

**BYLAWS
Board of Trustees
The University of West Alabama**

PREAMBLE

The Board of Trustees (hereinafter called the Board) is the governing body of the University of West Alabama (hereinafter called the University). It shall be the responsibility of the Board to establish institutional policy, secure the financial resources to support adequately the University's programs, select the President of the University (hereinafter called the University President), and approve the University budget.

Article I. The Board of Trustees

Section 1. Communication

The Board acts as a body politic, and no individual member of the Board shall have the authority to act for the Board or for the University. Board communications to the Board shall, therefore, be directed to the Board through the University President or Board President except as otherwise provided herein.

The Board and individual members thereof are entitled to information about the University, but shall be encouraged to request such information through the University President or Board President *who* will provide it except where prohibited by law.

Section 2. Compensation

Members of the Board of Trustees shall not receive compensation for their services as such, but may be reimbursed for actual expenses of attending Board meetings or conducting official business for the University.

Section 3. Meetings

Section 3a. Annual Meeting

The regular annual meeting of the Board shall be held on the first Monday in June at the University unless the Board shall in regular session determine to hold its meeting at some other time and place.

Section 3b. Quarterly Meetings

The Board shall hold quarterly meetings on the first Monday of each third month after the annual meeting at a place set by the Board, except that when that first Monday is a State of Alabama holiday, the meeting shall be held on the next Monday which is not a State holiday, unless the Board shall in regular session determine to hold its quarterly meeting at some other time or place. All meetings shall be held at a time designated by the Board President, except as designated by the Board.

Section 3 c. Recessed Meetings

The Board President may recess any lawful meeting of the Board to the "Call of the Board President." A meeting that is recessed to the Call of the Board President shall not be reconvened until

the Board President has provided at least seven (7) days notice to the Board Members of the time and place that the recessed meeting will be reconvened.

Section 3 d. Special Meetings

Special meetings of the Board may be called by the Governor, who will issue written notice to each Trustee at least ten (10) days in advance of the date of such special meeting. Special meetings shall be called by the Governor upon request of the application in writing of any eight (8) members of the Board. The Governor shall call a special meeting of the Board, naming the time and place thereof and causing notice to be issued in writing to the members of the Board.

Section 4. Officers of the Board

Section 4 a. President

The Board shall elect a President *pro tempore* (herein called the Board President) from its membership at its annual meeting who will serve for a term of three (3) years, or until a successor shall have been elected, and who may not serve successive terms. The Board President shall preside over any regular or called meeting. The Board President, or other presiding officer, shall decide all questions of order subject to appeal to the Board and shall fulfill such other responsibilities as may be provided for by the Board.

Section 4 b. Vice President

The Board shall elect a Vice President *pro tempore* (herein called the Vice President) from its membership at an annual meeting who will serve for a term of three (3) years, or until a successor shall have been elected, and who may not serve successive terms. In the absence of the Board President, the Vice President shall assume their duties.

At any meeting at which a quorum is present and from which Board President and Vice President are absent, the Board shall select one of its members to preside.

Section 4 c. Secretary

The Board shall elect a Secretary from its membership at an annual meeting who shall serve for a term of three (3) years, or until a successor shall have been elected, and who may not serve successive terms. The Secretary shall be responsible for assuring that accurate minutes are circulated within thirty (30) days following any meeting to the members of the Board and to the University President; shall provide certified copies of the minutes, resolutions and other official records of the Board as may be required; shall assure that the records of the Board are maintained in safe custody; and shall perform other duties usually required of the Secretary of the Board. The Board may, at its discretion, elect a member of the University staff to serve as Assistant Secretary, who may be elected at any regular meeting and who will serve at the pleasure of the Board.

Section 4 d. Treasurer

The Board shall elect a Treasurer from its membership at an annual meeting who shall serve for a term of three (3) years, or until a successor shall have been elected, and who may not successive terms. The responsibilities and duties of the Treasurer shall be those usual to the office.

Section 4 e. Corporate Officers of the Board

The Board President, Vice President and Secretary shall be corporate officers of the Board.

Section 4 f. Vacancies

In the event any of the above offices of the Board becomes vacant, the Board shall, at its next regular or special meeting, elect a successor for the unexpired portion of the term who may, thereafter, be eligible to be elected for one full term.

Section 5. Rules of Order

Unless otherwise provided to the contrary by a specific policy adopted by the Board, the latest edition of Roberts Rules of Order, Revised, shall be followed in conducting the business of the Board.

Section 6. Quorum

Seven (7) members present at a meeting of the Board shall constitute a quorum as specified by law. Any action properly taken by such quorum shall be considered as the action of the Board. A smaller number of members may adjourn from day to day until a quorum is present.

Section 7. Agenda

The Board President, in consultation with the University President, shall determine the agenda for the Board meetings. The University President shall mail to each member of the Board notice of the time and place of any meeting, which shall include an agenda for the meeting, at least ten (10) days prior to the time of the meeting. Members of the Board desiring to place any item or items on the agenda for a forthcoming meeting shall inform the University President in writing not less than twelve (12) days prior to the meeting concerning such item or items, and the University President shall include the item or items in the agenda to be mailed to the members of the Board in accordance with the foregoing. Any item that was not included on the agenda mailed to members prior to the meeting may, however, be considered with the approval of a majority of the members present. The omission of an item from the agenda shall not invalidate otherwise valid actions by the Board.

Section 8. Public Admission to Meetings

All official meetings of the Board shall be open to the public provided, however, that the Board may go into executive session for reasons defined in and through the procedure prescribed by the Alabama Open Meetings Act. Formal official action by the Board resulting from any discussions during executive session shall be taken by the Board in an open meeting and made a part of the official minutes, which shall be available for public inspection upon request.

Article II. Board Committees

It shall be the purpose of all committees to assist the Board in carrying out its responsibilities and to support the University President, faculty, and staff of the University in carrying out their responsibilities. Committees may request any information necessary or appropriate to their deliberations, but all such requests shall be channeled through the University President unless he/she has delegated that responsibility to members of the faculty and staff.

All committee reports and recommendations shall be submitted to the full Board and to the University President, but they shall be deemed only advisory in nature until after they have been reviewed and confirmed by the full Board. If any committee deems a matter sufficiently urgent to require action before the next meeting of the full Board, it shall convey its recommendation to the Executive Committee. Any Board member may attend any committee meeting. The terms of office of committee members will terminate with the term of office of the Board President.

Section 1. Executive Committee

The Executive Committee shall consist of the four officers of the Board and the immediate Past President, with the Board President serving as Chair of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum. The term of office of the members of the Executive Committee shall terminate with the term of the Board President.

The Executive Committee shall meet upon call of its Board President, the University President, or a majority of its members, except as otherwise provided for herein.

The Executive Committee shall have power to transact all business of the University in the interim of meetings and may perform all duties and transact all business necessary to the well-being of the University except to amend these Bylaws, remove the University President, transfer or convey real property, or as otherwise limited by the full Board. Minutes of the Executive Committee shall be submitted to the Board, in writing, at its next meeting. Any action taken by the Executive Committee shall be reported to all members of the Board within the next business day.

Section 2. Standing Committees

The Board President shall appoint the following committees. Each committee shall consist of not less than three (3) members, all of whom are members of the Board, and a majority of the members shall constitute a quorum for the transaction of committee business.

Section 2 a. Finance Committee

The ***Finance Committee*** shall review and study budget requests, income, and expenditures and recommend a comprehensive budget; review and study required audits and report on same; study and review the management of all funds held by the University and submit reports and recommendations regarding same; review the insurance programs of the University and submit reports and recommendations regarding same; and generally become familiar with any and all other matters relating to the fiscal affairs of the University and submit such reports and recommendations as it deems necessary and appropriate.

Section 2 b. Academic Affairs Committee

The ***Academic Affairs Committee*** shall study and review all matters directly relating to the curriculum and academic programs of the University and all matters relating to rights, responsibilities, and recommendations as it deems necessary and appropriate. In the fulfillment of its responsibilities, the Committee shall seek to encourage teaching and learning of the highest order.

Section 2 c. Athletic Committee

The ***Athletic Committee*** shall study and review all intercollegiate athletic programs in which the University sponsors participation by students and make such reports and recommendations to the Board as it deems necessary and appropriate. Such study and review shall encompass the costs of such programs and the income generated by them; compliance with all applicable laws, rules and regulations, whether governmental or voluntary; levels of participation; and all other matters pertaining thereto.

Section 2 d. Institutional Advancement Committee

The ***Institutional Advancement Committee*** shall study and review all matters relating to University alumni programs, development, fund raising, and public relations and shall submit such reports and recommendations as it deems necessary and appropriate.

Section 2 e. Student Affairs Committee

The *Student Affairs Committee* shall study and review student recruiting policies, housing and housing policies, student organizations and activities, intramural athletic programs, financial aid, and other matters directly relating to student life at the University and shall submit such reports and recommendations as it deems necessary and appropriate.

Section 2 f. University Facilities Committee

The *University Facilities Committee* shall review all matters relating to property and facilities owned and maintained by the University; review plans for all new facilities and those renovations that require approval by the Board; supervise and inspect the physical plant of the University and the maintenance thereof; consider the location of new facilities; consider the long range development of the campus; review any request for the sale, lease, or use of property owned by the University; and consider all related matters, submitting reports and recommendations to the Board as necessary and appropriate.

Section 2 g. Nominating Committee

The Board President shall appoint a *Nominating Committee* at least twenty (20) days prior to any meeting at which the election of any officer will take place. The Committee shall consist of not less than three (3) members whose duty it shall be to nominate persons to serve as officers of the Board.

Section 3. Ad Hoc Committees

From time to time, and after approval by the Board or its Executive Committee, the Board President may appoint *ad hoc* committees to consider and make recommendations on particular matters within the province of the Board of Trustees.

Section 4. Notice of Committee Meetings

The Board President and the University President shall receive notice of all committee meetings and may participate in all meetings but shall have no vote in the deliberations of any committee. Where a matter falls within the scope of more than one committee, joint meetings may be scheduled by mutual agreement of their chairs, or the Board President may assign responsibility for the matter to one of the committees.

It shall be the purpose of all committees to assist the Board in carrying out its responsibilities and to support the President, faculty, and staff of the University in carrying out their responsibilities. Committees may request any information necessary or appropriate to their deliberations, but all such requests shall be channeled through the University President unless he has delegated that responsibility to members of the faculty or staff.

All committee reports and recommendations shall be submitted to the full Board and to the University President, but they shall be deemed only advisory in nature until after they have been reviewed and confirmed by the full Board. If any committee deems a matter sufficiently urgent to require action before the next meeting of the full Board, it shall convey its recommendation to the Executive Committee. Any Board member may attend any committee meeting. The terms of office of committee members will terminate with the term of office of the Board President.

Article III. The President

Section 1. Election

The *University President* shall be elected by the Board of Trustees and shall serve at the pleasure of the Board, but he/she may be removed only by a vote of a majority of the full Board.

Section 2. Duties and Responsibilities

The University President shall be the chief educational and administrative officer of the University. He/she shall attend and participate in all meetings of the Board unless excused by the Board President, but without the privilege of voting and shall make such recommendations as he/she deems proper to the Board. He/she shall be responsible for the execution of the policies and directives of the Board and its Executive Committee, and it shall be his/her duty to perform and do all those things necessary to carry out the ends and purpose for which the University was established. The University President shall have all authority necessary to conduct the programs of the University and shall be empowered to delegate this authority among subordinates at his/her discretion and as is customary. The University's President's discretionary powers shall be broad enough to enable him/her to discharge these responsibilities.

The University President shall make reports at each Board meeting to keep the Board apprised of the status and progress of the University. He/she shall provide the Board with all information necessary to enable it to fulfill its responsibilities.

The University President by virtue of his/her position shall preside over meetings of the faculty and/or staff and shall have the right to call meetings of the faculty or any of the councils, committees, or other agencies of the University.

Section 3. Appeal of Decisions

Any person for whom no appeal is otherwise specifically provided in University policies shall have the right to appeal to the Board of Trustees without prejudice. The appeal shall be made in writing to the Board President within thirty (30) days of the event or circumstance that is the basis of the complaint and at least ten (10) days before any meeting before the Board of Trustees in which it may be considered.

Section 4. Appointment of Faculty and Staff

The University President shall have the power and duty to appoint a corps of instructors who shall be styled faculty and such other instructors and officers as the interests of the University may require, to remove any such instructors or officers, to fix their salaries or compensation, and to define the authority or duty of such instructors or officers.

Section 5. University Organization

The University President shall have the right to regulate, alter, and modify the organization of the University, subject to review and concurrence of the Board. The University President shall further have the duty and authority to prescribe courses of instruction within academic programs that have been approved by the Board.

Section 6.

The Board shall annually evaluate the president's performance regarding the achievement of performance objectives linked to the institution's strategic plan. The committee charged with evaluating the president will make its report at the December meeting of the Board.

Article IV. Granting of Degrees

The Board delegates authority to the University President to confer degrees. The University President is authorized to confer such degrees upon recommendation by the faculty.

Article V. Corporate Officers of the University

The University President and Vice President for Financial Affairs and Treasurer shall be corporate officers of the University.

Article VI. Fidelity Bond

The University President, Treasurer, and all other officers or employees of the University charged with the handling of or accounting for funds shall be bonded in a corporate bonding company authorized to do business in the State of Alabama for the faithful performance and discharge of their duties and conditioned to protect the University from loss by reason of acts of commission or omission. Such bonds shall be in such sums and on such conditions as are deemed acceptable to the Board of Trustees or the Executive Committee, and the premium on said bonds shall be paid by the University.

Article VII. Audit

All University accounts and financial records shall be audited on an annual basis, unless otherwise provided by law, and copies of the audit report shall be presented to the Budget Committee.

Article VIII. Amendment of Bylaws

The Board shall have the power to make, amend, and repeal these Bylaws at any regular or special meeting of the Board, by a vote of a majority of the full Board, provided that the notice of any special meeting called for the purpose of amending, making, or repealing Bylaws shall state the purpose of such meeting.