

ALABAMA STATE UNIVERSITY



BOARD OF TRUSTEES BYLAWS

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PREAMBLE

The Board of Trustees of Alabama State University was created in 1975 and constituted a body corporate and politic by virtue of Sections 16-50-20, et seq., of the Alabama Code (1975). The Board is charged with the operation and management of Alabama State University.

The Bylaws of the Board of Trustees for Alabama State University are intended to establish the organizational rules and parliamentary procedures of the Board. To the extent that these bylaws may conflict with state or federal laws, those laws shall govern the conduct of the Board.

ARTICLE I. THE BOARD OF TRUSTEES

SECTION 1. Primary Functions of the Board

The primary responsibility of the Board of Trustees is to establish policies for the governance of the University and shall be responsible for its operation and management. Within these fundamental responsibilities, the Board will perform, where appropriate, many essential functions, including but not limited to the following:

- A. Prescribe rates of tuition and fees, exercises the fiduciary oversight of the institution;
- B. Ensure the regular review of the institution's mission
- C. Ensure a clear and appropriate distinction between the policy-making function of the board and the responsibility of the administration, faculty and staff to administer and implement policy;
- D. Select a President of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;
- E. Recommend to the Secretary to the Board of Trustees a Board Liaison to serve at the will of the Board or for such term and compensation as the Board may prescribe;
- F. Define and address potential conflicts of interest for its members;
- G. Develop and exercise appropriate and fair processes for the dismissal of a board member;
- H. Protect the institution from undue influence by external persons or bodies;
- I. Define and regularly evaluate its responsibilities and expectations;
- J. Evaluate annually the institution's President (chief executive officer);
- K. Approve all loans, borrowing, and issuance of bonds/debts;
- L. Approve or designate who shall approve all contractual relationships and other major legal obligations executed in the name of the Board or Alabama State University;
- M. Approve all purchases and sales, of real property, and insure that all properties of the University are preserved and maintained;
- N. Approve the construction of new facilities and major renovation of existing facilities;
- O. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements;
- P. Approve, upon the recommendation of the President, the appointment of the provost, chief of staff, vice-presidents, other such officers, and athletic officials with negotiated contracts as it deems necessary for operation of the University, and
- Q. Approve the University's annual budget

ARTICLE II. OFFICERS OF THE BOARD

Section 1. The officers of the Board shall be President, President Pro Tempore, and Secretary. ¹

Section 2. The term of office for the President and President Pro Tem shall be for two (2) years. They may be re-elected for consecutive terms but not serve beyond their terms as members of the Board. In addition, no President or President Pro Tem shall serve in such role for more than two (2) consecutive full terms.

Section 3. At the expiration of the terms of the President and the President Pro Tem, the Board shall elect, at its regular May meeting, from among its own membership, the President and the President Pro Tem, who shall serve until their successors are elected. Such election shall be by written ballot, and the affirmative vote of the majority of the members present, in person or by electronic means (as defined in Article IV, Section 16), shall be required to elect. Any board member attending on the telephone shall submit a written signed ballot to the Secretary of the Board before the vote for such officers. Any board member attending by electronic means shall confirm by voice at the meeting their selection as the ballots are reported to the full Board.

Section 4. The President of the University shall be ex officio Secretary of the Board.

Section 5. In the event the President of the Board resigns, becomes incapacitated, or otherwise cannot complete the term of office, the President Pro Tem shall assume the office of President until the next full meeting of the Board or special called meeting to elect a new President who shall serve the unexpired term. The new President shall be elected in accordance with the procedures for electing the officers initially as set forth in Section 3 of this Article II.

Section 6. The Secretary of the Board shall be provided a fidelity bond in the amount prescribed by the Board.

Section 7. Each Board member shall be provided Directors and Officers Insurance.

¹ Pursuant to Act 2019-477 of the Alabama Legislature, effective September 1, 2019, the Governor of the State of Alabama shall be an ex officio member of the Board. Additionally, at the May 2020 meeting of the Board, the Board shall elect a President and a President Pro Tempore. During the interim period of September 1, 2019 and the May 2020 Board meeting, the Board shall have Chair and Vice Chair with roles and responsibilities as set forth in the June 17, 2017, version of the Bylaws of the Board of Trustees for Alabama State University.

ARTICLE III. DUTIES OF OFFICERS

Section 1. The President. It shall be the duty of the President to call meetings as herein provided and perform such other special duties as shall be vested in him/her by law or the Board. The President shall preside over meetings of the Board and to certify the expenses incurred by trustees in the discharges of their duties as trustees.

Section 2. The President Pro Tempore. The President Pro Tempore shall have and perform the powers and the duties of the President at Board meetings during his/her absence or disability and such other duties as delegated to him/her by the President of the Board or by the Board.

Section 3. The Secretary of the Board. The Secretary of the Board shall attend all meetings of the Board and shall keep a fair and true record of the proceedings. He/She shall countersign all vouchers for payment of expenses of trustees. He/She shall give and transmit all notices required by law or resolution. He/She shall affix the corporate seal to all documents upon which the seal is required by law and which shall have been executed by the President of the Board or other duly authorized officer of the Board pursuant to resolution of the Board. He/She shall have charge of all books and documents and shall perform such other duties as are delegated to him/her by the Board of Trustees.

Section 4. No officer of the Board or Committee Chairperson shall have any power or authority, by virtue of his/her position as an officer or Committee Chair, to direct or supervise the University President and his/her administrative subordinates in the discharge of their administrative duties when the Board and its Committees are not in session.

ARTICLE IV. MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. ANNUAL AND REGULAR MEETINGS

Regular meetings of the Board shall be held in lieu of those set by Alabama Code, Section 16-5-26, in the month of February during Founder's Day Week, in the month of May during Commencement Week, and during the month of September. Unless otherwise provided by a majority vote of the Board, each adjournment of a regular meeting shall be to a date set by the Chair for the next regular meeting.

Section 2. PREPARATION OF AGENDA

The President of the University shall prepare, in writing, the agenda and explanatory materials as soon as practical for immediate delivery to all members of the Board. The President of the University shall also issue proper notice of the meeting in accordance with the Alabama Open Meetings Act, as amended from time to time.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board may be assembled by either one of the two methods outlined as follows: (1) Special meetings of the Board may be called by the President of the Board by mailing a written notice to each trustee, naming the time and place thereof, at least ten (10) days in advance of the date of such meetings. (2) Upon the application in writing of any four members of the Board, the President of the Board shall call a special meeting, naming the time and place thereof and causing notices to be issued in writing to the several members of the Board. Special meetings shall not be held on a date less than ten (10) days subsequent to the notices from the President of the Board.

SECTION 4. EMERGENCY MEETING

An emergency meeting of the Board may be called when circumstances exist that are deemed by the President of the Board, by the President Pro Tempore, or by three members of the Board to present a risk to personal health, safety, or property or to the operation of the University. The three Board members shall communicate their request for an emergency meeting to the President of the Board or to by the President Pro Tempore by the most expedient means available to them. Notice of an emergency meeting shall be given at least 48 hours before the time the emergency meeting is to commence unless the circumstances of the emergency require the meeting to convene sooner and as required by the Alabama Open Meetings Act, as amended from time to time.

SECTION 5. CONFERENCE CALLS

Members of the board may participate in a meeting of the board or any committee of the board by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting may hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes. However, a majority of a quorum of the members of the board, or, in the event of a meeting of only the executive committee, a majority of a quorum of the executive committee of the board shall be physically present at the location noticed and called for the meeting in order to conduct any business or deliberation. Members of the board and any committees of the board may not utilize electronic communications except as in compliance with the Alabama Open Meetings Act. Except for emergency meetings, notice of board meetings shall be provided in accordance with the Alabama Open Meetings Act and telephone or video conference or similar communications equipment shall also allow members of the public the opportunity to simultaneously listen to or observe such meetings.

SECTION 6. QUORUM OF THE BOARD

Eight members of the board of trustees shall constitute a quorum, but a smaller number may adjourn from day-to-day until a quorum is present.

SECTION 7. VOTING

Action by the Board of Trustees and by any committee of the Board shall be taken by a majority of the quorum present in person or by electronic means, unless otherwise herein provided. Voting by proxy or any designated representatives for members of the Board shall be prohibited in all meetings of the Board and in all meetings of committees of the Board. The Board may not take any vote on any item that was not presented in writing 10 days prior to the Board meeting, except in emergency board meetings as prescribed by bylaws. In the event an item requiring action of the board is not provided within the 10-day window, the Board may take action by amending the agenda. The information requiring action shall be shared with Board members as soon as it is made available.

SECTION 8. RULES OF ORDER

Robert's Rules of Order, as modified by the provisions of these Bylaws, shall govern the conduct of business of the Board.

ARTICLE V: CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST ANNUAL REVIEW

Each board member shall annually complete an Alabama State University Conflict of Interest Disclosure Questionnaire and the Alabama Ethics Commission Statement of Economic Interests.

ARTICLE VI: REMOVAL FROM OFFICE

The Board may remove any appointed member of the Board with cause and by fair process. For purposes of this section, any one or more of the following shall constitute grounds for removal 1) the conviction of a felonious crime or a crime involving fraud, embezzlement or dishonesty, 2) the failure to attend, in person or by electronic means, three consecutive statutory meetings of the Board, 3) violating the conflict of interest provisions of Alabama Code § 16-50-29 (1975), or 4) for any behavior where the trustee's actions are against the best interest of the University. Upon the recommendation of the Executive Committee, the trustee shall be given notice of the allegations of cause by the President of the Board (or by the

President Pro Tem if the President is to be noticed). The trustee shall be afforded an opportunity to be heard before the Board at a properly noticed meeting. Following this fair process and determination made by the Board that the trustee has committed one of the above-listed grounds for removal; the trustee shall be removed upon a vote of the majority of the Board. Upon removal, the Board shall request that the President of the Board appoint a replacement for the removed trustee.

ARTICLE VII: PROFESSIONAL DEVELOPMENT

The Board shall provide for the conduct of annual training sessions for trustees regarding the fiduciary responsibility of a trustee to the university and any other topics deemed appropriate by the Board. New Board members will complete an orientation to understand the roles and responsibilities charged to higher education board members. The professional development will be in accordance with specified state law and the regional accrediting agency.

ARTICLE VIII: UNIVERSITY OFFICERS AND DUTIES

SECTION 1. AUTHORITY AND RESPONSIBILITY

The Board delegates implementation of its policies and all administrative matters to the President of the University. The President of the University shall have the authority and responsibility for the administration of all operations and the day-to-day affairs of the University. He/She shall be spokesperson for the University and interpreter of University policy, as declared by the Board. He/She shall be ex officio Chairperson of the faculty and a non-voting member on all committees in the University. He/She shall make periodic reports to the Board as he/she deems advisable or as the Board requests.

SECTION 2. POWER TO DELEGATE AUTHORITY

The President of the University with Board approval shall have power to delegate to the provost, chief of staff, vice-presidents and to other officers such of his/her authority as will assist him/her in the performance of his/her duties and facilitate functioning of the institution. The Faculty Senate, the various councils of the University and such standing, ad hoc and advisory committees of the University shall also assist him/her, as he/she shall deem appropriate.

SECTION 3. ADMINISTRATIVE APPOINTMENTS

The President with Board approval shall, have power to appoint the provost, chief of staff, vice-presidents, other such officers, and athletic officials with negotiated contracts as it deems necessary for operation of the University.

ARTICLE IX: COMMITTEES

SECTION 1. STANDING COMMITTEES

Standing Committees of the Board are the Executive Committee, Finance Committee, Academic Affairs Committee, Student Affairs Committee, Athletics Committee, Property Committee, Audit Committee, Development Committee, and Governance Committee. The Standing Committees shall be composed of five (5) members. Membership on the Standing Committees shall be for two (2) years to coincide with the terms of the officers of the Board. Except as set forth in Section 2 of this Article, all committees shall consist of five (5) members appointed by the President for two-year terms. The Committees and Committee chairs shall be appointed by the President of the Board. In the event the President shall be serving out the unexpired term of the prior President, the committee members and Chair shall not change until their terms expire. The Committees shall also include non-voting representatives from the Faculty Senate, Non-Instructional Staff Council, and the Student Government Association (SGA).

SECTION 2. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President and by the President Pro Tempore of the Board, and three members of the Board appointed by the President for two-year terms. The Executive Committee shall exercise the powers of the Board, except that it shall not appoint, remove or fix the salaries of faculty and other officers and professional and operating personnel; alter or modify the governance of the University; prescribe courses of instruction or rates of tuition and fees; confer academic and honorary degrees; elect or remove the President of the University; convey or encumber real estate; and revoke any previous order, resolution or vote of the Board or otherwise amend Board policy. The Executive Committee shall meet upon call of the President of the Board or any two of its members and shall report all its interim actions at the next regular meeting of the Board.

SECTION 3. FINANCE COMMITTEE

The Finance Committee of the Board of Trustees shall function between meetings of the Board as necessary. It shall consist of five (5) members appointed by the President for two-year terms. The Committee shall see that all funds are employed in furtherance of University purposes and that all requirements placed on special funds from any source are adhered to. It shall have the power to inquire into audits, hold discussions with the President or his/her designee(s) and other administrators concerning any matter affecting the University's finances and recommend appropriate action where necessary; make reports, recommendations, including, but not

limited to, the annual budget and/or bring to the Board's attention any matter it deems appropriate concerning the finance of the University and carry out other duties assigned by the Board to the Committee.

SECTION 4. ACADEMIC AFFAIRS COMMITTEE

The Academic Affairs Committee of the Board of Trustees shall consist of five (5) members appointed by the President for two-year terms. The Committee shall review and evaluate recommendations from the administration relating to academic organization, curricula, and other matters having to do with faculty and academic affairs. The Committee shall make appropriate recommendations to the Board when action is required on such matters.

SECTION 5. STUDENT AFFAIRS COMMITTEE

The Student Affairs Committee of the Board of Trustees shall consist of five (5) members appointed by the President for two-year terms. The Committee shall review and evaluate recommendations from the administration relating to issues that affect students' lives and welfare. Such issues include, but are not limited to, health and safety matters, pre-college orientation, housing and food service, the student center, intramural athletics, career planning and placement, racial and cultural diversity and the student disciplinary, ethics code, enrollment management and financial aid. The Committee shall make appropriate recommendations to the Board when action is required on such matters.

SECTION 6. ATHLETICS COMMITTEE

The Athletics Committee of the Board of Trustees shall consist of five (5) members appointed by the President for two-year terms. The Committee shall review and evaluate recommendations from the administration relating to intercollegiate athletics. The Committee shall make appropriate recommendations to the Board when action is required on such matters.

SECTION 7. PROPERTY COMMITTEE

The Property Committee of the Board of Trustees shall function between meetings of the Board as necessary. It shall consist of five (5) members appointed by the President for two-year terms. The Committee shall review the management, maintenance and development of (1) physical plant; (2) acquisition and disposition of property; (3) land; (4) facilities; and (5) equipment. With regard to these duties, the Committee shall make reports, recommendations and/or bring to the Board's attention any matter it deems appropriate concerning the property and/or construction matters of the University. The Committee shall carry out other property-related duties assigned by the Board to the Committee.

SECTION 8. AUDIT COMMITTEE

The Audit Committee of the Board of Trustees shall consist of five (5) members appointed by the President for two-year terms. The Committee shall be responsible for the initial overview on behalf of the Board of the internal and external audits; reviewing the scope of audits; reviewing the findings of the Examiners of Public Accounts and all financial statements, agreed upon procedures and reports developed by auditing firms or the internal auditor ; making a recommendation to the Board for the selection of the auditor; and carrying out such other duties as assigned by the Board to the Committee.

SECTION 9. DEVELOPMENT COMMITTEE

The Development Committee of the Board of Trustees shall consist of five (5) members appointed by the President for two -year terms. The Committee shall recommend to the Board policies relating to fundraising and overview the University's fundraising activities, both internal and external and areas that support development efforts.

SECTION 10. GOVERNANCE COMMITTEE

The Governance Committee of the Board of Trustees shall consist of five (5) members appointed by the President for two-year terms. The primary function of the Committee is to review and recommend policies and procedures to enhance the quality, efficiency and effectiveness of the Board of Trustees and the institution. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Chair of the Board or Board of Trustees.

SECTION 11. SPECIAL COMMITTEES

Special committees may be appointed by the President for matters specially assigned to such committees and shall remain in existence until completion of their charge. All actions of such committees shall be subject to approval of the Board as a whole.

SECTION 12. EX OFFICIO MEMBERS

The President and the Secretary of the Board shall be ex officio members of all special committees and participate in committee discussion but shall not offer motions or vote. Where the President is appointed to a committee, as a member thereof, he/she shall be entitled to offer motions and to vote just as other members of the committee.

SECTION 13. QUORUM OF COMMITTEES

A majority of all members of Standing and Special Committees shall constitute a quorum.

SECTION 14. COMMITTEE MEETING MINUTES

The minutes of all committee meetings shall be provided to members of the Board. The several committees of the Board of Trustees shall meet at the call of the chair of each committee. Notice of the time and place of the meeting, and an agenda for same, must be sent to all

members of the Board of Trustees at least ten (10) business days before the meeting. All Trustees may attend the meetings but only committee members may participate in the deliberations or vote. Other board members may participate in the deliberations at the request of committee members. Within fifteen (15) business days after such a meeting, the chair of the committee shall prepare a report on the salient matters that came before the committee. The report shall contain any recommendations that resulted from discussions in the meeting, along with appropriate supporting documentation for same. The report is to be disseminated to all members of the Board of Trustees within five (5) days before a meeting of the Board of Trustees. Such report, including supporting documentation, must also be presented to the President of the University so that appropriate items may be placed upon the agenda for the Board meeting.

SECTION 15. STANDING OR SPECIAL COMMITTEE MEETINGS

Meetings of a standing or special committee shall be called by the chair of the committee. Such meetings must be called in such a timely manner as to enable the Board President to give each Board member at least five (5) days prior notice of any committee meetings, together with the proposed agenda for such meetings.

SECTION 16. ACTIONS ACCORDING TO POLICIES

No committee may carry out any action that is inconsistent with the policies of the Board. Nothing herein shall be construed to preclude any individual Board member from inquiring into the affairs of the University.

SECTION 17. MEETING PARTICIPATION

Except as set forth in this Section 16, members of the Board may participate in a meeting of the Board by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting may hear each other at the same time (herein referred to as “electronic means”). In order to make the necessary electronic arrangements, Board members must provide the President of the University at least 24 hours, or as soon as reasonably possible, prior written notice of their desire to participate in the meeting electronically. The University shall then make arrangements for any trustee meeting the foregoing notice requirement to participate in such meeting. Any failure of the equipment to operate in a manner where the other Board members or any member of the public cannot simultaneously hear one another shall be the risk of the remote Board member. In no event shall participation in any executive session be allowed electronically. Participation in accordance with this Section 16 shall constitute presence in person at a meeting for all purposes. However, a majority of a quorum of the members of the board, or, in the event of a meeting of only the executive committee, a majority of a quorum of the executive committee of the board shall be physically present at the location noticed and called for the meeting in order to conduct any business or deliberation. Members of

the board and any committees of the board may not utilize electronic communications except as in compliance with the Alabama Open Meetings Act. Except for emergency meetings, notice of board meetings shall be provided in accordance with the Alabama Open Meetings Act and telephone or video conference or similar communications equipment shall also allow members of the public the opportunity to simultaneously listen to or observe such meetings. Notwithstanding any other provision of these bylaws, at any time a Board member is voting by electronic means, the vote of the Board.

ARTICLE X. BOARD SELF-EVALUATION

The board shall define and evaluate its responsibilities and expectations annually by September 30th.

ARTICLE XI: THE BOARD AND THE PRESIDENT

The President of the University reports to the Board of Trustees as the chief executive officer of the institution and serves as the Board's Secretary with the primary responsibility for the overall leadership and management of all academic, business, fiscal and administrative operations of the University.

SECTION 1. AUTHORITY AND DUTIES OF THE PRESIDENT

The President and chief executive officer is granted the authority to lead campus planning, provision of resources, alliance-building, accreditation and compliance, institutional planning and research, and productivity measurement and improvement. In addition to the exercising appropriate control over the institution's educational, administrative, and fiscal programs and services, the President will include, but not limited to the following:

- A. Recommend policies and goals of the University to the Board for approval; implement and achieve those policies and goals as directed; evaluate policies periodically and report results to the Board for possible revision or refinement;
- B. In collaboration with the Board and key stakeholders, develop and recommend to the Board the Mission, Vision, and Strategic Plan/Priorities of the University;
- C. Ensure the participation of the campus community in the overall planning, resource allocation, and program evaluation of the University;
- D. Oversee all of the factors that contribute to the quality of academic (teaching, research, and public service) and support programs of the institution. Such factors include the general supervision of all campus faculties, the allocation and utilization of available resources within the campus, and any and all matters related to the welfare of the university;

- E. Ensure the financial management of the campus and its component parts in conformity with University management policies and practices. This function shall include, but is not limited to, the preparation of budgets and legislative requests, assistance in legislative presentations, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports;
- F. Oversee the operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus;
- G. Exercise the authority to make and execute, or authorize the making and execution of, all contracts and written instruments made in the ordinary course of the operations of the University, except those which must be specifically approved and authorized by the Board;
- H. Recommend for Board approval all loans, borrowing, and issuance of bonds/debts;
- I. Develop and recommend for Board approval the Campus Master Plans, Facilities Development Programs, and Capital Development Programs;
 - a. Recommend for Board approval of purchases and sales of real property, and insure that all properties of the University are preserved and maintained; and the conveying of rights-of-way or easements for utilities that serve University facilities, programs, or activities
- J. Recommend for Board approval the construction of new facilities and major renovation of existing facilities;
- K. Appoint or designate who shall appoint, faculty, staff, and officers, fix their salaries or compensation and define the authority or duty of such with approval of the Board;
- L. Approve faculty and staff handbooks containing applicable University procedures and pertinent University policies as approved by the Board, following consultation with the Board;
- M. Recommend with approval of the board the recommendation of faculty for promotion consistent with established University policies and procedures and render the final decision regarding promotion;
- N. Recommend with approval of the board the tenure of faculty consistent with established University policies and render the final decision regarding tenure status;
- O. Regulate, alter and modify the organization of the University, subject to review and concurrence of the Board;
 - P. Prescribe courses of instruction within academic programs that have been approved by the Board;
- Q. Confer academic degrees and such honorary degrees as are usually conferred by institutions of similar character upon the recommendation of the faculty as authorized by the Board;
- R. Confer citations, resolutions, and other recognition as appropriate;
- S. Exercise ultimate responsibility for and appropriate administrative and fiscal control

- over the University's intercollegiate athletic programs with approval by the board;
- T. Exercise ultimate control of the University's fundraising activities in accordance with the standards, policies and goals as established by the Board;
 - U. Recommend new academic programs and majors and significant modifications or elimination in existing programs and majors;
 - V. Recommend the name of buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs.
 - W. Recommend tuition and fees to be approved by the Board;
 - X. Establish non-mandatory University fees or charges. Examples, include but are not limited to, technology, key replacement and transcript fees;
 - Y. Provide day-to-day administration of the University, and
 - Z. Any and all duties as prescribed by the Board of Trustees.

ARTICLE XII. PRESIDENTIAL EVALUATION

The Board shall conduct an annual formal evaluation of the institution's president (chief executive officer), to include the review of agreed upon goals and objectives as outlined in the approved contract.

ARTICLE XIII. HONORARY DEGREES

Section 1. Honorary degrees shall be awarded upon recommendation of the President of the University, if approved by a majority vote of the trustees of the Board. Types of persons who may be recognized with honorary degrees, include, but are not limited to, prominent educators; leaders in the public affairs; statesmen; civic leaders; business persons; professional persons; and distinguished persons in the arts, sciences and the humanities.

Section 2. Honorary degrees shall not be awarded to active employees of the University or to active members of the Board of Trustees.

Section 3. Names of all nominees for honorary degrees shall be held in strictest confidence and shall be considered by the Board only when meeting in executive session. No honorary degree shall be conferred in absentia.

ARTICLE XIV. NAMING OF FACILITIES

Section 1. Upon recommendation of the President of the University and approval by a majority vote of the trustees of the Board, University facilities may be named or renamed in honor of an individual.

Section 2. Any trustee may, at a regular or special meeting of the Board, recommend a qualified candidate for facility naming and by unanimous vote of the trustees; such facility shall be named or renamed.

Section 3. Names of all nominees for naming of facilities shall be held in strictest confidence and shall be considered by the Board only when meeting in executive session. No honorary degree shall be conferred in absentia.

ARTICLE XV. NAMING OF PROGRAMS

Section 1. Upon recommendation of the President of the University and approval by a majority vote of the trustees of the Board, University programs may be named or renamed in honor of an individual.

Section 2. Any trustee may, at a regular or special meeting of the Board, recommend a qualified candidate for program naming and by unanimous vote of the trustees; such facility shall be named or renamed.

Section 3. Names of all nominees for naming of programs shall be held in strictest confidence and shall be considered by the Board only when meeting in executive session.

ARTICLE XVI. AMENDMENT OF BYLAWS

These Bylaws may be amended by action of a two-thirds (2/3) vote of the members of the Board present, in person or by electronic means, at any regular or special meeting; provided, however, that notice of the proposed addition of amendment shall be given to each member of the Board and the President of the University at least ten (10) days prior to such regular or special meeting.