

SUBPART 2-2
FORMAL SESSIONS OF THE BOARD

Sec. 2-201. Biennial Formal Sessions. A formal biennial session of the Board shall be held in November or December of each even-numbered year, at a time, date, and place as determined by majority vote of the Trustees. The Recording Secretary shall give each Trustee ten (10) days' written notice by mail of the date, time, and place of each formal biennial session. Notice of the formal biennial session of the Board shall be posted as provided in Sec. 2-209.

Prior Board Actions:

July 11, 2012.

February 7, 2013.

Sec. 2-202. Regular Formal Sessions. The Board shall hold formal sessions on a regular basis at times determined by the Board unless cancelled in advance by consent of the Board. One regular formal session of the Board shall follow the biennial formal session of the Board. Regular formal sessions shall be held at such times and places in Michigan as the Board may determine. The Recording Secretary shall give each Trustee ten (10) days' written notice by mail of the date, time, and place of each regular formal session.

Other References:

Opinion of Attorney General, Opinion No. 5560 (September 13, 1979). Suggests that meetings of the Board should be held within the State of Michigan whenever possible.

Sec. 2-203. Special Formal Sessions. A special formal session of the Board may be called by the Chairperson of the Board or by the President. Special formal sessions shall be held at such location in Michigan as the person calling the special session may direct. The Recording Secretary shall give each Trustee written or telephonic notice of the date, time, place and purpose of each special formal session.

Other References:

Opinion of Attorney General, Opinion No. 5560 (September 13, 1979). Suggests that meetings of the Board should be held within the State of Michigan whenever possible.

Sec. 2-204. Posting of Public Notice of Regular Formal Sessions. Public notice of the dates, times, and places of the regular formal sessions of the Board during the upcoming fiscal year shall be posted within ten (10) days after the first formal session of the Board in each fiscal year. This notice shall indicate that the regular formal sessions are to be of the Board of Trustees of Ferris State University, and shall state the address and telephone number of the Office of the Board, and the dates, times and places of the regular formal sessions. The notice shall be posted in the places indicated in Sec. 2-209.

Sec. 2-205. Posting of Public Notice of a Change in the Schedule of Regular Formal Sessions. If there is a change in the schedule of regular formal sessions of the Board, public notice of the change shall be posted within three (3) days after the formal session at which the change is made, stating the new dates, times and places of its regular formal sessions. The notice shall be posted in the places designated in Sec. 2-209.

Sec. 2-206. Posting of Public Notice of Rescheduled Regular Formal Sessions. For a rescheduled regular formal session of the Board, public notice stating the date, time and place of the regular formal session shall be posted at least eighteen (18) hours before the session, in the places designated in Sec. 2-209.

Sec. 2-207. Posting of Public Notice of Special Formal Sessions. For a special formal session of the Board, public notice stating the date, time and place of the special formal session shall be posted at least eighteen (18) hours before the formal session, in the places designated in Sec. 2-209.

Sec. 2-208. Posting of Public Notice of the Reconvening of a Recessed Formal Session. If a formal session of the Board is recessed for more than thirty-six (36) hours, it shall not be reconvened unless notice of the date, time and place of the reconvened formal session shall have been posted at least eighteen (18) hours before the reconvened formal session. The notice shall be posted in the places designated in Sec. 2-209.

Sec. 2-209. Places of Posting of Public Notices. Public notice to be posted pursuant to Sec. 2-201, Sec. 2-204, Sec. 2-205, Sec. 2-206, Sec. 2-207 or Sec. 2-208 shall be posted at the Office of the Board, Ferris State University, 1201 S. State Street, room 301F, Big Rapids, Michigan, or at any temporary office that is designated as the principal office of the Board, and at the Office of the President, Ferris State University, Big Rapids, Michigan. Public notice may also be posted at any other location considered appropriate by the President.

Sec. 2-210. Mailing of Notices. Upon written request of an individual, organization, firm or corporation, and upon the requesting party's payment of a yearly fee set by the University at an amount reasonably estimated as the cost for printing and postage of such notices, the Recording Secretary shall send to the requesting party by first class mail a copy of any notice required to be posted pursuant to this subpart.

Sec. 2-211. Providing of Copies of Public Notices to Newspapers and Radio and Television Stations. When public notice of a formal session is posted pursuant to this subpart, the Recording Secretary shall provide a copy of the public notice of that formal session to any newspaper published in Michigan and to any radio station and television station located in Michigan, which shall have made written request to receive copies of such public notices, free of charge.

Sec. 2-212. Quorum. Five Trustees shall constitute a quorum to do business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Other References:

Opinion of Board Counsel dated April 19, 1989 [Quorum requires five (5) Trustees].

Sec. 2-213. Agenda. At all regular and special formal sessions, the Board may act on any subject within its power, except that in the case of a special formal session called for limited purposes only, the Board may act only with reference to those purposes. The Board shall conduct its business according to a prepared agenda.

Sec. 2-214. Emergency Action. The Board may act on an emergency basis in the event of a severe or imminent threat to the health, safety, or welfare of the public, when two-thirds of the Trustees then in office decide that a delay could be detrimental to efforts to respond to the threat. Action in such case may be taken upon the affirmative vote by telegraph, telephone, telefax, or mail from five (5) Trustees, subject to ratification and confirmation at the next regular formal session of the Board. A report of such action and vote shall be contained in the official minutes of the Board and shall be mailed or delivered by the Recording Secretary to each Trustee and to the President within eight (8) business days following such telegraphic, telephonic, telefax, or mail vote.

Sec. 2-215. Hearing of the Public. A person in attendance at a formal session of the Board shall be permitted to address the session, subject to the following rules:

(1) A person who desires to address a regular formal session of the Board is requested to deliver to the Recording Secretary, personally or by mail, at the Office of the Board, Ferris State University, 1201 S. State Street, room 301F, Big Rapids, Michigan 49307, or at any temporary office of the Board, at least ten (10) days prior to the date of such formal session, a written notice which identifies the formal session and the person desiring to address the Board, and includes a brief description of the subject matter concerning which the person desires to address the Board. Subject to the provisions below, the Recording Secretary shall schedule the person on the agenda, and, at least five (5) days prior to the session, the Recording Secretary shall inform the person of the date and approximate time for which the person's address to the session has been scheduled.

(2) A person desiring to address the Board, who has not notified the Recording Secretary as provided in Sec. 2-215(1), may nevertheless ask the Chairperson for permission to address the Board. The Chairperson may, in his or her discretion, grant such permission subject to the limitations provided in this section.

(3) A person who is permitted to address the Board shall be allowed a maximum of three (3) minutes for his/her presentation unless additional time is granted by the Chairperson as provided in this section. A person desiring additional time must include a request for a specific amount of additional time in the written notice delivered to the Recording Secretary pursuant to Sec. 2-215(1) or in the request made to the Chairperson pursuant to Sec. 2-215(2). The Recording Secretary shall promptly inform the Chairperson and the President of any application for additional time contained in a written notice delivered pursuant to Sec. 2-215(1). The Chairperson, after consultation with the President, shall decide, in the Chairperson's discretion, whether an applicant shall be granted additional time for his/her presentation, and if so, how much additional time shall be granted, taking into consideration the number of persons requesting to be heard and the time allocated for hearing of the public. In the case of an applicant who has included a request for additional time in an application made pursuant to Sec. 2-215(1), the Recording Secretary shall promptly inform the applicant of the Chairperson's decision.

(4) Not more than one (1) hour shall be allocated on the agenda of a regular formal session of the Board for all of the presentations scheduled pursuant to Sec. 2-215(1) and Sec. 2-215(2), unless the time is extended pursuant to this section. Persons who notify the Recording Secretary of their desire to address a regular formal session of the Board in accordance with Sec. 2-215(1) shall be scheduled on the agenda, in the same order in which the Recording Secretary receives their respective written notices pursuant to Sec. 2-215(1), followed by persons who are given permission to address the session pursuant to Sec. 2-215(2). In the event that the aggregate amount of time required for presentations scheduled for any regular formal session of the Board shall approach one (1) hour, the Recording Secretary shall promptly inform the Chairperson and the President, and the Chairperson, after consultation with the President, may in the Chairperson's discretion extend the time allocated on the agenda for such presentations from one (1) hour to a maximum of two (2) hours. In the event that it is impractical for the Board to hear comments from every person present and wishing to be heard, the Chairperson may do one or more of the following: place further limits on how long a person may speak; adopt procedures by which an individual representing a particular viewpoint may be designated by others to speak for them; and/or adopt other procedures designed to ensure that the Board will be able to conduct its necessary business while affording the public a reasonable opportunity to be heard. Any person whose written request pursuant to Sec. 2-215(1) is not granted because the time allocated on the agenda for all such presentations (including any extension thereof made by the Chairperson) has been filled, shall be scheduled by the Recording Secretary on the agenda for the next succeeding regular formal session of the Board; and the Recording Secretary shall inform the person of the date and approximate time for which the person's address to the Board has been scheduled.

(5) The Board may, in its discretion, by a majority vote of the Trustees present, waive any requirement of Sec. 2-215(1) to Sec. 2-215(4).

(6) A person may submit written material to the Board for consideration, whether or not in connection with an address by the person to the Board. Such written material shall be delivered to the Recording Secretary at the Office of the Board, Ferris State University, 1201 S. State Street, room 301F, Big Rapids, Michigan 49307, or at any temporary office of the Board.

(7) In exercising their discretion to limit or to waive limitations on public comment at a session under this Sec. 2-215, the Chairperson and the Board shall do so in a content-neutral basis.

Statutory Reference:

MCLA 15.263(4)(5)(6), MCLA 380.1808.

Sec. 2-216. Voting Procedures. Whenever a vote is taken on a matter before the Board at a formal session, the vote shall be taken by the Chairperson or other person chairing the session and recorded by the Recording Secretary.

Sec. 2-217. Submission by Trustees of Agenda Items. A Trustee may have an item placed on the agenda of a formal session of the Board by presenting a written request to the President at least ten (10) days in advance of the formal session, or by unanimous consent of the Trustees present at the formal session.

Sec. 2-218. Mailing of Agenda. The agenda for each regular formal session shall be mailed to the Trustees at least one week in advance of the session.

Sec. 2-219. Minutes of Board Proceedings. The Recording Secretary shall keep minutes of all proceedings of the Board at all biennial, regular and special formal sessions of the Board and by emergency action, and shall mail or deliver the minutes to each Trustee and to the President within eight (8) business days following the session or action.

Sec. 2-220. Public Availability of Minutes. Minutes of formal sessions of the Board (except the minutes of closed sessions) shall be public records open to public inspection and shall be available at the address designated in the public notices posted pursuant to this subpart. Copies of such minutes shall be available to the public at the reasonably estimated cost of printing and copying. Proposed minutes (except the minutes of closed sessions) shall be available for public inspection not later than eight (8) business days after the session to which the minutes refer. Proposed minutes become official upon approval by the Board at a subsequent session. Official minutes (except the minutes of closed sessions) shall be available for public inspection not later than five (5) days after the session at which the minutes are approved by the Board.

Sec. 2-221. Order of Business at Biennial Formal Sessions. The order of business at biennial formal sessions of the Board shall be as follows:

- (1) Call to Order and Roll Call
- (2) Hearing of the Public
- (3) Election of Officers
- (4) Establishment of Board session Calendar
- (5) Adjournment.

Sec. 2-222. Order of Business at Regular Formal Sessions. The order of business at regular formal sessions of the Board shall be as follows:

- (1) Call to Order and Roll Call
- (2) Hearing of the Public
- (3) Action Items
- (4) Administrative Reports
- (5) Non-Action Items
- (6) Hearing of the Public
- (7) Comment from the Board
- (8) Future session Dates
- (9) Adjournment.

Prior Board Actions:

October 9, 1998.

Sec. 2-223. Order of Business at Special Formal Sessions. The order of business at special formal sessions of the Board shall be as follows:

- (1) Call to Order and Roll Call
- (2) Hearing of the Public
- (3) Items and/or Reports, as relevant to the purpose to the session
- (4) Hearing of the Public
- (5) Adjournment.

Sec. 2-224. Participation of Trustees and Public by Conference Telephone or Similar Communications Equipment.

(1) A Trustee may participate in a formal session of the Board by means of conference telephone or similar communications equipment through which all persons participating in the formal session can communicate with the other participants. Participation in a formal session pursuant to this section shall constitute presence in person at the formal session. If the conduct of a formal session in whole or in part through electronic means is directed as described in subsection (2) below, a Trustee shall participate by electronic means.

(2) It is the policy of the Board that formal sessions should be held in a location available to the public for in-person attendance in the absence of special circumstances, such as epidemic, natural disaster, civil disturbance, or similar conditions. However, if it is considered necessary or advisable to prohibit or limit an in-person gathering for a formal session for reasons of public health and safety, the Board acting in formal session, or the Chair or President in the absence of such action, may direct that upcoming formal sessions be held completely by electronic means, or by a combination of electronic means and limited in-person attendance. When so directed:

(a) The session shall be conducted in a manner that permits two-way communication so that (i) members of the Board can hear and be heard by other members of the Board; (ii) the public can hear all members of the Board and other members of the public; and (iii) subject to Rule 2-215, the public may address the Board orally or by typed comments that may be read to or shared with members of the Board during the public comment period.

(b) Notice of formal sessions shall include notice that the session will be held in whole or in part through electronic means. If the circumstances leading to calling an electronic session occur after the time provided for giving of notice of a regular formal session, notice that the meeting will be held by electronic means shall be given at least eighteen (18) hours before the session in the manner provided by these Bylaws for notice of special formal sessions.

(c) The notice shall indicate why the session is being held by electronic means, and provide instructions how members of the public may observe and participate in the session by electronic means, including applicable internet address, telephone number, password, session identification code, or other necessary information, and a reference to Bylaw 2-215 for persons desiring to address the Board.

(d) The requirements for persons desiring to address a formal session of the Board in Section 2-215 of these Bylaws shall apply to formal sessions held in whole or in part by electronic means.

Prior Board Action:

December 18, 2020.

Case References:

Goode v Dep't of Social Services, 143 Mich App 756 (1985), lv den 424 Mich 882 (1986) (participation of Trustees by electronic means).

Federated Publs., Inc. v Michigan State Univ. Bd. of Trustees, 460 Mich 75 (1999); *Detroit Free Press v Univ. of Mich. Regents*, 315 Mich App 294 (2016) (Open Meetings Act inapplicable to formal sessions of Constitutional universities).

Opinions of the Attorney General:

Opinion No. 6835 (February 13, 1985).

Sec. 2-225. Applicability of Roberts Rules of Order (Revised). Roberts Rules of Order (Revised), Scott Foresman and Company, copyright 1915, 1943, 1951, shall be applicable in the conduct of Board formal sessions on matters not otherwise covered by this part.

Other References:

Opinion of Board Counsel dated April 19, 1989 [Affirmative vote of five (5) Trustees is required in order to approve any measure.]

Sec. 2-226. Applicability of this Subpart; Miscellaneous. The foregoing provisions of this subpart shall apply exclusively to formal sessions of the Board. Final decisions that are binding on the University shall be made only at formal sessions of the Board. Nothing in this subpart shall prevent the Board from meeting informally or conducting informal sessions of the Board at any time or in any place, including during recesses in formal sessions of the Board.

Constitutional References:

Mich Const 1963, art 8, §4

Mich Const 1963, art 8, §4 provides, *inter alia*, that formal sessions of governing boards of state institutions of higher education shall be open to the public.

Statutory References:

MCL 15.261 *et seq.* (1976 PA 267, as amended by 1978 PA 256, 1981 PA 161, 1982 PA 130, 1982 PA 134, 1984 PA 87, 1984 PA 167, 1986 PA 269, 1988 PA 158, 1988 PA 278, 1993 PA 81, 1996 PA 464

1976 PA 267, as amended, is the Open Meetings Act. The Open Meetings Act by its terms would apply to the Board and to committees of the Board. However, the

Michigan Supreme Court held in *Federated Publications, Inc. v Michigan State University Board of Trustees*, 460 Mich 75 (1999) that the Open Meetings Act has no legally binding effect with regard to the Michigan State University Board of Trustees, a constitutional body corporate akin to the Board, because of the status of the Board as a constitutional body corporate pursuant to Mich Const 1963, art 8, §§4 and 6. With regard to the formal sessions of the Board, the Board has generally used the Open Meetings Act as a guide in implementing the constitutional requirement that formal sessions of the Board be open to the public.

Cross Reference:

Sec. 2-108. Formal Sessions of the Board.

Case References:

Goode v Dep't of Social Services, 143 Mich App 756 (1985), lv den 424 Mich 882 (1986). Use of teleconference equipment with speaker phones.

Federated Publications, Inc. v Michigan State University Board of Trustees, 460 Mich 75 (1999). Formal sessions of the Board; Open Meetings Act.

Gault v City of Battle Creek, 73 F. Supp. 2d 811 (W.D. Mich., 1999). Public comment at meetings.

Opinions of the Attorney General:

Opinion No. 6835 (February 13, 1995). Attendance at a meeting of a public body by interactive television.

Opinion No. 5218 (September 13, 1977). Public comment at meetings.

Opinion No. 5183 (March 3, 1977). Telephone conference meetings.

Opinion No. 5332 (July 13, 1978). Public comment at meetings.

Prior Board Actions:

October 28, 1950; April 15, 1953; July 16, 1966; November 19, 1968; August 23, 1971; March 4, 1972; March 26, 1977. Bylaws.

Entire Subpart 2-2 included in October 19, 2001 Codification, Phase I.

Entire Subpart 2-2 included in October 22, 2004 Codification, Phase II.