

**GUIDANCE FOR PREPARING BYLAWS  
FOR CENTERS AND INSTITUTES**

**California Polytechnic State University**

Attached is a generic set of bylaws intended to guide you in preparing bylaws appropriate for your center or institute. It is strongly suggested that you adhere to the basic language in the template, though certain sections may be altered or deleted as appropriate.

Please note that a center or institute has a choice of reporting structures. It may report to the department head or college dean, or, if interdisciplinary, to the Dean of Research and Graduate Programs. You should choose the structure that makes the most sense for the activities of your center or institute, then select the language in the bylaws that most closely fits the model you have chosen.

**BYLAWS OF THE**  
**[center/institute name]**  
**California Polytechnic State University, San Luis Obispo**

These bylaws are applicable within the authorization established by the Board of Trustees of the California State University and the California Polytechnic State University, San Luis Obispo.

**ARTICLE I – NAME**

The name of this organization shall be the **[center/institute name]**, referred to in these bylaws as the **[Center/Institute]**.

**ARTICLE II – PURPOSE AND POLICIES**

Section 1 – Purpose

The primary purpose[s] of the **[center/institute name]** will be to [describe in detail the Center/Institute's primary goals and functions – research, consultation, community outreach, industry relationships, etc.]

The **[center/institute name]** will serve as a vehicle for securing sponsorship and support to sustain **[discipline or field]**-oriented projects at the **[Center/Institute]**.

The **[center/institute name]** will be financed by grants, contracts, donations and revenue generated by **[Center/Institute]** activities.

Section 2 – Policies

The policies of this **[Center/Institute]** shall be in harmony with the policies of the California State University, the California Polytechnic State University, San Luis Obispo ("University"), and the California Polytechnic State University Corporation ("Corporation").

**ARTICLE III – PARTICIPANTS**

Section 1 – Participants

Participants may be faculty, staff, and students of the University or Corporation, and affiliated researchers, consultants, industry representatives, association representatives, and others interested in the **[Center/Institute]**.

a – Faculty

Faculty participants are persons appointed by the University to faculty rank and participating in the activities of the [**Center/Institute**].

b – Staff

Staff participants are persons employed by the University or Corporation and participating in the activities of the [**Center/Institute**].

c – Students

Student participants are persons engaged in study at the University on either a full-time or part-time basis and participating in the activities of the [**Center/Institute**].

d – Affiliated Researchers

Affiliated researchers are faculty or other persons from outside the University who carry out or collaborate on research and/or other projects under the auspices of the [**Center/Institute**].

e – Industry Representatives

Industry representatives are persons actively engaged in the [**specify industry**] as practitioners, vendors, or industry advocates.

f – Association Representatives

Association representatives are persons affiliated with a professional or trade association/organization representing [**Center/Institute**] interests and activities.

Section 2 – Approval to Participate

All interested faculty, staff, and students of the University or Corporation, and interested parties outside of the University, are eligible to participate in the [**Center/Institute**] upon approval by the Executive Committee and the Director. Any faculty, staff, student, or outside participant may recommend individuals for participation in the [**Center/Institute**]. Such recommendations shall be made to the Director.

Section 3 – Terms and Conditions

Terms and conditions of participation shall be determined by the Director, in consultation with the Executive Committee.

## Section 4 – Role of Participants

Participants are encouraged to be actively engaged in the activities of the [Center/Institute]. They may propose programs to be implemented by the [Center/Institute]. If approved, these programs will receive [Center/Institute] support as necessary and possible. Participants will have priority consideration in [Center/Institute] activities and interaction with industry.

Participants are expected to support the programs of the [Center/Institute] and assist the Director in program development.

## **ARTICLE IV – ADMINISTRATION**

### Section 1 – Administration

The [Center/Institute] administration shall include a Director, Executive Committee, and External Advisory Board.

### Section 2 – Director

The [Center/Institute] will be administered by a Director, appointed by the [Director's direct supervisor -- either the department head, college dean or, if an interdisciplinary unit, the Dean of Research and Graduate Programs], with the approval of the Dean [if Director's immediate supervisor is a department head]. The term of appointment is three (3) years. The appointment may be renewed at the discretion of the [Director's direct supervisor] and with the approval of the Dean [if Director's immediate supervisor is a department head].

The Director may be an active Cal Poly faculty or staff member or may be hired from outside the University on a contract basis. A faculty/staff Director will serve on a released time or added compensation basis. The amount of time will vary from quarter to quarter and will depend on available funds and anticipated work load for the particular quarter. The Director will report to the **[Director's direct supervisor]**.

The Director shall submit an annual report following each academic year to the Provost, appropriate college deans, and the Dean of Research and Graduate Programs. The report shall include a summary of the year's activities and a financial report, as well as information on scholarly publications and technical reports, students supported by the [Center/Institute], theses and senior projects completed under the auspices of the [Center/Institute], honors and awards to faculty and students, and any other noteworthy achievements.

### Section 3 – Executive Committee

The Executive Committee shall consist of five to seven members, including the Director and the [**Director's immediate supervisor or delegate**]. The remainder shall consist of active faculty participants in the [**center/institute name**]. In consultation with the Director, the [**Director's immediate supervisor**] will make recommendations to the Dean for the appointment of faculty members to the Executive Committee. If the immediate supervisor is the Dean, the Director will make recommendations directly to the Dean.

The Executive Committee shall be responsible for: a) approving candidates for [**Center/Institute**] participation; b) recommending members of the External Advisory Board; c) recommending and reviewing proposed [**Center/Institute**] programs and activities; d) developing operating guidelines to implement [**Center/Institute**] programs and activities; and e) advising the Director on matters of general policy and operations.

The Executive Committee will meet at least quarterly. Meetings may be called by the Director or by a majority of Committee members. A majority of Committee members will constitute a quorum.

## **ARTICLE V – EXTERNAL ADVISORY BOARD**

### Section 1 – Membership

External Advisory Board ("Board") members are those persons recommended by the Executive Committee and appointed by the Dean to serve in an advisory capacity to the [**Center/Institute**].

The Board shall be composed of a minimum of three (3) members representing a spectrum of expertise and background associated with [**specify fields and/or industries; specify portions from different sectors.**]

The Board will be appointed by the Dean (with approval of the **Director's immediate supervisor, if not a Dean**). Initial appointments of from one to three years may be used to stagger Board membership terms. Thereafter, terms will be three years.

Members of the External Advisory Board shall, by majority vote of the entire Board, nominate one or more members to serve as Chair for a term of up to two years. The Chair will be appointed by the Dean (with approval of the **Director's immediate supervisor, if not a Dean**). The same person may be appointed to successive terms as Chair.

### Section 2 – Powers and Duties

The Board shall provide advice and comment on [**Center/Institute**] programs; shall engage in public relations and support activities for [**Center/Institute**] programs; and

shall provide overall guidance and direction to the [**Center/Institute**], and to the Dean, as appropriate.

### Section 3 – Meetings

The Board will meet at least once a year to review [**Center/Institute**] programs and to provide general direction to the [**Center/Institute**]. The Board may elect to meet for special purposes at any other time upon agreement of a majority of Board members.

### Section 4 – Number Constituting a Quorum

A majority of Board members shall constitute a quorum.

## **ARTICLE VI – FISCAL POLICIES**

### Section 1 – Fiscal Year

The fiscal year shall correspond to that of the Corporation.

### Section 2 – Accounts and Audit

The books and accounts of the [**Center/Institute**] shall be kept by the Corporation and shall be audited annually in accordance with Corporation policies.

### Section 3 – Funding

Funding for the [**Center/Institute**] shall come from private or governmental grants and contracts, gifts, and fees from [**Center/Institute**]-generated short courses, conferences, and [**Center/Institute**]-generated publications.

### Section 4 – Dissolution

In the event the [**Center/Institute**] is dissolved, any assets remaining after payment of all debts and liabilities shall be distributed to the Corporation in trust for [**department or college name**]. If debts and liabilities exceed assets, the [**department or college name**] will be responsible for said debts and liabilities.

## **ARTICLE VII – AMENDMENTS**

The bylaws may be amended by a majority vote of the Executive Committee with the approval of the Dean of the [**name of college, if center/institute reports within a college**] and the Dean of Research and Graduate Programs. Any participant in the [**Center/Institute**] may propose amendments to the bylaws.