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## Board of Supervisors

LOUISIANA STATE UNIVERSITY BOARD OF SUPERVISORS

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### BYLAWS

*Effective December 11, 2025*

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# BYLAWS OF THE LSU BOARD OF SUPERVISORS

## ARTICLE I. DEFINITIONS

### **The Board of Supervisors of Louisiana State University and Agricultural and Mechanical College**

The “Board of Supervisors of Louisiana State University and Agricultural and Mechanical College” or “Board” as used in the **Bylaws**, shall refer to the governing Board of the University and shall be composed of the Board of Supervisors, duly appointed and qualified as provided by law.

### **Louisiana State University System**

The terms “LSU System” or “System,” when used in these **Bylaws**, shall refer to the collection of institutions, academic programs, facilities, and other assets governed by the Board of Supervisors. The Board of Supervisors is invested by law with the authority to organize the System as necessary to achieve its mission of delivering instruction, conducting research, facilitating scholarly activity, and performing service and outreach to Louisiana. The institutions of the System are:

1. Louisiana State University and Agricultural and Mechanical College (“LSU”), the premier flagship university for the state, which shall also include:
  - a. Louisiana State University Agricultural Center
  - b. Louisiana State University Health Sciences Center – New Orleans
  - c. Louisiana State University Health Sciences Center – Shreveport
  - d. Pennington Biomedical Research Center
2. Louisiana State University at Alexandria.
3. Louisiana State University at Eunice.
4. Louisiana State University at Shreveport.
5. Any other college, university, school, institution, or program now or hereafter under the supervision and management of the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College.

### **President**

The term “President,” as used in these **Bylaws**, shall refer to the duly appointed President or acting President of the LSU System, who shall be the chief executive officer of the System and shall also be Secretary to the Board of Supervisors.

### **Chancellor**

The term “Chancellor,” as used in these **Bylaws**, shall refer to the chief executive officer of an institution or major administrative subdivision of the System as designated by the Board.

### **Business Day**

The term “business day” as used in these **Bylaws**, shall refer to the business days as set by the LSU calendar.

### **System Officer**

The term “System Officer” shall be an executive official who reports directly to the President, to the Board, or jointly to the Board and the President, and has System-wide responsibilities.

## **ARTICLE II. OFFICERS AND STAFF OF THE BOARD**

### **Section 1. Chair, Vice Chair, and Immediate Past Chair**

Louisiana Constitution, Article VIII, Section 7, creates the LSU Board of Supervisors which "shall supervise and manage the institutions, statewide agricultural programs, and other programs administered, through its system." The uncommonly broad grant of constitutional authority allows the LSU Board of Supervisors to exercise broad jurisdiction, control, and authority over each and every aspect of the LSU System, including the structure, organization, personnel, assets, and activities of all institutional components of the System.

The Chair of the Board ("Chair") shall be appointed by the Governor in accordance with Louisiana R.S. 42:4. The Chair of the Board shall preside over all meetings of the board, serve as an ex officio member of all committees, name the appointive members of all standing and special committees of the Board, fill all vacancies in the membership of such committees, and conduct an annual self-evaluation of the Board in accordance with the provisions of these Bylaws.

The Vice Chair of the Board shall perform the duties of the Chair in the absence of the Chair. The Immediate Past Chair shall perform the duties of the Chair in the absence of the Chair and the Vice Chair.

In the event all three such officers are absent from a Board meeting, the Board shall elect a temporary chair from those present to preside over such meeting.

The Board shall elect its Vice Chair at the first regular meeting in the third quarter of each calendar year. The Vice Chair shall serve for a one-year term or until his successor is elected. Candidates for Vice Chair shall have served as a Supervisor for a minimum of two years prior to taking office. A majority of Supervisors present and voting shall be required for the Vice Chair election.

At the end of the Chair's term, the Chair shall automatically become the Immediate Past Chair and shall serve until his successor completes his term and Chair.

Should a vacancy occur in the office of Chair, the Vice Chair will act as Chair until a subsequent Chair is appointed. Should a vacancy occur in the office of Vice Chair, the Board, shall elect a successor from its membership. Should a vacancy occur in the position of Immediate Past Chair, it shall not be filled again until the Chair completes their term and then becomes the Immediate-Past Chair.

### **Section 2. Secretary and Office Staff**

The President shall be the Secretary to the Board, its Executive Committee, and other standing and special committees. There shall be administrative support staff of the Board, and such other personnel as may be required for the efficient operation of the offices of the Board. The staff shall function under the supervision and direction of the Board.

Copies of all minutes, papers, and documents of the Board, or of its several committees, may be certified to be true and correct copies by either the Chair, Secretary, or Board staff.

## **ARTICLE III. MEETINGS**

### **Section 1. Regular Meetings**

The Board of Supervisors shall hold at least six regular meetings in each calendar year, but at least one regular meeting shall be held in each quarter of the calendar year. Other meetings of the Board may be called and held as provided by any rule, regulation, or resolution adopted by the Board. All regular meetings shall be held at meeting places designated by prior action of the Board or by the Chair.

### **Section 2. Special Meetings**

Special meetings of the Board may be called by the Chair of the Board at any time, or by the Secretary upon receipt of a written request therefore signed by nine (9) Supervisors and specifying the purpose of the desired meeting. Notification shall be distributed and received by each Supervisor at least one (1) calendar day before the time of the meeting.

### **Section 3. Recessed Meetings**

All meetings may be recessed from day to day until the completion of business.

### **Section 4. Quorum**

Ten (10) Supervisors, eligible to vote, shall constitute a quorum for the transaction of official business.

### **Section 5. Vote**

All official actions of the Board shall require the favorable vote of a majority of the Supervisors present and voting, and, in any event the favorable vote of at least seven (7) Supervisors. Proxy voting is prohibited.

### **Section 6. Agenda**

The Secretary of the Board shall collect items and organize an agenda for Board meetings.

All proposals for approval by the Board that emanate from the President or other System Officers shall be submitted to the President no less than fifteen (15) business days prior to the scheduled Regular Meeting date of the Board or Executive Committee at which action is requested. The President, with appropriate input from the Chancellors and System Officers, shall prepare and forward to each Supervisor a tentative agenda for the meeting at least ten (10) business days prior to such regular meeting. The President and System Officers will consult with the committees at least ten (10) business days prior to the scheduled meeting date. The Board will receive all proposals, reports, and agenda items five (5) business days prior to the scheduled meeting date.

Proposals emanating from Supervisors may be placed on the agenda with approval by the Chair five (5) business days prior to a Regular Meeting. Upon written request of three (3) Supervisors, an item shall be added to the agenda if the item is submitted to the Chair at least five (5) business days prior to the scheduled Regular Meeting date. In accordance with the law, an item may be added to the agenda during a meeting.

In exceptional circumstances, which should be rare, the Chair, in consultation with the Vice Chair- and the President, may authorize a later submission of a proposal, but in no event should such submission be made less than two (2) business days prior to the meeting of the Board or Executive Committee, or such other period of time necessary to allow appropriate review, whichever is greater.

In the event of a special Board meeting, the Chair shall dictate the timing of the preparations for an agenda.

The Board shall not act upon any matter not embraced in the notice for a meeting except upon unanimous vote consistent with La. R.S. 42:19.

When a major project is contemplated by an LSU System institution, such as construction of a new facility, major renovation of an existing facility, or creation of a new program, the Chancellor shall notify the President and the appropriate System Officers well before making a formal submittal of the matter for approval, and prior to making any public announcement of the project. The President shall, at the President's discretion, promptly notify the Chair, the Vice Chair, the immediate past Chair, and the chair of the relevant Board committee of the contemplated project. Contemplated major projects should not be pursued to near completion, or announced publicly, by an LSU System institution without this prior notice to and approval of the President.

#### **Section 7. Required Information for Matters to be Approved by the Board or President**

All matters submitted to the President for approval either by the President or by the Board shall be submitted timely by the Chancellor. The President and officials designated by the President shall review all such submissions. If Board approval is required, the President and officials designated by the President shall prepare a proposal, including a recommendation to the Board, regarding the submission. The President will, in consultation with the Chancellors, prescribe specific templates and related information requirements for different types of matters.

All proposals for matters which may be approved by the President without Board action shall be submitted to the President no less than ten (10) business days prior to the date by which approval is needed. In exceptional circumstances, the President may, upon written justification, authorize in writing later submission of a matter which may be approved by the President. In exceptional circumstances when a later submission is requested, all information must be submitted to, and received by, the President at least three (3) business days prior to the date by which approval is needed. The President and University Officers may establish consultation or review requirements that must be met prior to submission of such matters to the President, and timelines for such consultations and reviews.

## **ARTICLE IV. ORDER OF BUSINESS**

### **Section 1. Rules of Order**

When not in conflict with any of the provisions of this article, **Robert's Rules of Order** (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

### **Section 2. Order of Business**

The order of business of regular meetings of the Board shall be as follows:

- a. Roll call and pledge of allegiance and may include an invocation.
- b. Correction and approval of minutes of preceding regular meeting and of all special meetings held subsequent thereto.
- c. Reports and recommendations of the President.
- d. Reports for Board approval and information.
- e. Reports and recommendations of standing and special committees.
- f. Report of the Board Chair.

### **Section 3. Reference to Committees**

In cases where feasible and desirable, before taking action, the Board shall refer any subject or measure to the standing or special committee in whose purview the matter falls. The committee to which the matter is referred should submit to the Board its recommendations, together with any resolutions necessary to facilitate such recommendations.

### **Section 4. Meetings**

In order that all interested parties and the public may be informed of all activities of the Board, it shall be the policy of the Board that all meetings be open to all who wish to attend. Only when personnel or equally sensitive matters (e.g., litigation) are under consideration shall the Board enter into closed or executive session; provided, however, that no final or binding action shall be taken in a closed or executive session.

### **Section 5. Minutes**

The minutes of the Board meetings shall record official action taken upon motions or resolutions which are voted upon by the Board and may contain a summary of reports and pertinent discussion. Where the Board action is not by a unanimous vote, the "ayes" and "nays" and abstentions of the individual Supervisors shall be recorded. The remarks, personal views, or vote explanations of an individual Supervisor shall be included in the minutes only upon request. The foregoing provisions relative to contents of the minutes shall, in general, also apply to minutes of committees of the Board. The minutes of meetings of the Board become official only when completed and approved by the Board.

## ARTICLE V. COMMITTEES

### **Section 1. Appointment and Term**

Supervisors of all standing committees, one of whom shall be designated as chair, and at least one of whom shall be designated as vice-chair, shall be appointed by the Chair. The term of committee appointments shall run concurrently with that of the Chair.

Vacancies occurring among the appointive members of any committees, however arising, shall be filled by the Chair of the Board for the remainder of the unexpired term.

### **Section 2. Duties of the Committee Chair**

It shall be the duty of the chair of each committee to call, and to preside over, the necessary meetings. The minutes of the meeting of the committee, showing its actions and recommendations, shall be deemed in compliance with the provisions of Article IV, Section 3, hereof, concerning the recommendations of the committee.

### **Section 3. Quorum of Committee Meetings**

A majority of the members of any committee of the Board shall constitute a quorum for the transaction of business. When a quorum is not present, the chair of the committee, or vice-chair in the chair's absence, may designate a Supervisor to serve as a substitute member of the committee concerned.

### **Section 4. Voting**

For voting to occur in a committee, a quorum must be present. All official actions of a committee require a favorable vote of the committee members present and voting, unless law requires approvals requiring different numbers or proportions of votes. Proxy voting is prohibited.

### **Section 5. Authority of Committees**

The authority of committees of the Board shall be subject to these Bylaws and to the policies and direction of the Board.

### **Section 6. Standing Committees**

Unless and until otherwise decided by the vote of a majority of the membership of the Board of Supervisors, the standing committees of the Board shall consist of the committees described below:

#### **a. Executive Committee**

The Chair and the Secretary to the Board shall be the chair and secretary respectively of the Executive Committee. The Vice Chair and the Immediate Past Chair shall automatically be members of the executive committee. The Vice Chair of the Board shall perform the duties of the Chair in the absence of the Chair. The Immediate Past Chair shall perform the duties of the Chair in the absence of the Chair and the Vice Chair. In the event all three such officers are absent from a Board meeting, the committee shall elect a temporary chair from those present to preside over such meeting.

The Executive Committee shall consist of no less than seven (7) members including the Chair of the Board, the Vice Chair and the Immediate Past Chair, all Past Chairs and such other members as the Chair may appoint. The Executive Committee shall consider such matters as shall be referred to it by the Board of Supervisors and shall execute such orders and resolutions as shall be assigned to it at any meeting of the Board. It shall be the further duty of the Executive Committee to take such action as may be necessary in the event that any emergency requiring immediate action shall arise between Board meetings. All acts of the Executive Committee shall be submitted to the Board for ratification, or rejection, at its next meeting, except in matters where the Board shall have delegated to the Executive Committee full power to act with respect to any matter. Affirmative action by a majority of the entire membership of the Executive Committee shall be required.

This committee engages in matters related to the training and professional development of Supervisors for the improvement of the body in governing the university. Tasks shall include oversight of the annual Board evaluation, presidential evaluation, professional development programs, and Board office operations. This committee shall also monitor legal, ethical, Bylaw, and Regulation compliance of Supervisors and adjudicate allegations against Supervisors and recommend sanctions.

**b. Academic Committee**

Normally, to this committee shall be referred all matters concerning the long-term academic goals of each LSU System institution, implementation strategies, analyses of enterprise-wide resources and mission objectives, student achievement issues, the review and approval of academic programs, centers, and institutes to advance the mission of the institution, faculty recruitment and development issues, issues of academic accountability, and the development of incentives for a competitive academic environment. Also, honorifics and namings shall be heard by this committee.

**c. Athletic Committee**

Normally, to this committee shall be referred matters of policy concerning intercollegiate athletics of the System. In acting upon said matters, the Committee shall have the benefit of the advice and recommendation of the appropriate Athletic Councils.

**d. External Affairs Committee**

Normally, to this committee shall be referred matters pertaining to initiatives to enhance the System's overall reputation, mission and strategic objectives. The matters shall include the protection and promotion of the System's brand, updates on communications and branding throughout the System, and matters involving communication initiatives. The committee shall also be referred matters pertaining to the coordination, development, and promotion of communication messages on significant policy matters. The committee shall assist in advocating for the needs of the System's institutions with various state and federal entities.

**e. Finance Committee**

Normally, to this committee shall be referred all matters related to administrative, financial and facility matters in support of issues or policies promoted or addressed by other committees. This committee shall develop strategies for revenue enhancement and diversification, expenditure efficiencies, and revenue reallocation. The committee in addition shall devise and coordinate employee benefit packages, oversee administrative operations and regulations, and approve scholarship programs. The committee shall also oversee the relationship with affiliated organizations and business partners.

**f. Healthcare and Medical Education Committee**

Normally, to this committee shall be referred matters concerning the education and training of students in healthcare related fields. This committee shall also focus on the state's healthcare delivery, training of health professionals to serve the need, to expand the health professional workforce, and cover matters related to serving underserved areas.

**g. Property and Facilities Committee**

Normally, to this committee shall be referred all matters related to capital improvements, policies of management of all properties across the System, purchase or sale of land, lease or grant of rights in property, construction of buildings and other facilities, diversification of services used to maintain the assets, and other matters concerning the properties of the System.

**h. Research & Agriculture Extension Committee**

Under the provisions of the 1862 Morrill Act and concurrence of the State of Louisiana, the System entered in an agreement with the federal government in which the System would provide for military training, and "teach such branches of learning as are related to agriculture and the mechanic arts...". The System further received funds for the Extension Service under the 1887 Hatch Act and the Research Station under the 1914 Smith-Lever Act. Normally, to this committee shall be those items that are in fulfillment of the land-grant mission and referred items shall relate for the promotion of agricultural sciences, animal husbandry, nutrition, rural development, engineering, and military science. Additionally, referred to this committee will be items related the use of the University's statewide outreach system in support of the state's broadband expansion and transmission of governmental services. This committee will also consider diversity and inclusion efforts within the research enterprise and service the citizenry.

**i. Risk Management Committee**

Normally to this committee shall be matters related to the identification, assessment, and mitigation of risk to the Board and any System institutions. This committee may also take up matters related relationships between the System and external organizations that be viewed as representing the System's interest. The committee shall maintain three sub-committees:

**a. Legal Affairs Sub-Committee**

Normally, to this committee shall be referred matters relating to the System's legal and regulatory issues, including current and potential litigation; new or changing laws and regulations that may affect the System; legal services related to patents, mineral rights, and contract negotiation; sexual harassment and Title IX compliance; compliance with anti-

discrimination laws and regulations in employment and enrollment; and compliance with the Louisiana Code of Governmental Ethics.

b. **Audit & Compliance Sub-Committee**

Normally, to this committee shall be referred matters relating to the LSU System Audit Plan, risk assessment, reviewing both internal and external audit reports, monitoring and auditing financial controls,, affiliation relationship overview, and reviewing rules and regulations concerning compliance.

c. **Partners and Affiliates Sub-Committee**

Normally, to this committee shall be referred matters related to the oversight of contractual relationships with entities outside the direct control of the System, but may be or perceived to be representatives of any part of the LSU System or representing any institution's interest. Examples of such ancillary matters include organizations with affiliation agreements with the System or any of its institutions, fundraising entities using LSU names and marks, property operators, and vendors of significant projects and relationships.

**j. Civil Rights, Title IX, & Engagement Committee**

This committee shall meet as a committee of the whole. Normally, to this committee shall be referred all matters related to equal rights and opportunities, especially those related to compliance with federal and state laws governing discrimination on the basis of race, gender, sex, religion, disability, national origin or any other protected characteristic. The committee may consider policies for sex and power-based transgressions, physical and programmatic access of citizens with varying needs, equal opportunity programs, and policies for anti-discrimination.

**Section 7. Special Committees**

As the necessity therefore arises, the Chair may create special and ad hoc committees with such functions, powers, and authority as may be determined. Unless otherwise provided in the action creating such a committee, the Chair of the Board shall determine the number of its members and designate the chair and vice-chair thereof. The Chair may also appoint ad hoc committees for special assignments for specified periods of existence not to exceed the completion of the assigned task. The term of all special committee ceases when the term of the appointing Chair concludes.

The Chair may appoint such ad hoc/advisory committees as necessary which may include Supervisors, non-Supervisors, or a combination of both.

The Chair shall be made aware of any search committees for new hires and may appoint members to the committees.

If the search committee is for President, all Past Chairs who are members of the Board of Supervisors shall have the right to be members of the search committee.

**Section 8. Representative on Standing Committees of the Louisiana Board of Regents**

In accordance with the provisions of R.S. 17:3399.5, the Chair shall appoint a Supervisor to represent the System on select standing committees of the Louisiana Board of Regents.

## **ARTICLE VI. COMMUNICATIONS TO THE BOARD**

All communications to the Board, or to any committee thereof, from persons having official relations with the System shall be filed in writing with the President and duly transmitted by the President to the Board; but all communications from a student organization, faculty member, officer, or employee of any institution or System-wide unit shall be transmitted to the President through the respective Chancellor and transmitted by the President to the Board or any of its committees. The President or the Chancellor shall have the authority to read and comment upon the communication but shall not delay or withhold such communications.

## **ARTICLE VII. AUTHORITY OF THE BOARD**

### **Section 1.      Matters Requiring Approval by the Board**

The following matters shall require approval by the Board, regardless of any delegations of authority otherwise provided for in these Bylaws or the Rules and Regulations of the Board. Except as set forth herein, no such matter shall be undertaken or approved by or for any LSU System institution or the System without prior review by the President and appropriate System Officers and express, formal approval by the Board.

#### **A. General Rule**

Any matter having a significant or long-term impact, directly or indirectly, on the finances or the academic, educational, research, and service missions of the System or any of its institutions.

#### **B. Academic Programs & Organization**

The Board shall approve any new academic program resulting in the awarding of a degree, certificate, or other scholarly credential, as well as any changes of degree designation or termination of degree programs. The Board shall approve any new institution, college, department, research center, or institute, or required reauthorization of such.

#### **C. Conferral of Degrees and Certificates**

The Board shall award degrees. For candidates meeting the faculty's requirements for a degree, certificate, or diploma, the Board approves the conferral degrees and authorizes the President and respective Chancellor to award the degree. Honorary degrees and posthumous degrees are included, and the President shall establish processes for review of honorary and posthumous degrees. Approval by the Board is not required for educational programs regulated by the Board of Elementary & Secondary Education or any non-credit continuing education program.

All recipients of credentials from approved programs shall enjoy the honors, rights, and privileges of possessing such a credential. Such degrees and certificates shall carry the seal of the LSU Board of Supervisors.

#### **D. Transfer of Title to Immovable Property**

The transfer of title or ownership to any immovable property to or from the Board, whether by sale, assignment, donation, or other mechanism.

#### **E. Lease of Immovable Property**

The lease of any immovable property, as lessee or lessor, where either:

1. the lease is potentially for a term of more than five (5) years or, for leases for agricultural purposes, more than eight (8) years (include any optional renewal terms provided for in the lease to calculate the potential term);
2. the lease is for more than 10,000 square feet of building space;
3. the lease is for more than five (5) acres of unimproved land for non-agricultural purposes;
4. the lease is for unimproved land for agricultural purposes and exceeds 50% of the land of a particular research station or similar facility;
5. the anticipated use of the building or land by the lessee would fundamentally transform the building or land and alter the purposes for which the institution can use it (for example, the lease of farm land for the purpose of constructing a building on it, or the lease of a building for the purpose of having it demolished);
6. the lease is for the construction or renovation of any fraternity or sorority house; or

7. the lease raises significant questions of policy, such as privatization of a major System function, as determined by the President, in consultation with the Chair, the Vice Chair and the chair of the relevant Board committee.
8. For purposes of these Bylaws, a “lease” shall mean any agreement allowing for the use or occupancy of building space or land on an exclusive basis for a continuous term of six (6) months or more or for a term of 11 months or more in any 12 month period. “Lease” shall not include agreements allowing for occasional, sporadic, or incidental use or occupancy of building space or land.

#### **F. Granting of Mineral Rights or Other Significant Rights in Immovable Property**

Any matter related to the assignment, sale, purchase, transfer, or donation of mineral rights in immovable property to or from the Board.

#### **G. Capital Improvements**

Any contract or series of related contracts for the construction, renovation, or other capital improvement of buildings or other immovable property of the Board where either:

1. the construction cost is projected to be greater than \$1 million;
2. the building or other structure being constructed will exceed 10,000 gross square feet of space; or
3. the use of the land as a result of the proposed construction is inconsistent with any applicable Campus Master Plan approved by the Board.

#### **H. Schematic Designs**

Exterior elevations of new buildings and of renovations or construction projects that significantly alter the appearance of the exterior of the building or other physical structures, where the construction cost is anticipated to exceed \$1 million.

#### **I. Bonds and Indebtedness**

Issuing any bonds or borrowing funds in any other manner, whether secured by the pledge of a revenue stream, property of the Board, or other means.

#### **J. Major Contracts**

Any contract or series of related contracts that either:

1. requires Board approval pursuant to the Higher Education Procurement Code adopted by the Board;
2. is a Cooperative Endeavor Agreement for which approval by the Joint Legislative Committee on the Budget is required pursuant to applicable state law, including but not limited to La. R.S. 39:366.11, and any joint ventures, partnerships, and similar agreements; or,
3. raises significant financial, educational, or other policy issues, such as privatization of a major System function, as determined by the President, in consultation with the Chair and Vice Chair of the Board and the chair of the relevant Board committee.

#### **K. Non-Academic Affiliation Agreements**

Any affiliation agreement with a private non-profit foundation formed to support the programs, facilities, and research and educational opportunities offered by one or more System institutions or the System as a whole.

#### **L. Matters related to personnel:**

1. The hiring process, appointment, annual evaluation, and all other personnel actions relating to the President.

2. Appointments, salary increases greater than 4%, salary decreases, and terminations for System Officers. (All other salary increases for these personnel shall be reported to the board.)
3. Appointments for Chancellors and Sr. Vice Chancellors; however, the President shall have the authority to remove Chancellors and Sr. Vice Chancellors without board approval in consultation with the Board Chair, Vice Chair and Supervisor or Supervisors in whose district the Chancellor's or Sr. Vice Chancellor's campus is located.
4. Appointments and all other personnel actions relating to varsity athletics coaches and Athletic Directors receiving a salary of \$250,000 or above.
5. The Board authorizes and approves the payment of any salary supplemental benefits to its employees by the support organizations with whom the Board has affiliation agreements.
6. All personnel actions not reserved to the Board are delegated to the President and, pursuant to the Personnel Action Approval Policy established by the President, may be delegated to the Chancellors or other designees.

#### **M. Student Charges**

The Board shall approve any increase in tuition or mandatory fees.

#### **N. Other Significant Matters**

Such other matters that are not expressly delegated herein or hereafter by the Board to the President or a Chancellor and which reasonably should be considered to require Board approval as generally defined above, or which the Board hereafter determines to require Board approval.

#### **O. Amendments and Variations to Agreements or Projects**

1. When a significant amendment or modification to an agreement or project already approved by the Board is proposed, the President shall provide written notice of the proposed amendment or modification to the Chair and Chair-elect of the Board and the chair of the relevant Board committee at least five (5) business days prior to executing or approving the amendment or modification. After this consultation with the Board leadership, the President may either (i) execute the amendment or approve the modification or (ii) cause the matter to be resubmitted to the Board for additional consideration.
2. For purposes of this subsection, a significant amendment or modification is one that either: (i) increases or decreases the dollar value of the agreement or project by more than 20% or \$5 million, whichever is less; (ii) extends the length (term) of the agreement or project by 20% or causes it to exceed five (5) years; or (iii) substantially alters the risks and benefits of the agreement or project to the System.
3. Approval is required for any significant amendments or modifications to any agreement or project for which Board approval is required by this Section 1.

### **Section 2. Board Approval of Capital Outlay Requests and Operating Budgets Shall Not Constitute Board Authority to Proceed**

- A. Board approval of any capital outlay request or item, or approval of an operating budget, shall not be considered direct or indirect approval of any program or action, or authority to anyone to proceed in undertaking such matter, unless such matter relating to an approved capital outlay is separately and expressly approved by the Board after full compliance, review, and specific approval by the Board or President.

B. Capital outlay prioritization must be approved by the Board or by the Executive Committee.

### **Section 3. Reports to the Board**

The Board may require the President to submit reports on matters of their interest. Unless specified, the President may prepare the report in the manner deemed best to convey the information, set a deadline, and where possible, provide data for prior years.

### **Section 4. Executive Committee**

- A. The Board, by formal resolution addressing that single purpose and not included within a particular substantive matter, may delegate to the Executive Committee final authority to act. All such delegated actions shall require a two-thirds majority of the entire membership of the Executive Committee. Prior to such final action by the Executive Committee, timely notice shall be provided to every Supervisor in writing, or, in emergency circumstances, by telephone, e-mail, or in person.
- B. In the interim between regularly scheduled Board meetings, when either declaration of a state of emergency or disaster over an area which affects any campus, college, division, institution, or other component of the System has been declared pursuant to the provisions of La. R.S. 29:731 et seq., or (ii) the President, the Chair, and the Chair-Elect have certified a matter for which action is required before the next Board meeting, then the Executive Committee is authorized to take all required actions on behalf of the Board reasonably necessary for the safety and protection of persons, property, or the public health. The President shall report to the Board all actions taken pursuant to this authority within three (3) business days.
- C. When the Chair determines that the Executive Committee is not able to meet timely in the situations provided for in Section 4.B, the President, after consultation with the members of the Executive Committee, shall be authorized to take actions on behalf of the Board reasonably necessary for the safety and protection of persons, property, or the public health. The consultation may be by telephone, e-mail, fax, or in person. The President shall report to the Board all actions taken pursuant to this authority within three (3) business days and a full written report of actions at the next regular board meeting.

### **Section 5. No Third Party Rights**

The provisions of this section shall create no rights in third parties. The failure to follow the procedures set forth herein shall not affect the validity of any Board action.

### **Section 6. Review of Mission**

The Board will regularly review the mission of the System and the missions of all the institutions defined in Article I.

### **Section 7. Ethics Code, Conflicts of Interest and Compliance**

The Supervisors will comply with the Louisiana Code of Governmental Ethics and any applicable state statutes and federal regulations. Supervisors serve as public servants and have an obligation for all decisions to be made solely on the basis and desire to promote the best interest of the LSU System and protect the System from undue influence by external persons or bodies.

## **Section 8. Removal of Board Members**

The Board conforms to Article X, Section 24 of the Louisiana State Constitution regarding removal of its members.

## ARTICLE VIII. AUTHORITY OF THE PRESIDENT

### Section 1. **Grant of Authority by the Board to the President**

- A. The President is authorized to take any action not expressly required to be presented to the Board by these Bylaws and not otherwise required by law, contract, or agreement to be acted upon by the Board. The President is authorized to take action deemed in the best interest of the System.
- B. The President additionally is authorized to delegate to Chancellors or such other officials as the President may designate authority vested in the President when the President deems it to be in the best interests of the System and consistent with the provisions and purposes of this Article. All such delegations shall be made in writing, with formal prior timely written notice to the Board. All prior delegations of such authority not inconsistent with this Article shall remain in effect until amended or supplemented by the President or the Board.

### Section 2. **Matters Requiring Approval by the President**

The following matters shall require approval by the President or a System Officer designated by the President, regardless of any delegations of authority otherwise provided for in these Bylaws or the Regulations of the Board. No such matter shall be undertaken or approved by or for any institution or the System, as a whole, without prior review by appropriate

and formal approval by the President or a System Officer to whom the President has expressly delegated such authority in writing.

#### A. **Servitudes**

Agreements to provide servitudes, rights of passage, and similar encumbrances to immovable property owned or controlled by the Board. If the President, in consultation with the Chair and Chair-Elect and the chair of the relevant Board committee, determines that a particular servitude raises significant fiscal or policy issues, the President shall cause the matter to be submitted to the Board for consideration. **Delegation:** The President may, by policy memorandum, establish a process for review of temporary servitudes and similar rights of use and approval by the Chancellors or other officials where: (i) the servitude is for a term that does not exceed five (5) years; and (ii) the servitude is for five (5) acres of land or less; provided further that if the temporary servitude or right of use is on land immediately adjacent to land controlled by another campus, written notice shall be provided to the adjacent campus at least fifteen (15) business days prior to execution.

#### B. **Timber and Crop Sales**

The sale of timber, crops, and similar fruits produced on a parcel of land. **Delegation:** The President may, by policy memorandum, establish a process for review of such sales and approval by the Chancellors or other officials.

#### C. **Lease of Immovable Property**

The lease of any immovable property, as lessee or lessor, for which Board approval is not required. **Delegation:** The President may, by policy memorandum, establish a process for review of such leases and approval by the Chancellors or other officials where: (i) the lease is for a term of three (3) years or less or, for leases for agricultural purposes, five (5) years or less; (ii) the lease is not being entered into pursuant to the authority of La. R.S. 17:3361 (the statute authorizing the Board to enter into leases with fraternities and sororities, non-profits, public bodies, and similar entities); and either (iii) the lease is for 5,000 square feet of building space or less; or (iv) the lease is for non-

agricultural purposes and does not exceed three (3) acres or is for agricultural purposes and does not exceed 25% of the land of a particular research station or similar facility.

**D. Capital Improvements**

Any contract or series of related contracts for the construction, renovation, or other capital improvement of buildings or other immovable property of the Board for which Board approval is not required. **Delegation:** The President may, by policy memorandum, establish a process for review of such projects and approval by the Chancellors or other officials where: (i) the projected construction cost does not exceed \$175,000; and (ii) the building or other structure being constructed will not exceed 5,000 gross square feet of space.

**E. Design Contracts**

Contracts for the design of buildings or other capital improvements. **Delegation:** The President may, by policy memorandum, establish a process for review of such design contracts and approval by the Chancellors or other officials.

**F. Schematic Designs**

Exterior elevations of new buildings and of renovations or construction projects that significantly alter the appearance of the exterior of the building or other physical structures, where Board approval is not required.

**G. Major Donations of Movable Property**

Acceptance of any donation of movable property or a collection of movable property that either: (i) is valued at more than \$150,000 or (ii) would require maintenance costs exceeding \$50,000 annually. **Delegation:** The President may, by policy memorandum, establish a process for review of such donations and approval by the Chancellors or other officials where: (i) the value of the donation does not exceed \$1 million, and (ii) the maintenance costs do not exceed \$100,000 annually.

**H. Use Agreements**

Use agreements relating to the granting of rights to any University or campus property or property rights involving a total of \$100,000 or more. **Delegation:** The President may, by policy memorandum, establish a process for review of such use agreements by the Chancellors or other officials where the agreement does not exceed \$250,000.

**I. Restricted Accounts**

Restricting accounts of self-generated revenue, so that the funds can be maintained in the account from one fiscal year to the next.

**J. Debt Write-Off**

Determining that debts are uncollectible and causing them to be removed from the financial statements of the System or any of its component institutions.

**K. Predial Servitudes, Rights of Use or Passage, and Rights to Immovable Property**

The President is delegated the authority to grant and execute predial servitude agreements and rights of use or passage, and otherwise to grant similar limited rights to immovable property. Notwithstanding any other provisions of these Bylaws, with regard to any agreements or other documents granting predial servitudes or rights of use or passage, or otherwise granting similar limited rights to immovable property, which are filed in the conveyance records of the Parish in which the immovable property is located, third-parties may conclusively rely on any act, executed by the President, whether by authentic act or act under private signature duly acknowledged, in which the President represents that the President is duly authorized by the Board, pursuant to

these Bylaws, to execute such agreements on behalf of the Board. The President may, by authentic act or act under private signature duly acknowledged, appoint one or more agents to exercise the rights and authority provided by these Bylaws and this subsection K.

## **ARTICLE IX. RIGHTS, DUTIES, AND RESPONSIBILITIES OF PRINCIPAL ADMINISTRATIVE OFFICERS OF THE SYSTEM**

### **Section 1. Duties of the President**

- A. The President shall be the chief executive officer of the System in all its divisions and shall serve as Secretary to the Board, subject to the direction and control of the Board. Except as herein otherwise provided, the President shall be responsible to the Board for the conduct of the System in all of its affairs, and shall execute and enforce all of the decisions, orders, rules, and regulations of the Board with respect to the conduct of the System. The President shall be appointed by, and shall hold office at the pleasure of, the Board. The President's salary shall be fixed by, and recorded in the proceedings of, the Board. The President's discretionary authority shall be broad enough to enable the President to meet the extensive responsibilities of the role. The President shall be authorized to act in the best interest of the System.
- B. The President shall attend the meetings of the Board and its various committees.
- C. Subject to the direction and control of the Board, the President shall
  - 1. In consultation with the respective Chancellor, define the mission of each institution and allocate functions and programs to each.
  - 2. Establish administrative policies and procedures.
  - 3. Implement educational policies.
  - 4. Coordinate the activities among the various institutions of the System.
  - 5. Prepare and present a consolidated budget. In preparing and presenting this consolidated budget, the President will give appropriate consideration to the individual needs of each institution and will respect the significant level of authority needed by the Chancellors to operate their respective universities, in accordance with institutional accreditation requirements.
  - 6. Serve as governmental liaison and spokesman for the System to the alumni, news media, and the general public.
  - 7. Promote the general welfare and development of the System in its individual parts and as a whole.
- D. Within the framework of the functions and programs assigned throughout the System by the Board and the President, the President shall implement System-wide educational and administrative policies. The President shall prepare an organizational chart of the major divisions of the LSU System and shall designate such duties and responsibilities as the President deems proper.
- E. The President shall be responsible for the budget of the LSU System, including the functions of review and recommendation concerning the budgets of all divisions of the System and preparation of a consolidated budget, as well as execution of the budget as approved by the Board.

- F. The President shall establish and maintain lines of communication with the Chancellor of each LSU System institution. The channel for official communications between the President and the various institutions shall be through the respective Chancellor.
- G. The President shall assume and retain control at all times over all budgets of the System.
- H. The President shall have authority to appoint such committees from among the academic and nonacademic staff of the System as deemed desirable for the purpose of advising the President in connection with any problems of the System. The Chancellor shall be notified of all such appointments of personnel at their institution.
- I. The President shall be a member of all faculties and shall serve as chair of all Faculty Councils.

## **Section 2. System Officers and Other System Executives**

System Officers shall be the executive officials who report directly to the President and/or the Board and have System-wide responsibilities, and may include a chief academic officer, a chief financial officer, a general counsel and a chief internal auditor. The System Officers shall perform the duties outlined in writing by the President and approved by the Board.

With the Board's approval, the President may appoint other System-level executive personnel as deemed necessary for the efficient operation of the System.

## **Section 3. Chancellors**

- A. There shall be a Chancellor for each institution or major administrative subdivision of the LSU System who shall be appointed by the President and shall hold the position at the pleasure of the President. The Chancellor shall administer the division for which the Chancellor is appointed and shall exercise complete executive authority therein, subject to the direction and control of the President.
- B. As the administrative head of an institution, the Chancellor shall be responsible to the President for the effective execution of all laws relating to the LSU System and the component institution for which the Chancellor is responsible; all resolutions, policies, rules, and regulations adopted by the Board for the administration and operation of the System, and for the governance of all of its institutions; and all policies, rules, regulations, directives, and memoranda issued by the President. The Chancellor's discretionary power shall be broad enough to enable the Chancellor to meet their extensive responsibilities. In the performance of their duties and responsibilities, the Chancellor shall have direct access to the President. The Chancellor shall be the official medium of communication between the President and all personnel of the Chancellor's institution.
- C. Unless otherwise directed by the President, the Chancellor shall attend the meetings of the Board and its various committees. The Chancellor may invite members of their administrative or academic staff to aid in presentations to the Board.
- D. The Chancellor shall be a member of all faculties of their institution and shall be Vice-Chair of the Faculty Council of their institution.
- E. Within the framework of the functions and programs assigned to each institution by the Board and the President, the Chancellor shall implement educational and administrative policies for their institution. The Chancellor shall prepare an organizational chart of the major divisions of the institution and shall designate such duties and responsibilities as the Chancellor deems proper.

F. The Chancellor shall be responsible to the President for the budget of their institution. This shall include the functions of review and recommendation concerning the budgets of all divisions of the institution and the preparation of a consolidated budget, as well as execution of the budget as approved by the President and the Board.

#### **Section 4. The President's System Leadership Council**

The President shall have a System Leadership Council. It shall consist of the President, any System Officers that the President shall designate, and the Chancellors. The President shall serve as Chair, or, in the President's absence a System Officer that the President shall designate shall serve in the President's place. The functions of the Council shall be to discuss common problems, exchange information, review the operation of the System, and advise the President on matters of general policy and administration.

## **ARTICLE X. RIGHTS, DUTIES, AND RESPONSIBILITIES OF THE ACADEMIC STAFF**

### **Section 1. Duties of Academic Staff**

Each member of the academic staff is expected to be devoted to the accomplishment of the purposes for which the System exists: instruction, research, and public service. Those members of the academic staff who comprise the faculty of the System are charged to determine educational policy of the System through deliberative action in their respective units and divisions.

### **Section 2. Academic Freedom**

The System and all its component institutions are committed to the principle of academic freedom. This principle acknowledges the right of a teacher to explore fully within the field of assignment and to give in the classroom and elsewhere such exposition of the subject as the teacher believes to represent the truth. This principle also includes the right of a member of the academic staff of the System to exercise in speaking, writing, and action outside the System the ordinary rights of a citizen, but it does not decrease the responsibility which the member of the academic staff bears to the System, the State, and the Nation. When a member of the academic staff is not officially designated to represent the System or any of its components, the staff member must indicate clearly that they are speaking as an individual citizen.

Among the many implicit responsibilities which must be assumed by those enjoying the privileges of academic freedom shall be that of refraining from insisting upon the adoption by students or others of any particular point of view as authoritative in controversial issues.

### **Section 3. Appointment and Promotion of Academic Staff**

Each appointment or promotion of a member of the academic staff shall be made upon the basis of merit and the special fitness of the individual for the work demanded by the position. The terms of the appointment of each member of the academic staff shall be reduced to writing and a copy thereof furnished to each of the contracting parties.

### **Section 4. Tenure of Academic Staff**

Members of the academic staff may be appointed for specified terms (term appointments) or for indeterminate terms (tenured appointments). Term appointments are utilized at the lower academic ranks and ordinarily for initial appointments at all levels. Associate Professors and Professors and those holding equivalent ranks are tenured except as noted in System regulations. Under certain circumstances tenure may be awarded to those holding lower ranks.

The provisions of tenure apply to full-time faculty members with respect to their academic rank and not to administrative titles or assignments. Tenure applies only at the LSU System institution where tenure is earned.

The foregoing shall not be construed to exclude contracts between the Board and members of the academic staff on mutually acceptable terms other than those stated herein.

Any appointment, whether tenured or term, may be terminated for cause.

## **Section 5.      Responsibilities of Academic Staff**

It is a basic principle that every member of the academic staff of whatever rank shall at all times be held responsible for competent and effective performance of appropriate duties. No principle of tenure shall be permitted to protect any person from removal from a position after full and careful investigation, according to procedures of due process, has revealed that the person has not met and does not give promise of meeting the responsibilities of the position.

## **ARTICLE XI. AMENDMENT OR REPEAL OF BYLAWS**

New bylaws may be adopted, and bylaws may be amended or repealed, at any meeting of the Board, but no such action shall be taken unless notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or notice in writing of the proposed change shall have been served upon each member of the Board at least thirty (30) calendar days in advance of the final vote upon such change, provided, however, that by a vote of two-thirds (2/3) of the entire membership of the Board, the requirement for such notice may be waived at any time.

## **ARTICLE XII. RULES AND REGULATIONS OF THE BOARD OF SUPERVISORS**

### **Section 1.**

Any action by the Board establishing policy or methods of procedure, administrative, business, academic, or otherwise, shall be known as **Rules and Regulations of the Board of Supervisors**.

### **Section 2.**

**Rules and Regulations of the Board of Supervisors** may be adopted by the Board, or may be amended or repealed, in whole or in part, at any meeting of the Board.

### **Section 3.**

All policies and procedures of the Board, falling within the definition of rules and regulations, as herein defined, and in existence upon the date of the adoption of these **Bylaws**, shall be a part of the **Rules and Regulations of the Board of Supervisors**.

## **ARTICLE XIII. ADOPTION OF BYLAWS**

These **Bylaws** shall be and become effective on the 11th day of December, 2025.

## **ARTICLE XIV. REPEALING CLAUSE**

All rules, orders, regulations, and resolutions heretofore enacted or adopted by the Board, which are in conflict of these **Bylaws**, are hereby repealed.