

BYLAWS OF THE BOARD OF TRUSTEES
OF
NORTH CAROLINA AGRICULTURAL AND TECHNICAL STATE UNIVERSITY
Amended and approved September 19, 2007

SECTION I **NAME**

The name of this body shall be the Board of Trustees of North Carolina Agricultural and Technical State University. North Carolina Agricultural and Technical State University is a constituent institution of The University of North Carolina.

SECTION IIA **MEMBERSHIP**

Effective July 1, 1973, membership of the Board of Trustees shall consist of thirteen persons chosen as follows: (i) eight elected by the Board of Governors, (ii) four appointed by the Governor, and (iii) the President of the Student Government Association of North Carolina Agricultural and Technical State University, *ex-officio*. (See G.S. 116-31 (d))

- (1) The Board of Governors, in electing trustees to serve terms commencing July 1, 1973, shall designate four person for four-year terms and four persons for two-year terms; and the Governor, in making appointments of trustees to serve terms commencing July 1, 1973, shall designate two persons for four-year terms and two for two-year terms. In every odd-numbered year after 1973, the Board of Governors shall elect four persons to the Board of Trustees and the Governor shall appoint two persons to such board; and the term of office of all such elected or appointed trustees (excluding *ex-officio* trustees) shall be four years commencing on July 1 of such odd-numbered years (G.S. 116-31(e) and (f)).
- (2) Whenever a member shall fail, for any reason other than ill health or service in the interest of the state and nation, to be present for three successive regular meetings of the Board of Trustees, his place as a member shall be deemed vacant. (G.S. 116-31(j))
- (3) From and after July 1, 1973, whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board of Trustees to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy shall occur among those elected by the Board of

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Governors, it shall be the duty of the Secretary, or Assistant Secretary, of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term.

- (4) From and after July 1, 1973, any person who has served two full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the Board of Trustees but may be elected or appointed to the board of another institution (G.S. 116-31(g)).
- (5) From and after July 1, 1973, no member of the General Assembly or officer or employee of the State or any constituent institution or spouse of any such member shall be eligible for election or appointment as a trustee. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State or of any constituent institution, or whose spouse is elected or appointed to the General Assembly, or who becomes such officer or employee shall be deemed thereupon to resign from his or her membership on the Board of Trustees (G.S. 116-31(h)).

SECTION II B

DUAL MEMBERSHIP PROHIBITED

No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any member of the Board of Trustees who is elected to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his term commences as a member of the Board of Governors (G.S. 116-31(i)).

SECTION III

OFFICERS

A. Chair, Vice Chair and Secretary

The officers of the Board of Trustees shall be a Chair, a Vice-Chair and a Secretary. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the

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Board of Trustees. At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, a Vice-Chair and a Secretary (G.S. 116-32).

B. Term of Office

The officers of the Board of Trustees shall serve for a term of one year and until a successor is elected. If a vacancy occurs in any of these offices, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

C. Chairperson

The term of office of the Chair of the Board of Trustees may not exceed more than two (2) one-year terms. The Chairman may not succeed himself/herself beyond this established term of office.¹

For the term July 1, 1999- June 30, 2000, the Chair for the previous term was nominated and elected to serve as Chair for one additional term beyond the two-year limitation of this section²

D. Assistant Secretary

The Board of Trustees may also elect an Assistant Secretary from the members of the Chancellor's staff. Copies of all minutes, papers and documents of the Board of Trustees may be certified by the Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board of Trustees.

SECTION IV **MEETINGS**

A. Frequency

The Board of Trustees shall hold not fewer than four (4) regular meetings a year and may hold such additional meetings as may be deemed desirable³ (G.S. 116-32).

¹ Amended October 19, 1983

² Amended October 18, 1999

³ Amended January 18, 1984

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Meetings may be held by conference telephone or electronic means including closed circuit television. All meetings shall be open to the public, unless consistent with the requirements of state law, a meeting is closed to the public by a motion duly made and adopted by the Board in an open meeting. Access to the public will be given pursuant to the North Carolina Open Meetings Law.⁴

B. Regular Meetings

The regular meeting shall be held four (4) times yearly on the third Wednesday of the months of September, November, February and April. The time and place may be changed upon fifteen (15) day written notice by the Chair.

C. Special Meetings

Special Meetings of the Board of Trustees may be called by the Chair at his or her discretion and shall be called by the Secretary upon written request of not fewer than four members of the Board of Trustees. A special meeting called by the Secretary shall be held within twenty days of receipt by the Secretary of the fourth written request for such special meeting. A notice specifying the date, time, and place of a special meeting of the Board of Trustees shall be mailed by the Secretary to each member of the Board of Trustees at least ten days in advance of the date of the meeting; but notice of three days may be given by telephone or telegraph when, in the judgment of the Chair, an emergency exists. Any matter of business may be considered at any special meeting of the Board of Trustees, except that

- (1) The Board in special session may not revoke, alter or amend any order, resolution or vote done, made or adopted at any regular meeting, unless that action is voted for at the special meeting by two-thirds of the authorized membership of the Board of Trustees; in absence of such two-thirds affirmative vote, any order, vote, resolution or other act done, made or adopted at a special meeting that is contrary to or at variance with any order, vote, resolution or other act done at a

⁴ Amended February 17, 1999

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previous regular meeting shall be null, void and of no effect.

- (2) The Board in special session may not act on matters that have been specifically reserved by the Board at a regular meeting for action only at regular meetings. The special session, by affirmative vote of two-thirds of the authorized membership of the Board, shall overrule this limitation on action.

C. Agenda

A copy of the agenda for each regular meeting of the Board of Trustees, including, insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as part of the agenda, shall be mailed by the Secretary or Assistant Secretary to each member of the Board of Trustees at least five days in advance of the date of the regular meeting. If practicable, a copy of the agenda for each special meeting of the Board of Trustees, with reports and other materials to be presented shall be mailed to each member of the Board of Trustees at least five days in advance of the date of the special meeting. If such advance mailing is not practicable, the agenda for a special meeting may be presented to the members of the Board of Trustees as the first order of business at the meeting.

D. The Agenda for a Regular or Special Meeting

The agenda for a regular or special meeting of the Board of Trustees shall be prepared by the Chancellor or his staff, in consultation with the Chair. All requests for inclusion of a given item on the agenda of a particular meeting shall be filed, with supporting documents, if any, with the Chancellor to be included on the agenda of the special meeting. Generally, ten days is considered sufficient time.

The provisions of this section shall not be construed to prohibit any member of the Board of Trustees from requesting consideration by the Chair, at any regular or special meeting, any item whether or not the item is on the agenda.

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SECTION V CONDUCT OF BUSINESS

A. Quorum

The Board must have a quorum to conduct business. A quorum for the conduct of business by the Board of Trustees shall consist of a majority of the members currently in office.

B. Presiding Officer

The Chair shall preside at all regular and special meetings of the Board of Trustees. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Vice-Chair, a presiding officer shall be elected to preside by and from the membership of the Board of Trustees.

C. Power to Vote

All members of the Board of Trustees may vote on all matters coming before the Board for consideration, but no member may vote by proxy. No vote concerning any matter under consideration by the Board of Trustees or by a committee of the Board of Trustees may be cast, in absentia, or by mail, telegraph ~~or~~ telephone⁵.

D. Rules of Order

Except as modified by specific rules and regulations enacted by the Board of Trustees, Robert's Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its committees.

E. Notice

A notice specifying the date, time and place of each meeting of the Board of Trustees shall be mailed by the Secretary or Assistant Secretary to each member of the Board of Trustees at least fifteen (15) days in advance of the date of the meeting. Any matters of business may be considered at a regular meeting of the Board of Trustees.

⁵ Amended February 17, 1999 to remove telegraph or telephone as a means of casting a vote

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F. Minutes

The Secretary or Assistant Secretary shall keep minutes of all meetings of the Board of Trustees; shall file, index and preserve all minutes, papers and documents pertaining to the business and proceedings of the Board; shall be custodian of the Seal of North Carolina Agricultural and Technical State University and of all records of the Board; shall attest to the execution by the Chair of all legal documents and instruments of North Carolina Agricultural and Technical State University.

Within twenty (20) days after each meeting of the Board of Trustees, the Secretary or Assistant Secretary shall transcribe the minutes of the meeting and mail a copy to each member of the Board of Trustees. The minutes of a regular or special meeting of the Board of Trustees shall be included in the agenda for the succeeding meeting. The minutes of a meeting of the Executive Committee shall be mailed for informational purposes to each member of the Board and shall be included in the agenda for the succeeding meeting of the Executive Committee.

G. Executive Sessions

All meetings of the Board of Trustees shall be open to the public. Consistent with the requirements of State Law, the meeting may be closed to the public by majority vote of a quorum of the Board membership.

H. Keeping the Board of Governors Informed

The Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of the University, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board of Trustees or in its committee structure or bylaws, notices of meetings and a copy of the minutes of all meetings.

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SECTION VI POWERS AND DUTIES

A. GENERAL POWERS AND DUTIES

The Board of Trustees shall promote the sound development of North Carolina Agricultural and Technical State University within the functions prescribed for it, helping it to serve the people of the state in a way that will complement the activities of the other institutions and aiding it to perform at a high level of excellence in every area of endeavor. The Board of Trustees shall serve as advisor to the Board of Governors on matters pertaining to North Carolina Agricultural and Technical State University and shall serve as an advisor to the Chancellor concerning the management and development of the institution (G.S. 116-33)

B. Academic, Administrative and Head Coach Personnel

(1) The Board of Trustees on the recommendation of the Chancellor shall approve personnel actions as follows:

- (a) conferral of tenure
- (b) appointments and reappointments of head athletic coaches
- (c) appointments, promotions, compensation and retreat rights for the Provost and all Vice Chancellors
- (d) establish salary ranges for Deans and other similarly situated administrators that are not included in the annual Board of Governor's study establishing salary ranges (includes Tier I Senior Academic and Administrative Officer positions: all Deans, University Librarian, University Counsel, Executive Assistant to the Chancellor, and Assistant to the Chancellor.)

C. Discharge or Suspension

Subject to the regulations of the Board and consistent with applicable policies of the Board of Governors, all discharges or suspensions of faculty members and administrative personnel, other than those subject to the State Personnel Act, shall be effected by the Chancellor. A discharged or suspended employee shall have such rights of appeal from the action of the Chancellor as may be prescribed by the University Code, policies of the Board of Governors, or regulations of the Board of Trustees.

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- D. Personnel Policies
The Board of Trustees may adopt personnel policies not otherwise prescribed by state law, the Code of the Board of Governors, or other policies of the Board of Governors for personnel in all categories of University employment.
- North Carolina Agricultural and Technical State University shall give equal opportunity for employment, without regard to race, religion, color, creed, national origin, gender, sex, disability, military veteran status, or political affiliation to all persons otherwise qualified (G.S. 126-16)
- E. Chancellor Selection
In the event of a vacancy in the Chancellorship, the Board of Trustees shall establish a search committee composed of representatives of the Board of Trustees, the faculty, the student body, the alumni and the community. Upon the establishment of the search committee, the Chair of the Board and the President shall jointly establish a budget and identify staff for the committee.
- F. Academic Program
The Board of Trustees shall be responsible for ensuring the institution's compliance with the educational, research, and public service roles assigned to it by the Board of Governors, either by express directive or by promulgated long-range plans of the Board of Governors.
- G. Academic Degrees.
Subject to authorization by the Board of Governors of the nature and general content of specific degree programs, which may be offered, North Carolina Agricultural and Technical State University shall determine whether an individual student shall be entitled to receipt of a particular degree. No appeal from such decision shall lie beyond the Board of Trustees, unless it is alleged that the decision violated of an established policy of the Board of Governors.
- H. Honorary Degrees, Awards and Distinctions.
The Board of Trustees shall be responsible for approving the names of all individuals on whom it is proposed that an honorary

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degree or other honorary or memorial distinction be conferred by North Carolina Agricultural and Technical State University, subject to such policies as may be established by the Board of Governors.

I. Budget Administration.

The Board of Trustees shall advise the Chancellor with respect to the development of budget estimates for North Carolina Agricultural and Technical State University and with respect to the execution and administration of the budget, as approved by the General Assembly and the Board of Governors.

J. Property and Buildings.

The Board of Trustees shall be responsible, subject to policies of the Board of Governors and all legal requirements relative to the construction of state-owned buildings, for the following matters concerning campus capital construction projects, which have been approved by the Board of Governors and authorized by the State of North Carolina: (1) the selection of architects or engineers for buildings and improvements requiring such professional services; (2) the approval of building sites; (3) the approval of plans and specifications; and (4) the final acceptance of all completed buildings and projects.

The Board of Trustees shall be responsible to the Board of Governors for preparing and maintaining a master plan for the physical development of North Carolina Agricultural and Technical State University, consistent with the total academic and service mission of the institution as defined and approved by the Board of Governors.

Any proposal involving the acquisition or disposition by the institution of any interest in real property shall be recommended by the Board of Trustees and must be approved by the Board of Governors; provided, that if the proposal involves an interest in real property, which is valued at less than \$50,000, the Board of Trustees may authorize such transaction and proceed to obtain the necessary approvals from appropriate State officials and agencies, without first obtaining the approval of the Board of Governors; and provided, further, that the Board of Governors, under circumstances that it considers appropriate and following notice

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from it to the Board of Trustees, may take action necessary to effect the acquisition or disposition of an interest in real property, which is related to or which affects the institution, without receipt of a recommendation from the Board of Trustees. The value of an interest in real estate shall, with respect to a lease, be deemed the annual rental thereof. The Board of Trustees is authorized to delegate to the Chancellor the power to authorize for the institution the acquisition or disposition by lease of interests in real estate valued at less than \$25,000, subject to any necessary approval from State officials and agencies.

K. Endowments and Trust Funds.

Subject to applicable provisions of State law and to such terms and conditions as may be prescribed from time to time by the Board of Governors, the Board of Trustees shall be responsible for the preservation, maintenance, and management of all properties, both real and personal, funds and other things of value which, either separately or in combination, constitute all or any part of the authorized endowment or trust funds, either currently in existence or to be established in the future, for the benefit of North Carolina Agricultural and Technical State University. (See G.S. 116-11(2); 116-12; 116-36; 116-36.1; 116-36.2; 116-36.3)

L. Admissions.

Subject to such enrollment levels and minimum general criteria for admission as may be established by the Board of Governors, North Carolina Agricultural and Technical State University shall establish admissions policies and resolve individual admission questions for all schools and divisions within the institution. No appeal concerning an individual admission case shall lie beyond the Board of Trustees, unless it is alleged that an established policy of the Board of Governors or a law or constitutional provision of North Carolina or of the United States has been violated in the admission-evaluation process at the campus level.

Admission to North Carolina Agricultural and Technical State University shall be on the basis of merit, and there shall be no discrimination on the basis of race, color, creed, religion, sex, national origin, age, or disability.

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M. Tuition, Fees, and Deposits.

a. General Authority of Boards of Trustees.

The Board of Trustees shall cause to be collected from each student, at the beginning of each semester, quarter, or term, such tuition, fees, and other amounts necessary to pay other expenses for the term, as have been approved by the Board of Governors. (See G.S. 116-11(7) and G.S. 116-143)

b. Tuition and Fee Deposits.

The Board of Trustees shall require the payment of such advance deposits, at such times and under such conditions, as may be required by State law or by the Board of Governors. (See G.S. 116-143)

c. Application Fee.

The Board of Trustees shall require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required by State law or by the Board of Governors. (See G.S. 116-143)

d. Acceptance of Obligations in Lieu of Cash.

Subject to policies prescribed by the Board of Governors, the Board of Trustees shall establish regulations concerning the acceptance of obligations of students, together with such collateral or security, as may be deemed necessary, or proper, in lieu of cash, in payment of tuition and fees. (See G.S. 116-143)

e. Fee Recommendations.

Subject to policies prescribed by the Board of Governors, each Board of Trustees, in consultation with the Chancellor, shall recommend to the President the amounts to be charged at the constituent institution for Applications, Athletics, Health Services, Student Activities, Educational and Technology, Retirement of Debt Incurred for Capital Improvements Projects Authorized by the General Assembly, Course, and Special Fees. In carrying out this responsibility, each Board of Trustees and the Chancellor shall ascertain that the benefits of the activity or service are commensurate with the recommended fee which is required to support the activity or service. Recommended fees should be consistent with the philosophy set forth in the North Carolina

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Constitution which states that the benefits of North Carolina Agricultural and Technical State University should be extended to the people of the State free of expense, as far as practicable.

N. Student Financial Aid.

All scholarships and other forms of financial aid to students which are limited in their application to or are supported from sources generated by North Carolina Agricultural and Technical State University shall be administered pursuant to such regulations as may be prescribed by the Board of Trustees and subject to the terms or any applicable laws and policies of the Board of Governors.

O. Student Services.

The Board of Trustees, upon recommendation of the Chancellor, shall determine the type, level and extent of student services (such as health care, athletic programs, and counseling) to be maintained for the benefit of students at the institution, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

P. Student Conduct, Activities, and Government.

Under such policies as may be prescribed by the Board of Governors and the Board of Trustees, the Chancellor shall be responsible for the regulation of student conduct, the approval of organized, institutionally-recognized student activities, and the definition of roles and functions of any institutionally recognized system of student self-government and student participation in the governance of any aspect of the institutional programs and services. No appeal concerning such activities shall lie beyond the Board of Trustees, unless it is alleged that the policy, action or decision being appealed violates any law or constitutional provision of North Carolina or of the United States, the Code of the Board of Governors or other policies of the Board of Governors.

Q. Intercollegiate Athletics.

Subject to such policies as may be prescribed by the Board of Governors and the Board of Trustees, the Chancellor shall be responsible for the establishment and supervision of the institution's program of intercollegiate athletics.

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R. Traffic and Parking Regulations.

The Board of Trustees shall have and exercise such authority as is conferred by State law on the Board of Governors for the regulation of traffic and parking and for the registration of motor vehicles operated on the campus of North Carolina Agricultural and Technical State University (See G.S. 116-44.3 through, 116-44.5) The Chancellor shall be responsible to the Board of Trustees for enforcement of all regulations adopted for traffic and parking regulation and vehicle registration.

S. Campus Security.

Subject to applicable provisions of State law and such policies as may be adopted by the Board of Governors or the Board of Trustees, the Chancellor shall be responsible for the maintenance of campus security.

T. Auxiliary Enterprises, Utilities, and Miscellaneous Facilities.

Pursuant to applicable provisions of State law and policies of the Board of Governors, the Board of Trustees shall have authority and responsibility for the adoption of policies applicable to the control and supervision of campus electric power plants, water and sewer systems, other utilities and facilities (See G.S. 116-35).

SECTION VII COMMITTEES

The Board of Trustees may establish and delegate to such standing committees as it may create such of its powers, as it deems appropriate.

SECTION VIII AMENDMENT OF BYLAWS

These bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of two-thirds of the membership of the Board, provided that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board. The voting on such amendments, however, shall not be permitted less than thirty days after the amendment shall have been introduced.

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SECTION IX SUBORDINATION

To the extent that any of these bylaws may be inconsistent with The Code of the Board of Governors, as the Code may be amended from time to time, said Code shall control.