welfare, and the quality of services provided to them, and any other matter related to student life.

The Council will serve as a liaison with all the offices of student services, and other university offices, regarding matters that affect student life on campus, to foster and promote discussion, and exchange of ideas, on how to best serve our students in a healthy and productive atmosphere.

## **Article IX. The BOARD and the Faculty**

### **IX-A. Membership**

The Faculty of the University shall consist of all teaching personnel, the major administrative officers, and all professionally trained University librarians.

### **IX-B. Duties**

The Faculty, through the Deans, Provost and the President, shall be responsible for the academic standards and program of the University and shall take the steps necessary to assure such standards through the use of and comparison with generally accepted international standards.

### **IX-C. Organization**

The Faculty shall be organized, along with key staff personnel and students, into a committee or council structure allowing them to develop the expertise necessary to exercise their responsibility in giving leadership to the educational program of the University, both inside and outside the classroom.

### **IX-D. Faculty By-Laws**

Faculty By-laws shall be established to define the structure and procedures by which the Faculty shall provide leadership to the University and shall be approved by a majority of the voting membership of the BOARD.

## **Article X. Board of International Advisors**

### **X-A. Membership of the Board of International Advisors**

The Board of International Advisors shall consist of up to twenty-five (25) members as follows: two (2) members appointed by the Nominating Committee as specified in Article X-D from nominees selected by the Synod; the President of the Alumni Association; and the remaining twenty-two (22) members appointed by the Nominating Committee as specified in Article X-D. The Board of International Advisors shall be appointed in three classes with three-year terms to ensure continuity of membership.

The additional three (3) members listed below shall serve as ex-officio members without vote:

1. The General Secretary of the Synod
2. The President of the University
3. The Elected Representative of the Teaching Faculty of the University.

### **X-B. Terms of Office for the Board of International Advisors**

Terms of office shall be for three years with members elected to one of three classes. A member may be re-elected for one consecutive three-year term. After serving two, three-year terms, members shall be ineligible for reelection for at least one year. Board of International Advisors members may continue their service as non-voting Emeritus members for life if they have served a total of ten years and if so elected by the Board of International Advisors. Persons elected to fill terms of one year or less shall be eligible to serve two additional consecutive three-year terms; persons elected to fill terms in excess of one full year shall be eligible to serve for only one additional consecutive term of three years.

### **X-C. Qualifications for the Board of International Advisors**

Members of the Board of International Advisors shall be selected on the basis of the leadership they can potentially give the University based on their record of performance in their chosen profession or occupation. The Board of International Advisors shall be composed of people who command respect; who shall be willing to serve the University within the framework of its purpose; and who can contribute to University development matters. Members of the Board of International Advisors are generally expected to cover their own expenses in attending Board of International Advisors meetings; in exceptional cases the organization nominating a Board of International Advisors member or the University may cover the expenses of such nominee.

### **X-D. Nominations to the Board of International Advisors**

The Nominating Committee of the Board of International Advisors shall consist of the Nominating Committee of the BOARD and the Chair of the Board of International Advisors. In any year in which there is a vacancy in a Synod position on the Board of International Advisors, the Nominating Committee of the Board of International Advisors shall receive from the Synod nominations before the annual meeting of the Board of International Advisors two names for each of the Synod vacant positions. The Nominating Committee of the Board of International Advisors shall appoint one of those individuals to the Board of International Advisors. In addition, the Nominating Committee of the Board of International Advisors shall appoint suitable nominees for the at-large vacancies to the Board of International Advisors.

### **X-E. General Duties of the Board of International Advisors**

The Board of International Advisors shall act as an advisor to the President, to the BOARD and the Executive Committee of the BOARD on policies of the University. The Board of International Advisors serves an important and integral function in the life of the University. The Board of International Advisors will be comprised of individuals of distinction who will bring their considerable talents, experience and wisdom to assist in furthering the mission of the University.

The Board of International Advisors is charged with enhancing the visibility and reputation of the University. It shall serve as a critical resource and will provide in an advisory capacity input and guidance to the Board of Trustees, President, and senior management on matters relating, but not confined to:

1. Academic Programming, particularly cross-border and jointly sponsored academic programs;
2. Development and Advancement, particularly the identification of new sources of giving;
3. Alumni Relations;
4. Community Relations; and
5. Recruitment.

#### **X-F. Meetings of the Board of International Advisors**

The Board of International Advisors shall hold two or more meetings each year.

#### **X-G. Special Meetings of the Board of International Advisors**

Special meetings of the Board of International Advisors may be called upon the written request of three members.

#### **X-H. Quorum of the Board of International Advisors**

A quorum shall consist of a majority of the actual filled seats of the Board of International Advisors. Members of the Board of International Advisors may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### **X-I. Officers of the Board of International Advisors**

The officers of the Board of International Advisors shall be the Chair, the Vice-Chair, and Secretary of the Board of International Advisors. They shall be elected for one three-year term or until the end of the member's term on the Board of International Advisors, whichever is less.

#### **X-J. Chair of the Board of International Advisors**

The Chair shall preside over meetings of the Board of International Advisors, and shall perform the usual duties of the presiding officer. The Chair shall have the right to vote on all questions on which a vote is taken and shall perform the duties of the Chair's office as instructed by the Board of International Advisors.

#### **X-K. Vice-Chair of the Board of International Advisors**

The Vice-Chair shall perform the duties of the Chair in the Chair's absence or at the Chair's request and shall perform such duties as may from time to time be assigned to the Vice-Chair.

#### **X-L. Secretary of the Board of International Advisors**

The Secretary shall assume responsibility for the accurate recording and distribution of the minutes of the Board of International Advisors' meetings and for notifying the members of the Board of International Advisors of the time, place and agenda of all regular and special meetings of the Board of International Advisors (the Secretary may delegate these duties, but not the responsibility, to one or more members of the Administration).

#### **X-M. Special Committees of the Board of International Advisors**

The Board of International Advisors may establish such ad hoc or special committees as necessary to fulfill its responsibilities.



### **Article XI. Indemnification**

The University shall indemnify members of the BOARD and the Board of International Advisors to the fullest extent permitted by New York law. The University will also purchase available insurance to indemnify all BOARD members against expenses actually and necessarily incurred by them, including legal fees, in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of having been a member of the BOARD.

### **Article XII. Amendments to the By-Laws**

Amendments to the By-laws, which are consistent with the Charter, may be made only by an affirmative vote of two-thirds of the voting membership of the BOARD. If such a majority is not secured, a second meeting should be called after a minimum of thirty (30) days and at the second meeting the BOARD may pass the same amendments to the By-laws discussed at the first meeting by a majority of the voting membership of the BOARD.

### **Article XIII. Validity of Remaining Provisions**

If any provision of these By-laws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining provisions shall not be affected.

### **Article XIV. Effective Date**

The foregoing By-laws of Lebanese American University are effective as of April \_\_\_\_, 2016. These By-laws were originally effective as of June 8, 2003, and were previously amended September 25, 2004; May 12, 13, and 14, 2005; March 9 and 10, 2006; September 14 and 15, 2006; March 8 and 9, 2007; September 6 and 7, 2007; March 24 and 25, 2011; March 23 and 24, 2012; March 27 and 28, 2014; and March 19 and 20, 2015.