

**Board of Advisors
Department of Chemistry & Biochemistry
College of Natural and Applied Science
Missouri State University
Charter and Bylaws**

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I. PURPOSE

The purpose of this Charter and Bylaws is to establish the Department of Chemistry & Biochemistry Board of Advisors (BOA), hereafter called the Missouri State University Department of Chemistry & Biochemistry Board of Advisors. The Department of Chemistry & Biochemistry referred to herein is a department in the College of Natural and Applied Science of Missouri State University, situated on the University's main campus in Springfield, Missouri.

II. MISSION

The mission of the Missouri State University Department of Chemistry & Biochemistry Board of Advisors is to promote continued excellence in the Department of Chemistry & Biochemistry's teaching, research, and development programs.

III. FUNCTIONS

The functions of the Board of Advisors shall be to:

- Provide guidance and counsel, in relevant matters, to the Department Head, faculty and students
- Review the programs of the Department—and recommend areas of opportunity
- Influence the Department, University, state, and nation by assisting the Department Head in creating excellence in teaching and research programs
- Provide advice and recommendations to the Department in developing professionals for industry, government, and academia.
- Serve as a liaison between the Department, industry, government, and the community at large.
- Assist in major fund-raising efforts for the department
- Motivate students and develop employment opportunities through association with board members

IV. MEMBERSHIP

The Membership shall consist of Active Members, Inactive Members and Honorary Members. The Department Head with advice of the BoA officers shall, if necessary or desired, assign an individual to more than one category of membership.

A. Active Members

Active Members are BoA members who are in good standing including an annual financial contribution as stated in section XII E., who have agreed to participate in the ongoing activities of the board and have voting privileges. The Head of the Department of Chemistry & Biochemistry will at her/his/their discretion appoint individual members to the BoA. The Head of the Department of Chemistry & Biochemistry shall not be limited in her/his/their appointments to any specific size of membership, nor as to the qualifications of the appointed member, and shall without reservation appoint whomever she/he/they elect.

B. Inactive Members

Inactive Members are former BoA members who are on a leave of absence from the board. This status may be conferred on the individual by a majority board vote in session, or by designation by the Department Head. The length of time that a member can remain inactive shall be nominally one year without returning to active status; however, the Department Head shall make the final determination. Inactive Members shall not have voting privileges.

C. Honorary Members

Honorary Members are individuals who may be either Missouri State University alumni or non-alumni, or current or former professors who are not appointed as active or inactive board members and whom the Department Head and the BoA wish to recognize and honor. An individual designated for honorary membership shall have distinguished herself/himself in an extraordinary manner which has reflected high levels of credit and recognition upon the Department and the University. Honorary Members may attend any of the BoA meetings of their choosing; however, they shall not have voting privileges.

V. NOMINATIONS

Members of the BoA, as well as other interested individuals, are invited to nominate individuals who have demonstrated achievement in their professional field to the Head of the Chemistry Department, to serve as board members.

VI. BOARD TERMS OF SERVICE

The term of office of the BoA member shall be initially for three years. Thereafter, members may be appointed to serve additional terms of specified or indefinite duration, as determined between the Head of the Department and the prospective board member. Regardless of the term, each member who accepts appointment to the Board serves at the pleasure of the Head of the Department.

VII. OFFICERS AND TERMS OF SERVICE

The officers of the BoA shall be a Chair, Vice Chair, and Secretary/Treasurer. The officers shall have such duties as are necessary for the purposes and functions of the board and such other duties as are assigned by the Head of the Department. The officers shall serve without compensation but shall be reimbursed for expenses incurred if such expenses are authorized and approved by the Head of the Department. Elections for all officers shall be held, bi-annually at the odd-year, semi-annual spring meetings. The term for officers is two years. Officers will assume duties at the conclusion of the spring meeting of their election.

A. Chair

The Vice Chair will be automatically nominated to the position of Chair. Election of the chair will be by majority vote of the board in attendance. The Chair will serve a period of two years. The term will begin at the conclusion of odd-year spring meeting of his/her/their election and continue until the end of the following spring meeting. In such instances where a previous Vice Chair is not in good standing having either chosen to leave the board, or is otherwise not available to serve, a Chair will be elected from among the active members of the board. The retiring Chair shall remain on the BoA for at least one year after the term as Chair has been concluded.

B. Vice-Chair

The members of the BoA will elect a Vice-Chair from among the appointed members of the board. The Vice-Chair will serve a period of two years. The term will begin at the conclusion of the odd-year spring meeting of his/her/their election and continue until the end of the following odd-year, spring meeting. The Vice-Chair should be selected with the knowledge in mind that he/she/they will be nominated and elected as the Chair in the succeeding year.

C. Secretary/Treasurer

The members of the BoA will elect a Secretary/Treasurer from the appointed members of the board. The term of the first elected Secretary begins immediately and ends at the conclusion of the next odd-year, spring meeting. Subsequent Secretaries' terms will begin at the end of the odd-year, spring meeting of their election and continue until the end of the following odd-year, spring meeting. The secretary/treasurer can serve multiple sequential terms. The current or active Secretary will be responsible for preparing the minutes of the meeting and for drafting and presenting the financial plan for the BoA funds at each annual meeting. If an MSU Foundation representative cannot be available for the meeting, the Secretary will request

financial information from the Foundation and to present it at the meeting. The Secretary shall coordinate as needed with the Department Head on the financial plan.

VIII. COMMITTEES

A. Permanent Committees

Permanent committees may be established by the Chair at the recommendation of the Head of the Department, the Chair, or other members of the Board, but in all cases shall only be designated a “permanent” committee after an amendment to the board recommending the establishment of the “permanent” committee is approved by two-thirds vote of the members then in quorum. The Board Chair shall appoint the committee chair. Committee chairs should usually serve a term of one year from appointment. Committee membership should usually consist of an appropriate number of members as determined by the board, including the Chair. Initially, two committee members will be elected to serve a one-year term, two committee members will be elected to serve a two-year term, and one committee member will be elected to serve a three-year term. Thereafter, all elected members shall serve a three-year term. Individuals may be reappointed to the committee after a one-year break in service.

B. Temporary Committees

Temporary committees may be established by the Chair at the recommendation of the Head of the Department, the Chair, or the board members. Temporary committees shall not remain in effect for more than one year at a time and can only be re-established for one additional year without necessitating an amendment to the Bylaws for “permanent” standing. The Chair will appoint the temporary committee chair and its members. Temporary committees will usually have a total of an appropriate number of members as determined by the board including the Chair, all serving only for the one-year term coincident with the one-year life of the temporary committee.

IX. MEETINGS OF THE MEMBERSHIP

A. Annual

An annual meeting of the board shall be held at such time and at such place as shall be determined by the Head of the Department, notwithstanding that the usual annual meeting will be held prior to Missouri State University Homecoming.

B. Semi-annual

A semi-annual meeting of the board shall be held in the early spring, usually during the month of April.

C. Virtual Meetings

Virtual meetings of the BoA and /or committees may be conducted by email, conference call or similar methods at the discretion of an officer of the BoA or a committee chair.

D. Announcements

Each meeting shall be announced by letter mail or email at least thirty (30) days prior to the date of the meeting.

X. QUORUM OF THE MEMBERSHIP MEETINGS

A quorum shall consist of thirty (30) percent of the active members. Every act or decision made when a quorum is present, shall be an action of the board.

XI. LIMITATIONS AND PROCEDURES FOR THE BOARD

A. Governing Rules

The rules contained in the latest edition of Roberts Rules of Order shall govern the Board in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of the Board.

B. Removal

The Head of the Department may at her/his/their pleasure and for all reasons remove any member from the BoA, including the sitting officers.

C. Resignation

Any individual, in any status (Active, Inactive, and Honorary) may resign from the BoA. Such resignation shall be submitted in writing, addressed to the Department Head with a copy provided to the Chair of the BoA. No minimum notice period is required, and the effective resignation date shall be as specified in the letter of notification, except that if such date is not specified, then the date of the letter shall be made the effective date of resignation.

D. Amendments

The charter and bylaws may be amended at any meeting at which such intention has been part of the notice of the meeting. The amendment will be adopted if it carries the favorable recommendation of two-thirds (66.7%) of the officers and is approved by a majority of the active members present.

E. Reimbursement

Attendance at the BoA meetings (annual, semi-annual, or otherwise called) shall be at the individual member's expense.

F. Indemnification

The members of the BoA shall be indemnified by Missouri State University for any indebtedness of the BoA or liability incurred by any member acting in his or her capacity as a member of the BoA.

XII. FINANCIAL REQUIREMENTS

A. Self-sufficiency

The Board shall be self-supporting. It shall use only those monies that are exclusively reserved for it in a Missouri State University account. Said monies shall accrue from contributions made or solicited by the members.

B. Financial Plan

The Head of the Department of Chemistry & Biochemistry shall present to the BoA her/his annual Department Financial Plan for BoA funds. The BoA shall discuss, comment, modify, change, and adopt an annual Plan. This Plan will provide the Department Head fiscal guidance for the expenditure of monies from the account in the name of the Board.

C. Fund Maintenance

The Chair and officers shall instruct the Secretary/Treasurer to maintain funds in the Department of Chemistry & Biochemistry, BoA account pursuant to the terms and agreements effected between the Head of the Department and the University.

D. Debt Policy

Nothing in this charter or bylaws shall be interpreted to mean or allow any member of the BoA, nor the Department Head, nor any other designee assigned, inferred, or otherwise assumed, to be authorized temporarily or permanently, future or in hindsight to enter the BoA into debt whether for cash, services in kind, or any other legal or non-legal instrument. The BoA shall always be managed and operate on a cash flow positive basis. Promissory notes, charitable commitments or pledges may be factored into the Plan, but no funds can be dispersed or promised for disbursement until received without attachment into the University's account set aside for the BoA.

E. Annual Financial Contribution

BoA members shall make a minimum financial contribution to the Chemistry Advisory Board Restricted Fund in the amount set by the BoA. The Secretary will send a notice to the BoA

members each year as a reminder to contribute the Fund along with instructions on how to make the contribution.

XIII. RECOGNITION AND AWARDS

A. Plaque/Certificate

A plaque or certificate of membership in the Board of Advisors will be awarded to each member at an appropriate appointment ceremony.

B. Photograph

A photograph and a nameplate of each honorary and active member of the Board shall be prominently displayed in the Department of Chemistry & Biochemistry at Missouri State University.

C. Biography

A current biographical sketch of no more than one page, of each member of the Board, then in good standing, will be maintained in the Department of Chemistry & Biochemistry where it will be easily accessible to the faculty and students (e.g., via web site).