

MEETING OF THE BOARD OF TRUSTEES
APPALACHIAN STATE UNIVERSITY

Friday, December 5, 2025
12:00 p.m.
App State Hickory Campus
800 17th St NW, Hickory, NC 28601

AGENDA

- | | |
|---|-------------|
| 1. Call to Order
Chair Mark E. Ricks | ACTION |
| 2. Roll Call & Recognition of Visitors
Chair Mark E. Ricks | ACTION |
| 3. Approval of Absences
Chair Mark E. Ricks | ACTION |
| 4. Closed Session | ACTION |
| 5. Reconvene in Open Session | ACTION |
| 6. Remarks from Chancellor Heather Norris | INFORMATION |
| 7. Report from Academic Affairs/Student Affairs Committee
Chair Tamela Everett | INFORMATION |
| 8. Report from Athletics Committee
Chair Jeff Chesson | INFORMATION |
| 9. Report from Audit, Risk & Compliance Committee
Chair Anita Greene | INFORMATION |
| 10. Report from Finance and Operations Committee
Chair James Harris | INFORMATION |
| 11. Report from Governance, Executive & Appeals Committee
Chair Mark E. Ricks | INFORMATION |
| 12. Consent Agenda
Chair Mark E. Ricks
Meeting Minutes 9.5.25
FY 2027 Tuition & Fee Proposal – EXHIBIT D-1
Capital Project Authorizations – EXHIBIT D-2
a. Tennis Court Repair | ACTION |

BOT Bylaw Amendments – EXHIBIT E-1A & E-1B
Foundation Board Bylaw Amendments – EXHIBIT E-2
Foundation Board Nominations – EXHIBIT E-3
Board of Visitors Nominations – EXHIBIT E-4

13. Adjournment

Chair Mark E. Ricks

ACTION

MOTION TO CONVENE IN CLOSED SESSION

I MOVE THAT THE BOARD CONVENE IN CLOSED SESSION TO:

1. ☒ prevent the disclosure of privileged or confidential information
☒ pursuant to North Carolina General Statutes section 126-22.
_____ pursuant to Title ____ of the United States Code, section _____ or
_____ pursuant to _____ [applicable law or regulation] in accordance with
N.C.G.S § 143-318.11(a)(1).
2. ☒ prevent the premature disclosure of an honorary degree, scholarship, prize, or similar
award in accordance with N.C.G.S § 143-318.11(a)(2).
3. ☒ consult with our attorney
☒ to preserve the attorney-client privilege
☒ to consider and give instructions to our attorney concerning the handling or settlement
of a claim, judicial action, mediation, arbitration, or administrative procedure in
accordance with N.C.G.S. § 143-318.11(a)(3).
4. _____ discuss matters relating to the location or expansion of industries or other businesses in
the area served by this Board in accordance with N.C.G.S § 143-318.11(a)(4).
5. _____ establish or instruct the staff or an agent concerning the position to be taken by or on
behalf of this Board in negotiating the price and other material terms of a contract or
proposed contract for the acquisition of real property by purchase, option, exchange, or lease
in accordance with N.C.G.S § 143-318.11(a)(5).
6. _____ establish or instruct the staff or an agent concerning the position to be taken by or on
behalf of this Board in negotiating the amount of compensation and other material terms of
an employment contract or proposed employment contract in accordance with N.C.G.S §
143-318.11(a)(5).
7. ☒ consider the qualifications, competence, performance, character, fitness, conditions of
appointment, or conditions of initial employment of an individual public officer or employee
or prospective public officer or employee in accordance with N.C.G.S § 143-318.11(a)(6).
8. _____ hear or investigate a complaint, charge, or grievance by or against an individual public
officer or employee in accordance with N.C.G.S § 143-318.11(a)(6).
9. _____ plan, conduct, or hear reports concerning investigations of alleged criminal conduct in
accordance with N.C.G.S § 143-318.11(a)(7).
10. _____ discuss and take action regarding plans to protect public safety as it relates to existing
or potential terrorist activity and to receive briefings by staff members, legal counsel, or law
enforcement or emergency service officials concerning actions taken or to be taken to respond to
such activity in accordance with N.C.G.S §

APPENDIX A

MEETING OF THE ACADEMIC AFFAIRS/STUDENT AFFAIRS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Friday, December 5, 2025
9:00 a.m.
App State Hickory Campus
800 17th St NW, Hickory, NC 28601

AGENDA

- | | |
|---|-------------|
| 1. Call to Order | ACTION |
| 2. Review and Approval of Minutes | ACTION |
| 3. Student Presentations by Ben Tugwell and Sarah Johnson | INFORMATION |
| 4. PCR Report for System Office | INFORMATION |
| 5. Academic Affairs Updates | INFORMATION |
| a. Hickory Campus | |
| b. Project Kitty Hawk/Flight Path | |
| 6. Adjournment | ACTION |

APPENDIX B

MEETING OF THE ATHLETICS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Friday, December 5, 2025
11:00 a.m.
App State Hickory Campus
800 17th St NW, Hickory, NC 28601

AGENDA

- | | | |
|----|--|-------------|
| 1. | Call to Order in Open Session | ACTION |
| 2. | Approval of Minutes | ACTION |
| 3. | Student-Athlete Profile | INFORMATION |
| 4. | Comments from Director of Athletics
Doug Gillin | INFORMATION |
| 5. | Closed Session | ACTION |
| 6. | Reconvene in Open Session | ACTION |
| 7. | Adjournment | ACTION |

MOTION TO CONVENE IN CLOSED SESSION

I MOVE THAT THE COMMITTEE CONVENE IN CLOSED SESSION TO:

1. ___ prevent the disclosure of privileged or confidential information pursuant to North Carolina General Statutes section in accordance with N.C.G.S § 143-318.11(a)(1).
2. ___ prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award in accordance with N.C.G.S § 143-318.11(a)(2).
3. **X** **consult with our attorney to preserve the attorney-client privilege** ___ to consider and give instructions to our attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure **in accordance with N.C.G.S. § 143-318.11(a)(3).**
4. ___ discuss matters relating to the location or expansion of industries or other businesses in the area served by this Board in accordance with N.C.G.S § 143-318.11(a)(4).
5. ___ establish or instruct the staff or an agent concerning the position to be taken by or on behalf of this Board in negotiating the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease in accordance with N.C.G.S § 143-318.11(a)(5).
6. ___ establish or instruct the staff or an agent concerning the position to be taken by or on behalf of this Board in negotiating the amount of compensation and other material terms of an employment contract or proposed employment contract in accordance with N.C.G.S § 143-318.11(a)(5).
7. ___ consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee in accordance with N.C.G.S Section 143-318.11(a)(6).
8. ___ plan, conduct, or hear reports concerning investigations of alleged criminal conduct in accordance with N.C.G.S § 143-318.11(a)(7).
10. ___ discuss and take action regarding plans to protect public safety as it relates to existing or potential terrorist activity and to receive briefings by staff members, legal counsel, or law enforcement or emergency service officials concerning actions taken or to be taken to respond to such activity in accordance with N.C.G.S §

APPENDIX C

MEETING OF THE AUDIT, RISK, AND COMPLIANCE COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

December 4, 2025
3:00 p.m.
Zoom/Livestream

AGENDA

1. Call to Order
2. Approval of Minutes ACTION
3. Report from the Office of Internal Audits INFORMATION
Mrs. Kristi Gragg, Interim Chief Audit Officer
4. Report from the Office of Compliance and Ethics: Top Enterprise Risks INFORMATION
Mr. Brad Boswell, Chief Compliance and Ethics Officer
5. Report from Information Technology Services INFORMATION
Mr. Keith Werner, Chief Information Officer
Mr. Carson Patterson, Graduate Student
6. Closed Session INFORMATION
7. Open Session and Adjournment ACTION

MOTION TO CONVENE IN CLOSED SESSION

I MOVE THAT THE BOARD CONVENE IN CLOSED SESSION TO:

1. ☒ prevent the disclosure of privileged or confidential information
☒ pursuant to North Carolina General Statutes section 126-22 and 132-6.1(c) in accordance with N.C.G.S § 143-318.11(a)(1).
2. ____ prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award in accordance with N.C.G.S § 143-318.11(a)(2).
3. ____ consult with our attorney
____ to preserve the attorney-client privilege
____ to consider and give instructions to our attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure in accordance with N.C.G.S. § 143-318.11(a)(3).
4. ____ discuss matters relating to the location or expansion of industries or other businesses in the area served by this Board in accordance with N.C.G.S § 143-318.11(a)(4).
5. ____ establish or instruct the staff or an agent concerning the position to be taken by or on behalf of this Board in negotiating the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease in accordance with N.C.G.S § 143-318.11(a)(5).
6. ____ establish or instruct the staff or an agent concerning the position to be taken by or on behalf of this Board in negotiating the amount of compensation and other material terms of an employment contract or proposed employment contract in accordance with N.C.G.S § 143-318.11(a)(5).
7. ____ consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee in accordance with N.C.G.S § 143-318.11(a)(6).
8. ____ plan, conduct, or hear reports concerning investigations of alleged criminal conduct in accordance with N.C.G.S § 143-318.11(a)(7).
10. ____ discuss and take action regarding plans to protect public safety as it relates to existing or potential terrorist activity and to receive briefings by staff members, legal counsel, or law enforcement or emergency service officials concerning actions taken or to be taken to respond to such activity in accordance with N.C.G.S §

APPENDIX D

MEETING OF THE FINANCE AND OPERATIONS COMMITTEE
APPALACHIAN STATE UNIVERSITY
BOARD OF TRUSTEES

Friday, December 5, 2025
10:00 a.m.
App State Hickory Campus
800 17th St NW, Hickory, NC 28601

AGENDA

- | | |
|---|-------------|
| 1. Call to Order | ACTION |
| 2. Approval of Minutes | ACTION |
| 3. FY 2027 Tuition and Fee Proposal (Exhibit D-1) | ACTION |
| 4. FEMA and Insurance Update | INFORMATION |
| 5. Capital Project Authorization | ACTION |
| a. Tennis Courts Repair (Exhibit D-2) | |
| 6. Capital Project Update | INFORMATION |
| 7. Adjournment | ACTION |

Appalachian State University


Tuition and Mandatory Fees Increases (Five-Year History) and PROPOSED FY27 Rates

										\$	3,175,345
										Regular Term Projected Incremental Revenue	
										Regular Term Proposed Rate	
										PROPOSED Increase	
										2026-27	
										2026-27	
Base Tuition (Full-Time)											
Resident Undergrad - Incoming First Year	4,242.00	4,242.00	4,242.00	4,242.00	4,242.00	106.00	2.5%	4,348.00		566,252	
Resident Undergrad - FY22 Fixed Tuition Cohort	4,242.00	4,242.00	4,242.00	4,242.00	4,242.00	-	0.0%	4,242.00			
Resident Undergrad - FY23 Fixed Tuition Cohort		4,242.00	4,242.00	4,242.00	4,242.00	-	0.0%	4,242.00			
Resident Undergrad - FY24 Fixed Tuition Cohort			4,242.00	4,242.00	4,242.00	-	0.0%	4,242.00			
Resident Undergrad - FY25 Fixed Tuition Cohort				4,242.00	4,242.00	-	0.0%	4,242.00			
Resident Undergrad - FY26 Fixed Tuition Cohort					4,242.00	-	0.0%	4,242.00			
Resident Grad	4,839.00	4,839.00	5,081.00	5,233.00	5,390.00	135.00	2.5%	5,525.00		180,360	
Non-Resident Undergrad	19,849.00	20,246.00	21,238.00	21,875.00	22,532.00	676.00	3.0%	23,208.00		1,208,012	
Non-Resident Grad	19,849.00	19,849.00	20,841.00	21,904.00	22,561.00	677.00	3.0%	23,238.00		118,475	
Program Fees / Tuition Differentials											
Vet Tech Program Fee	-	-	150.00	150.00	150.00	-	0.0%	150.00			
MBA/MHA Dual Degree Program	-	-	-	3,366.00	3,366.00	-	0.0%	3,366.00			
Master of Business Administration (MBA)	3,600.00	3,600.00	4,050.00	4,050.00	4,050.00	-	0.0%	4,050.00			
M.S. in Accounting (MAcc)	3,600.00	3,600.00	4,050.00	4,050.00	4,050.00	-	0.0%	4,050.00			
M.S. in Applied Data Analytics (MSADA)	3,600.00	3,600.00	4,050.00	4,050.00	4,050.00	-	0.0%	4,050.00			
Master of Health Administration (MHA)	3,000.00	3,000.00	3,000.00	3,000.00	3,000.00	-	0.0%	3,000.00			
M.S. in Athletic Training (MS-AT)	2,000.00	2,000.00	2,000.00	2,000.00	2,000.00	-	0.0%	2,000.00			
M.S. in Occupational Therapy (MS-OT)	-	-	3,000.00	3,000.00	3,000.00	-	0.0%	3,000.00			
M.S. in Speech-Language Pathology (MS-SLP)	-	-	3,000.00	3,000.00	3,000.00	-	0.0%	3,000.00			
M.S. in Nutrition (MS-Nut)	-	-	-	-	2,000.00	-	0.0%	2,000.00			
Doctor of Nursing Practice (DNP)	-	-	-	-	-	5,000.00	100.0%	5,000.00		22,150	
General Fees											
Athletics Fee:	778.00	778.00	801.00	816.00	816.00	24.00	2.9%	840.00		421,680	
Educational and Technology (E&T) Fee											
- Academic Affairs	576.00	576.00	225.34	225.34	232.18	-	0.0%	232.18		-	
- Information Technology Services			367.66	367.66	378.82	12.00	3.2%	390.82		236,736	
Total Educational and Technology (E&T) Fee	576.00	576.00	593.00	593.00	611.00	12.00	2.0%	623.00		236,736	
Health Services Fee:	335.00	335.00	345.00	355.00	366.00	20.00	5.5%	386.00		351,400	
Student Activities:											
- Student Services, Rec, Union, and REI	614.00	614.00	650.00	683.00	703.00	10.00	1.4%	713.00		175,700	
- Arts Engagement	45.00	45.00	45.00	51.00	53.00	-	0.0%	53.00		-	
- Marching Band	-	-	10.00	10.00	10.00	-	0.0%	10.00		-	
Total Student Activities Fee	659.00	659.00	705.00	744.00	766.00	10.00	1.3%	776.00		175,700	
Campus Security Fee	60.00	60.00	60.00	60.00	60.00	-	0.0%	60.00		-	
Assoc. of Student Gov'ts Fee (rate set by UNC BOG)	1.00	1.00	1.00	1.00	1.00	-	0.0%	1.00		-	
General Fees	2,409.00	2,409.00	2,505.00	2,569.00	2,620.00	66.00	2.5%	2,686.00		1,185,516	
Debt Service Fees											
Athletic Facilities	245.00	245.00	245.00	245.00	245.00	(6.00)	-2.4%	239.00		(105,420)	
Dining Facilities	85.00	85.00	85.00	85.00	85.00	-	0.0%	85.00		-	
Infrastructure Improvements	14.00	14.00	14.00	14.00	14.00	-	0.0%	14.00		-	
Leadership Annex	35.00	35.00	35.00	35.00	35.00	-	0.0%	35.00		-	
Sanford Hall Renovation	84.00	84.00	84.00	54.00	54.00	-	0.0%	54.00		-	
Student Recreational Center	90.00	90.00	90.00	90.00	90.00	-	0.0%	90.00		-	
Student Union	81.00	81.00	81.00	71.00	71.00	-	0.0%	71.00		-	
Debt Service Fees	634.00	634.00	634.00	594.00	594.00	(6.00)	-1.0%	588.00		(105,420)	
Total Mandatory Fees	3,043.00	3,043.00	3,139.00	3,163.00	3,214.00	60.00	1.9%	3,274.00		1,080,096	



Division of University Operations
BB Dougherty Administration Bldg.
PO Box 32003
438 Academy St., Suite 327
Boone, NC 28608
Phone: (828) 262-6830

MEMO

To: Appalachian State University Board of Trustees
From: Matt Dull, Deputy Chief Operating Officer 
Re: Action Item - Durham Park Tennis Court Hurricane Helene Repairs
Date: November 14, 2025

The tennis courts at Durham Park were structurally damaged during the flooding associated with Hurricane Helene.

Following a review of the damage by FEMA, the project was deemed eligible for federal funding and is currently under review by FEMA.

Pending final approval of funding from FEMA, the university will engage a designer and solicit bids from contractors to perform the work.

The projected cost of the project is \$749,000, which falls within the approval threshold of the Appalachian State University Board of Trustees (the "Board").

A draft of the University of North Carolina Capital Project Authorization form is attached with additional details. This form will be finalized based on the final approved resolution of the Board and forwarded to the UNC System Office.

The scope of the work includes the following:

- (1) Repairs to the existing retaining wall along Boone Creek;
- (2) Replace damaged fencing around the four courts;
- (3) Demolition of existing asphalt playing surface; replacement of existing aggregate base and asphalt;
- (4) Stripe the new playing surface; and,
- (5) Replace the nets and associated hardware.

This project is time-sensitive, as it requires the commencement of design work as soon as the funds are authorized by FEMA in order to begin the work in summer 2026.

THE UNIVERSITY OF NORTH CAROLINA
CAPITAL PROJECT AUTHORIZATION FORM

Interscope Item: 328

A. CAPITAL PROJECT SCOPE AND JUSTIFICATION

Repair the four tennis courts in Durham Park from Hurricane Helene Damage. Repair scope will include repairs to the retaining wall along the creek, Fence damage around the four courts, new asphalt playing surface, new striping and any damage to the netting of the courts.

Student Recreation and Physical Education classes through the College of Health Sciences

Student Recreation and Physical Education classes through the College of Health Sciences

B. CURRENT CAPITAL PROJECT AUTHORIZATION AND FUND SOURCES

Authorization Approval	By	Approval Date	Appropriated	R&R	Specify FY	Carry Forward*	Specify FY	Trust Funds	Source	Student Fees	Source	Debt Service Fees
PREVIOUS AUTHORIZATION:		\$0	\$0	\$0		\$0		\$0		\$0		\$0
		#DIV/0!	#DIV/0!	#DIV/0!		#DIV/0!		#DIV/0!		#DIV/0!		#DIV/0!
New Capital Project	BOT	12/5/25						749,000	Don/Gifts & Grants			
CHANGE IN AUTHORIZATION:			\$0	\$0		\$0		\$749,000		\$0		\$0
REV. TOTAL AUTHORIZATION:		\$749,000	\$0	\$0		\$0		\$749,000		\$0		\$0
		100%	0%	0%		0%		100%		0%		0%

D/G - FEMA/Insurance funds for Hurrican Helene Damage

[illegible][illegible]

C. TOTAL ESTIMATED PROJECT BUDGET	
1. Construction	\$1,000,000
2. Equipment	\$500,000
3. Professional Fees	\$250,000
4. Other	\$100,000
Total	\$1,850,000

8/1/2026

02 Existing Conditions	Demolition
03 Concrete	Repair Asphalt surface
05 Metals	Fence repair
31 Earthwork	Retaining wall
41 Equipment	Nets

[illegible]

Institution: Appalachian State University Date: 11/14/25 Interscope Code: 42430
Project Title: Durham Park Tennis Courts Hurricane Helene Repairs Interscope Item: 328

Bonds and Insurance
Overhead and Profit

Owner's Contingency (3% New Construction, 5% R&R)
Escalation Cost Increase (from date of estimate to midpoint of construction)

Other Project Fees:

Advanced Planning
Design Services
Preconstruction Services (Permitting)
Commissioning
Special Inspections/Materials Testing/Geotechnical
Sustainability

Other Project Fees (not included in construction contract above):

Land Purchase
Demolition
AV Equipment
Fixed Equipment
Movable Equipment
Other (specify)
Other (specify)

Subtotal			\$558,900
1.00 %			\$5,589
10.00 %			\$55,890
Total Estimated Construction Cost			\$620,379

3.00 %		3% (New) or 5% (R&R)	\$18,611
6	months	5.0% annually	15,509
Total Estimated Escalation Cost			\$34,121

Percent		Recommended Range	Total
0.00 %		1% - 2.5%	0
10.00 %		9% - 11%	86,825
0.00 %			0
0.00 %		0.5% - 1.5%	0
1.25 %		1.25%	7,755
0.00 %		2% - 3%	0
Total Other Project Fees			\$94,580

Qty	Unit	Cost per Unit	Total	Total w/ Escalation
		#DIV/0!		\$0
		#DIV/0!		\$0
		#DIV/0!		\$0
		#DIV/0!		\$0
		#DIV/0!		\$0
		#DIV/0!		\$0
		#DIV/0!		\$0
Total Other Project Costs				\$0
TOTAL ESTIMATED PROJECT COSTS				\$749,080

D. CERTIFICATION AND AUTHORIZATIONS

I certify that this capital improvement request, to the best of my knowledge, is true and correct and describes the permanent improvements necessary to construct and complete the project. I further certify that the capital improvement request has been duly authorized.

Signature of AVC for Facilities (or equivalent) Matt Dull, Deputy Chief Operating Officer 12/5/25
Print name and title Date

I certify that the funds are available for the planning, design, construction, and operations and maintenance of the proposed project.

Signature of CFO (or equivalent) Brad Cooper, CFO 12/5/25
Print name and title Date

CAPITAL BUDGET REQUESTS AND REVISIONS (To be completed after approval by campus capital budget office)

Budget Fund: Date Authorized by OSC: Date IBIS Budget Approved by OSBM:
IBIS Short Title: For revisions, date IBIS Budget Approved by OSBM:

MEETING OF THE
GOVERNANCE, EXECUTIVE & APPEALS COMMITTEE MEETING
BOARD OF TRUSTEES
APPALACHIAN STATE UNIVERSITY

Thursday, December 4, 2025
2:00 pm
Via Conference Call

AGENDA

- | | |
|---|--------|
| 1. Call to Order in Open Session | ACTION |
| 2. Approval of Absences | ACTION |
| 3. Approval of Meeting Minutes 9.29.25 | ACTION |
| 4. Proposed Bylaw Amendments | ACTION |
| a. Board of Trustees (Exhibits E-1A & E-1B) | |
| b. Foundation Board (Exhibit E-2) | |
| 5. Nomination for Affiliated Boards | ACTION |
| a. Foundation Board Nominations (E-3) | |
| b. Board of Visitors Nominations (E-4) | |
| 6. Closed Session | ACTION |
| 7. Reconvene in Open Session | ACTION |
| 8. Adjournment | ACTION |

MOTION TO CONVENE IN CLOSED SESSION

I MOVE THAT THE BOARD CONVENE IN CLOSED SESSION TO:

1. ☒ prevent the disclosure of privileged or confidential information
☒ pursuant to North Carolina General Statutes section 126-22.
_____ pursuant to Title _____ of the United States Code, section _____ or
_____ pursuant to _____ [applicable law or regulation] in accordance with
N.C.G.S § 143-318.11(a)(1).
2. _____ prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award in accordance with N.C.G.S § 143-318.11(a)(2).
3. ☒ consult with our attorney
☒ to preserve the attorney-client privilege
☒ to consider and give instructions to our attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure in accordance with N.C.G.S. § 143-318.11(a)(3).
4. _____ discuss matters relating to the location or expansion of industries or other businesses in the area served by this Board in accordance with N.C.G.S § 143-318.11(a)(4).
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6. _____ establish or instruct the staff or an agent concerning the position to be taken by or on behalf of this Board in negotiating the amount of compensation and other material terms of an employment contract or proposed employment contract in accordance with N.C.G.S § 143-318.11(a)(5).
7. _____ consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee in accordance with N.C.G.S § 143-318.11(a)(6).
8. ☒ hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee in accordance with N.C.G.S § 143-318.11(a)(6).
9. _____ plan, conduct, or hear reports concerning investigations of alleged criminal conduct in accordance with N.C.G.S § 143-318.11(a)(7).
10. _____ discuss and take action regarding plans to protect public safety as it relates to existing or potential terrorist activity and to receive briefings by staff members, legal counsel, or law enforcement or emergency service officials concerning actions taken or to be taken to respond to such activity in accordance with N.C.G.S §

EXHIBIT E-1A

BYLAWS OF THE BOARD OF TRUSTEES OF APPALACHIAN STATE UNIVERSITY

Article 1

Relation to Laws and University Policies and Regulations

1.1 Composition, Powers and Duties of the Board of Trustees - Provisions for membership on the Board of Trustees of Appalachian State University ("the Board" or "Board of Trustees"), officers of the Board, required meetings and general powers and duties of the Board shall be as set forth in North Carolina General Statutes, Chapter 116, Article 1, Part 3, *The Code of the Board of Governors of The University of North Carolina ("The Code")*, or other provisions of The University of North Carolina Policy Manual ("The UNC Policy Manual"), latest edition.

1.2 Responsibility and Authority. The Board of Trustees shall promote the sound development of Appalachian State University within the functions prescribed for it, helping it to serve the people of the State of North Carolina in a way that will complement the activities of the other institutions within The University of North Carolina 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 Appalachian State University and shall also serve as advisor to the Chancellor concerning the management and development of Appalachian State University.

1.3 Other Duties and Authority of the Board of Trustees - Other duties and authority shall be as set forth in "Delegations of Duty and Authority to Boards of Trustees," or other provisions of The UNC Policy Manual, latest edition. The Board of Trustees has the authority to delegate its responsibilities and obligations, as appropriate, to a Board committee or to the Chancellor, or his/her designee, consistent with applicable statute, delegated authority from the UNC System President or Board of Governors, or applicable UNC Code of Policy Manual provision.

1.4 Responsibilities for Endowment Fund - Responsibilities of the Board of Trustees for the creation and maintenance of an endowment fund shall be as set forth in North Carolina General Statutes, section 116-36, *The Code*, or other provisions of The UNC Policy Manual, latest edition.

1.5 Hierarchy of Authority- The provisions of sections 1.1, 1.2, 1.3, and 1.4 shall govern over any conflicting provisions in these Bylaws. The provisions set forth in these Bylaws may not, in any event, be inconsistent with the requirements of The Code, The UNC Policy manual, or the General Statutes of the State of North Carolina.

1.6 Definitions

~~1.6.1 — "Annual Meeting" means the first regular meeting after June 30 of each year~~

~~1.6.2~~ 1.6.1 The terms "Board of Trustees" and "Board" shall mean the Board of Trustees of Appalachian State University, which consists of thirteen (13) persons pursuant to North Carolina General Statutes, section 116-31(d), as follows:

- (1) Eight (8) elected by the Board of Governors;

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- (2) Four (4) appointed by the General Assembly, two (2) of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate, and two (2) of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives; and
- (3) The president of the student government, *ex officio*.

~~1.6.3~~1.6.2 The terms "law" and "laws" shall be deemed to include all applicable State and federal legislative enactments, regulations adopted by State and federal agencies with jurisdiction, and policies adopted by the Board of Governors of The University of North Carolina.

Article 2 Meetings

2.1 Regular Meetings -There shall be at least three regular meetings of the Board of Trustees each calendar year and such additional meetings as may be deemed desirable. Any matter of business relating to Appalachian State University (the "University"), over which the Board of Trustees has jurisdiction, may be considered at any regular meeting.

2.2 Special Meetings -The Chair of the Board of Trustees or the Chancellor of the University may call special meetings of the Board by giving notice thereof in accordance with applicable law. The Secretary of the Board, at the written request of not less than three members of the Board, may call special meetings of the Board by giving notice thereof in accordance with applicable law. The Board may, by unanimous vote of those present at the special meeting, conduct any business other than that for which the meeting was called.

2.3 Notice of Meetings-Timely notice (generally, at least seven (7) days) prior to each regular meeting of the Board of Trustees and its committees, including an agenda and copies of all reports and other written materials (as far as is practicable) to be presented at the meeting, shall be provided to each member of the Board by the Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be provided to each member of the Board at least four (4) days in advance of a special meeting; however, if such advance notice is not practicable, the agenda for a special meeting may be presented to the members of the Board as the first order of business at the meeting.

2.3.1 Preparation of Agenda – The agenda for every meeting shall be prepared by the Chancellor or the Chancellor's staff, in conjunction with and subject to the approval of the Chair of the Board. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chancellor sufficiently far in advance of the meeting to permit a determination to be made by the Chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.

2.3.2 Items Not on Agenda - Any member of the Board of Trustees may present to any meeting of the Board any item, whether or not the same is on the agenda of the meeting. However, such items may not be acted upon without the approval of two-thirds of the members of the Board present for such a meeting.

2.4 Conduct of Business

2.4.1 Presiding Officer - The Chair shall preside over all meetings of the Board of Trustees. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

2.4.2 Power to Vote - All members of the Board of Trustees may vote on all matters coming before the Board for consideration. Any voting member of the Board or of a Board Committee who attends a special or emergency meeting of the Board or any meeting of a Committee by telephone, video conference, or other electronic means that allows for two-way voice interaction may cast the member's vote by that electronic means. No vote concerning any matter under consideration by the Board or by a Committee of the Board may be cast in absentia by mail, facsimile, or electronic mail. No member may vote by proxy.

2.4.3 Rules of Order - Except as modified by these Bylaws or specific rules and regulations enacted by the Board of Trustees, *Robert's Rules of Order 'Lite'* and consent agenda, shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

2.4.4 Manner of Acting - Except as otherwise provided in these Bylaws or required by applicable law, the affirmative vote of a majority of the members participating in a meeting of the Board shall be the act of the Board if a quorum is present when the vote is taken.

2.4.5 Quorum - A quorum for the conduct of business of the Board of Trustees shall consist of a majority of the voting membership of the Board then in office. Any voting member who is present at a meeting of the Board or of a Committee, or who attends a special or emergency meeting of the Board or of any meeting of a Committee by telephone, video conference, or other electronic means that allows for two-way voice interaction, will be counted as present for purposes of determining a quorum.

2.4.6 Consent Agenda - Agenda items deemed to be routine matters that are appropriate for consideration by the Board without discussion may be placed on a consent agenda, which will be part of the agenda for that meeting. The consent agenda will be handled separately from the adoption of the regular agenda. All items on the consent agenda shall be voted on and adopted by a single motion and without discussion, with the minutes reflecting the motion, second, and vote on each item. Items may be removed from the consent agenda at the request of any one Board Member. When possible, any Board Member wishing to remove an item from the consent agenda should advise the Board's Assistant Secretary in advance. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Board Chair.

2.5 Minutes - The 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 all records of the Board; and, in the absence of the Secretary, shall attest the execution of all legal documents and instruments of the University. The Assistant Secretary shall transcribe the minutes of the meetings and provide a copy to each member of the Board.

2.6 Closed Session - By vote of a majority of the members present at any meeting of the Board of Trustees, the Board may convene in closed session, consistent with State law and policy.

2.7 Recess - A meeting of the Board for which notice has been posted in accordance with North Carolina General Statutes, section 143-318.12(b), may be recessed to a specific time and place by announcement of the presiding officer in open session.

2.8 Committee Meetings - All provisions of this Article 2 shall apply to committee meetings as far as these provisions can be practically implemented, except as otherwise expressly stated in these Bylaws. Minutes of committee meetings shall be transcribed by recording secretaries appointed from time to time by respective presiding officers and forwarded to the Assistant Secretary.

Article 3 Standing Committees

3.1 Nominating Committee - The Chair shall appoint a Nominating Committee composed of three (3) members of the Board of Trustees who shall present to the full Board the nominees for the offices of Chair, Vice-Chair, Secretary, and Assistant Secretary. Nominees may include any member of the Board who is or shall be duly appointed or sworn in at the time of the election.

3.2 Executive Committee - The Executive Committee shall consist of five (5) members as follows: the Chair of the Board, who will serve as Chair of this Committee; the Vice-Chair of the Board; and three other members appointed annually by the Chair of the Board. The responsibilities of this Committee shall be as follows:

3.2.1 Act on behalf of the full Board with respect to matters requiring action between meetings of the full Board of Trustees.

3.2.2 Assist the Chancellor in representing the University's financial needs and priorities with members of the UNC System Office~~General Administration~~, Board of Governors, and legislative bodies.

3.3 Academic and Student Affairs Committee - The Academic and Student Affairs Committee shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.3.1 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board pertaining to:

- a. awarding of emeritus/emerita faculty status;
- ~~b. granting of leaves of absence to faculty and academic administrative personnel~~
- ~~e.b.~~ selection of recipients of the Board of Trustees Travel Study Grant;
- ~~d.c.~~ granting of honorary degrees; and
- ~~e.d.~~ establishment of distinguished professorships and endowed chairs.

3.3.2 Upon recommendation of the Chancellor, or upon decision of the Committee,

review and make recommendations to the Board on matters related to promotion and tenure of faculty, and make recommendations to the Board on all institutional policies and regulations governing faculty tenure and promotion.

3.3.3 Upon recommendation of the Chancellor, or upon decision of the Committee, review and react to the objectives of the Academic and Student Affairs division outlined in strategic planning documents.

3.3.4 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on the formulation of University policies affecting Academic and Student Affairs.

3.3.5 Serve as an advocate to the Board of Trustees and the Board of Governors for the needs of programs in Student Affairs at Appalachian, through the Chancellor and Executive Vice Chancellor ~~for and Provost~~ Student Affairs.

3.3.6 Hear the concerns of Appalachian students as expressed by their official representatives.

3.3.7 Work jointly with other committees of the Board of Trustees to review matters in Academic and Student Affairs which affect other areas of the University when appropriate.

~~3.3.8 Hear appeals from aggrieved students when such appeals are referred to the Committee by the Chair of the Board of Trustees and make recommendations to the full Board as to the resolution of such appeals. The action of the full Board on such appeals shall be final, except as otherwise provided in The Code.~~

3.4 Finance and Operations Committee-The Finance and Operations Committee of the Board of Trustees shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.4.1 Upon recommendation of the Chancellor, or upon decision of the Committee, assess and make recommendations to the Board of Trustees for long-range physical needs and improvements.

3.4.2 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on land needs and priorities for the acquisition of real property.

3.4.3 Work with the Chancellor and Chief Operating Officer and Executive Vice Chancellor ~~for Finance and Operations~~ to assist in preparing and maintaining the master plan for the physical development of the University.

3.4.4 Assistance will be provided to the Chancellor and the Chief Operating Officer and Executive Vice Chancellor ~~for Finance and Operations~~ in the selection of architects and/or engineers for state-owned buildings.

3.4.5 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on the operation and

financing of auxiliary activities.

3.4.6 Upon recommendation of the Chancellor, or upon decision of the Committee, and in cooperation with the Executive Committee, review and make recommendations to the Board of Trustees on the comprehensive "all funds" biennial-budget as outlined in The Code, as currently adopted and may be amended from time to time.

3.5 Audit, Risk, and Compliance Committee -~~The Audit, Risk, and Compliance~~-Committee shall consist of at least four (4) members of the Board of Trustees. The primary purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities for (i) integrity of the financial statements of the University, (ii) performance of the University's internal audit function, (iii) assurance that the University is performing self-assessments of operating risks and evaluations of internal controls on a regular basis, and (iv) the University's information security program. The Committee shall be organized and exercise its duties and responsibilities in accordance with the "Charter of the Audit Committee of the Board of Trustees" ("Charter"), as adopted by the Board of Trustees on March 25, 2022, or amended thereafter.

3.6 Appeals Committee - The Appeals Committee shall consist of the same five (5) members of the Executive Committee, with the Chair of the Board serving as the Chair of the Appeals Committee. The purpose of the Committee is to consider appeals allowed under Chapter VI of *The Code*. The Committee will also hear appeals from aggrieved students when such appeals are referred to the Committee by the Chair of the Board of Trustees and make recommendations to the full board as to the resolution of such appeals. Each appeal shall be transmitted through the Chancellor and be addressed to the Chair of the Board of Trustees in accordance with the procedures required by *The Code*. The Appeals Committee shall make a recommendation to the full Board of Trustees in each case. The action of the full Board on such appeals shall be final, except as otherwise provided in The Code.

3.7 Athletics Committee - The Athletics Committee shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.7.1 Consistent with Board of Governors policies that make the Chancellor (subject to policies adopted by the Board of Governors and Board of Trustees) responsible for the establishment and supervision of the University's program of intercollegiate athletics, consult with the Chancellor at the Chancellor's request on any matters relevant to intercollegiate athletics programs;

3.7.2 Make recommendations to the Board of Trustees regarding institutional policies, procedures and programs related to intercollegiate athletics with the aim of ensuring that the University meets the Board's expectations for academic and competitive success, quality student- athlete experiences, and compliance with NCAA requirements;

3.7.3 Review the Chancellor's annual report on intercollegiate athletics pursuant to Board of Governors policies: and

3.7.4 Upon recommendation of the Chancellor, review employment contracts for athletics coaches and the athletics director, and make recommendations thereon to the Board of Trustees.

3.8 Governance Committee - The Governance Committee shall consist of the same five (5) members of the Executive Committee, with the Chair of the Board serving as the Chair of the Governance Committee and the Vice-Chair of the Board serving as the Vice-Chair of the Governance Committee. The Governance Committee shall be responsible for approving the membership, composition, bylaws, and governing rule changes of all university-affiliated organizations and the University's appointments to the AppalCART Board of Directors. The Governance Committee shall present to the full Board its recommendations in each case.

3.9 Following election of Board officers, the Chair of the Board of Trustees will, except as otherwise expressly provided in these Bylaws, appoint the members and chairs of all standing committees.

3.10 Except with respect to the Nominating Committee, the Chair and Vice-Chair shall be members *ex officio* of every Standing Committee. If present, *ex officio* members shall be counted to determine the presence of a quorum. If *ex officio* members are not present, the number required for a quorum is determined without regard to their membership on the committee.

Article 4 Officers

4.1 Consistent with Chapter IV of the *Code*, Section 401A, as currently adopted and may be amended from time to time, the Board of Trustees shall elect from its membership a Chair, a Vice-Chair, and a Secretary. Each officer shall serve from adjournment of the meeting at which the officer is elected until a respective successor is elected. If the term of the Chair as a member of the Board of Trustees expires before a successor as Chair is elected, then the Vice-Chair shall become the interim Chair until the Chair's successor is elected. The Board may also elect an Assistant Secretary from among the members of the Chancellor's staff.

4.2 Officers shall be elected by a majority vote of the full Board. If a vacancy occurs in any office, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

4.3 Duties and authority of each officer shall be as provided in *Robert's Rules of Order*, latest available edition, except as they may be expressly modified in these Bylaws. The Secretary shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure or bylaws, notices of meetings, and a copy of the minutes of all meetings. The Secretary may delegate duties to the Assistant Secretary. The Assistant Secretary may certify copies of all minutes, papers, and documents of the Board of Trustees with the same force and effect as though such certification were made by the Secretary of the Board.

Article 5 Emergency

5.1. Emergency. - In the event of any emergency stemming from an act of war, act of terror, civil disobedience, widespread pandemic, or similar disaster resulting in the declaration of a state of emergency (or similar declaration) by Federal, state or local officials that prevent the normal operation of the Board during the continuance of such emergency, the following bylaw provisions shall automatically become effective and operative and shall remain in effect until it is practical for the Board to resume its normal functions. An emergency exists for purposes of this Article if a quorum of the Board, as prescribed by Article 2 of the Bylaws, cannot readily be

assembled because of some catastrophic event.

5.2. Meetings During Emergency. - Meetings of the Board during the occurrence of an emergency described above shall be called by any available member of the Executive Committee or the Chancellor. If, at any time during a period of acute emergency, it shall become impractical or impossible to give notice of a meeting of the Board in the manner prescribed by Article 2 of the Bylaws, the person calling such a meeting shall give notice of such meeting in accordance with the requirements of N.C. Gen. Stat. §143-318.12 concerning emergency meetings. Meetings and votes may be held using any reasonable means available, such as telephone, electronic mail, video conference, web conference, etc.

5.3. Emergency Meeting Quorum. - Three members of the Board shall constitute a quorum for an emergency meeting held under Article 5 of the Bylaws. A majority vote of the Board members who are present at a meeting at which a quorum is achieved shall constitute an action by the Board.

5.4. Effect on Regular Bylaws. - All provisions of the regular Bylaws consistent with the Emergency Bylaws remain in effect during the emergency. The Emergency Bylaws are not effective after the emergency ends.

5.5. Liability. - Action taken in good faith in accordance with the Emergency Bylaws binds the Board, and the fact that the action was taken pursuant to Emergency Bylaws shall not be used to impose liability on a Trustee, officer, employee, or agent of the University.

Article 6 Amendment

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board if the substance of the amendment has been filed in writing with the Assistant Secretary and a copy has been provided to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

Approved- February 9, 1979
Amended- September 5, 1985
Amended - December 7, 1990
Amended - December 1, 1995
Amended - March 23, 2001
Amended - September 5, 2003
Amended - December 2, 2005
Amended - December 8, 2006
Amended- September 19, 2008
Amended - December 4, 2009
Amended - September 24, 2010
Amended - December 10, 2010

Chair

Secretary

Approved on:

Amended - June 17, 2011
Amended - June 8, 2012
Amended - December 12,
2014
Amended- March 27, 2015
Amended - May 6, 2015
Amended - December 4,
2015
Amended - September 22,
2017
Amended - March 16, 2018
Amended - November 5,
2019
Amended - September 24,
2021
Amended - September 16,
2022
Amended - September 20,
2024

EXHIBIT E-1B

BYLAWS OF THE BOARD OF TRUSTEES OF APPALACHIAN STATE UNIVERSITY

Article 1

Relation to Laws and University Policies and Regulations

1.1 Composition, Powers and Duties of the Board of Trustees - Provisions for membership on the Board of Trustees of Appalachian State University ("the Board" or "Board of Trustees"), officers of the Board, required meetings and general powers and duties of the Board shall be as set forth in North Carolina General Statutes, Chapter 116, Article 1, Part 3, *The Code of the Board of Governors of The University of North Carolina ("The Code")*, or other provisions of The University of North Carolina Policy Manual ("The UNC Policy Manual"), latest edition.

1.2 Responsibility and Authority. The Board of Trustees shall promote the sound development of Appalachian State University within the functions prescribed for it, helping it to serve the people of the State of North Carolina in a way that will complement the activities of the other institutions within The University of North Carolina 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 Appalachian State University and shall also serve as advisor to the Chancellor concerning the management and development of Appalachian State University.

1.3 Other Duties and Authority of the Board of Trustees - Other duties and authority shall be as set forth in "Delegations of Duty and Authority to Boards of Trustees," or other provisions of The UNC Policy Manual, latest edition. The Board of Trustees has the authority to delegate its responsibilities and obligations, as appropriate, to a Board committee or to the Chancellor, or his/her designee, consistent with applicable statute, delegated authority from the UNC System President or Board of Governors, or applicable UNC Code of Policy Manual provision.

1.4 Responsibilities for Endowment Fund - Responsibilities of the Board of Trustees for the creation and maintenance of an endowment fund shall be as set forth in North Carolina General Statutes, section 116-36, *The Code*, or other provisions of The UNC Policy Manual, latest edition.

1.5 Hierarchy of Authority- The provisions of sections 1.1, 1.2, 1.3, and 1.4 shall govern over any conflicting provisions in these Bylaws. The provisions set forth in these Bylaws may not, in any event, be inconsistent with the requirements of The Code, The UNC Policy manual, or the General Statutes of the State of North Carolina.

1.6 Definitions

1.6.1 The terms "Board of Trustees" and "Board" shall mean the Board of Trustees of Appalachian State University, which consists of thirteen (13) persons pursuant to North Carolina General Statutes, section 116-31(d), as follows:

- (1) Eight (8) elected by the Board of Governors;
- (2) Four (4) appointed by the General Assembly, two (2) of whom shall be

- appointed upon the recommendation of the President Pro Tempore of the Senate, and two (2) of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives; and
- (3) The president of the student government, *ex officio*.

1.6.2 The terms "law" and "laws" shall be deemed to include all applicable State and federal legislative enactments, regulations adopted by State and federal agencies with jurisdiction, and policies adopted by the Board of Governors of The University of North Carolina.

Article 2

Meetings

2.1 Regular Meetings -There shall be at least three regular meetings of the Board of Trustees each calendar year and such additional meetings as may be deemed desirable. Any matter of business relating to Appalachian State University (the "University"), over which the Board of Trustees has jurisdiction, may be considered at any regular meeting.

2.2 Special Meetings -The Chair of the Board of Trustees or the Chancellor of the University may call special meetings of the Board by giving notice thereof in accordance with applicable law. The Secretary of the Board, at the written request of not less than three members of the Board, may call special meetings of the Board by giving notice thereof in accordance with applicable law. The Board may, by unanimous vote of those present at the special meeting, conduct any business other than that for which the meeting was called.

2.3 Notice of Meetings-Timely notice (generally, at least seven (7) days) prior to each regular meeting of the Board of Trustees and its committees, including an agenda and copies of all reports and other written materials (as far as is practicable) to be presented at the meeting, shall be provided to each member of the Board by the Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be provided to each member of the Board at least four (4) days in advance of a special meeting; however, if such advance notice is not practicable, the agenda for a special meeting may be presented to the members of the Board as the first order of business at the meeting.

2.3.1 Preparation of Agenda – The agenda for every meeting shall be prepared by the Chancellor or the Chancellor's staff, in conjunction with and subject to the approval of the Chair of the Board. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chancellor sufficiently far in advance of the meeting to permit a determination to be made by the Chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.

2.3.2 Items Not on Agenda - Any member of the Board of Trustees may present to any meeting of the Board any item, whether or not the same is on the agenda of the meeting. However, such items may not be acted upon without the approval of two-thirds of the members of the Board present for such a meeting.

2.4 Conduct of Business

2.4.1 Presiding Officer - The Chair shall preside over all meetings of the Board of

Trustees. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

2.4.2 Power to Vote - All members of the Board of Trustees may vote on all matters coming before the Board for consideration. Any voting member of the Board or of a Board Committee who attends a special or emergency meeting of the Board or any meeting of a Committee by telephone, video conference, or other electronic means that allows for two-way voice interaction may cast the member's vote by that electronic means. No vote concerning any matter under consideration by the Board or by a Committee of the Board may be cast in absentia by mail, facsimile, or electronic mail. No member may vote by proxy.

2.4.3 Rules of Order - Except as modified by these Bylaws or specific rules and regulations enacted by the Board of Trustees, *Robert's Rules of Order 'Lite'* and consent agenda, shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

2.4.4 Manner of Acting - Except as otherwise provided in these Bylaws or required by applicable law, the affirmative vote of a majority of the members participating in a meeting of the Board shall be the act of the Board if a quorum is present when the vote is taken.

2.4.5 Quorum - A quorum for the conduct of business of the Board of Trustees shall consist of a majority of the voting membership of the Board then in office. Any voting member who is present at a meeting of the Board or of a Committee, or who attends a special or emergency meeting of the Board or of any meeting of a Committee by telephone, video conference, or other electronic means that allows for two-way voice interaction, will be counted as present for purposes of determining a quorum.

2.4.6 Consent Agenda - Agenda items deemed to be routine matters that are appropriate for consideration by the Board without discussion may be placed on a consent agenda, which will be part of the agenda for that meeting. The consent agenda will be handled separately from the adoption of the regular agenda. All items on the consent agenda shall be voted on and adopted by a single motion and without discussion, with the minutes reflecting the motion, second, and vote on each item. Items may be removed from the consent agenda at the request of any one Board Member. When possible, any Board Member wishing to remove an item from the consent agenda should advise the Board's Assistant Secretary in advance. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Board Chair.

2.5 Minutes - The 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 all records of the Board; and, in the absence of the Secretary, shall attest the execution of all legal documents and instruments of the University. The Assistant Secretary shall transcribe the minutes of the meetings and provide a copy to each member of the Board.

2.6 Closed Session - By vote of a majority of the members present at any meeting of the

Board of Trustees, the Board may convene in closed session, consistent with State law and policy.

2.7 Recess - A meeting of the Board for which notice has been posted in accordance with North Carolina General Statutes, section 143-318.12(b), may be recessed to a specific time and place by announcement of the presiding officer in open session.

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Article 3

Standing Committees

3.1 Nominating Committee - The Chair shall appoint a Nominating Committee composed of three (3) members of the Board of Trustees who shall present to the full Board the nominees for the offices of Chair, Vice-Chair, Secretary, and Assistant Secretary. Nominees may include any member of the Board who is or shall be duly appointed or sworn in at the time of the election.

3.2 Executive Committee - The Executive Committee shall consist of five (5) members as follows: the Chair of the Board, who will serve as Chair of this Committee; the Vice-Chair of the Board; and three other members appointed annually by the Chair of the Board. The responsibilities of this Committee shall be as follows:

3.2.1 Act on behalf of the full Board with respect to matters requiring action between meetings of the full Board of Trustees.

3.2.2 Assist the Chancellor in representing the University's financial needs and priorities with members of the UNC System Office, Board of Governors, and legislative bodies

3.3 Academic and Student Affairs Committee - The Academic and Student Affairs Committee shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.3.1 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board pertaining to:

- a. awarding of emeritus/emerita faculty status;
- b. selection of recipients of the Board of Trustees Travel Study Grant;
- c. granting of honorary degrees; and
- d. establishment of distinguished professorships and endowed chairs.

3.3.2 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board on matters related to promotion and tenure of faculty, and make recommendations to the Board on all institutional policies and regulations governing faculty tenure and promotion.

3.3.3 Upon recommendation of the Chancellor, or upon decision of the Committee, review and react to the objectives of the Academic and Student Affairs division outlined in strategic planning documents.

3.3.4 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on the formulation of University policies affecting Academic and Student Affairs.

3.3.5 Serve as an advocate to the Board of Trustees and the Board of Governors for the needs of programs in Academic and Student Affairs at Appalachian, through the Chancellor, Executive Vice Chancellor, and Provost.

3.3.6 Hear the concerns of Appalachian students as expressed by their official representatives.

3.3.7 Work jointly with other committees of the Board of Trustees to review matters in Academic and Student Affairs which affect other areas of the University when appropriate.

3.4 Finance and Operations Committee-The Finance and Operations Committee of the Board of Trustees shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.4.1 Upon recommendation of the Chancellor, or upon decision of the Committee, assess and make recommendations to the Board of Trustees for long-range physical needs and improvements.

3.4.2 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on land needs and priorities for the acquisition of real property.

3.4.3 Work with the Chancellor and the Chief Operating Officer and Executive Vice Chancellor to assist in preparing and maintaining the master plan for the physical development of the University.

3.4.4 Assistance will be provided to the Chancellor and the Chief Operating Officer and Executive Vice Chancellor in the selection of architects and/or engineers for state-owned buildings.

3.4.5 Upon recommendation of the Chancellor, or upon decision of the Committee, review and make recommendations to the Board of Trustees on the operation and financing of auxiliary activities.

3.4.6 Upon recommendation of the Chancellor, or upon decision of the Committee, and in cooperation with the Executive Committee, review and make recommendations to the Board of Trustees on the comprehensive "all funds" budget as outlined in *The Code*, as currently adopted and may be amended from time to time.

3.5 Audit, Risk, and Compliance Committee -The Audit, Risk, and Compliance Committee

shall consist of at least four (4) members of the Board of Trustees. The primary purpose of the Audit, Risk, and Compliance Committee is to assist the Board in fulfilling its oversight responsibilities for (i) integrity of the financial statements of the University, (ii) performance of the University's internal audit function, (iii) assurance that the University is performing self-assessments of operating risks and evaluations of internal controls on a regular basis, and (iv) the University's information security program. The Committee shall be organized and exercise its duties and responsibilities in accordance with the "Charter of the Audit Committee of the Board of Trustees" ("Charter"), as adopted by the Board of Trustees on March 25, 2022, or amended thereafter.

3.6 Appeals Committee - The Appeals Committee shall consist of the same five (5) members of the Executive Committee, with the Chair of the Board serving as the Chair of the Appeals Committee. The purpose of the Committee is to consider appeals allowed under Chapter VI of *The Code*. The Committee will also hear appeals from aggrieved students when such appeals are referred to the Committee by the Chair of the Board of Trustees and make recommendations to the full board as to the resolution of such appeals. Appeal shall be transmitted through the Chancellor and be addressed to the Chair of the Board of Trustees in accordance with the procedures required by *The Code*. The Appeals Committee shall make a recommendation to the full Board of Trustees in each case. The action of the full Board on such appeals shall be final, except as otherwise provided in *The Code*.

3.7 Athletics Committee - The Athletics Committee shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. The responsibilities of this Committee shall be as follows:

3.7.1 Consistent with Board of Governors policies that make the Chancellor (subject to policies adopted by the Board of Governors and Board of Trustees) responsible for the establishment and supervision of the University's program of intercollegiate athletics, consult with the Chancellor at the Chancellor's request on any matters relevant to intercollegiate athletics programs;

3.7.2 Make recommendations to the Board of Trustees regarding institutional policies, procedures and programs related to intercollegiate athletics with the aim of ensuring that the University meets the Board's expectations for academic and competitive success, quality student- athlete experiences, and compliance with NCAA requirements;

3.7.3 Review the Chancellor's annual report on intercollegiate athletics pursuant to Board of Governors policies: and

3.7.4 Upon recommendation of the Chancellor, review employment contracts for athletics coaches and the athletics director, and make recommendations thereon to the Board of Trustees.

3.8 Governance Committee - The Governance Committee shall consist of the same five (5) members of the Executive Committee, with the Chair of the Board serving as the Chair of the Governance Committee and the Vice-Chair of the Board serving as the Vice-Chair of the Governance Committee. The Governance Committee shall be responsible for approving the membership, composition, bylaws, and governing rule changes of all university-affiliated organizations and the University's appointments to the AppalCART Board of Directors. The Governance Committee shall present to the full Board its recommendations in each case.

3.9 Following election of Board officers, the Chair of the Board of Trustees will, except as otherwise expressly provided in these Bylaws, appoint the members and chairs of all standing committees.

3.10 Except with respect to the Nominating Committee, the Chair and Vice-Chair shall be members *ex officio* of every Standing Committee. If present, *ex officio* members shall be counted to determine the presence of a quorum. If *ex officio* members are not present, the number required for a quorum is determined without regard to their membership on the committee.

Article 4 Officers

4.1 Consistent with Chapter IV of the *Code*, Section 401A, as currently adopted and may be amended from time to time, the Board of Trustees shall elect from its membership a Chair, a Vice-Chair, and a Secretary. Each officer shall serve from adjournment of the meeting at which the officer is elected until a respective successor is elected. If the term of the Chair as a member of the Board of Trustees expires before a successor as Chair is elected, then the Vice-Chair shall become the interim Chair until the Chair's successor is elected. The Board may also elect an Assistant Secretary from among the members of the Chancellor's staff.

4.2 Officers shall be elected by a majority vote of the full Board. If a vacancy occurs in any office, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

4.3 Duties and authority of each officer shall be as provided in *Robert's Rules of Order*, latest available edition, except as they may be expressly modified in these Bylaws. The Secretary shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure or bylaws, notices of meetings, and a copy of the minutes of all meetings. The Secretary may delegate duties to the Assistant Secretary. The Assistant Secretary may certify copies of all minutes, papers, and documents of the Board of Trustees with the same force and effect as though such certification were made by the Secretary of the Board.

Article 5 Emergency

5.1. Emergency. - In the event of any emergency stemming from an act of war, act of terror, civil disobedience, widespread pandemic, or similar disaster resulting in the declaration of a state of emergency (or similar declaration) by Federal, state or local officials that prevent the normal operation of the Board during the continuance of such emergency, the following bylaw provisions shall automatically become effective and operative and shall remain in effect until it is practical for the Board to resume its normal functions. An emergency exists for purposes of this Article if a quorum of the Board, as prescribed by Article 2 of the Bylaws, cannot readily be assembled because of some catastrophic event.

5.2. Meetings During Emergency. - Meetings of the Board during the occurrence of an emergency described above shall be called by any available member of the Executive Committee or the Chancellor. If, at any time during a period of acute emergency, it shall become impractical or impossible to give notice of a meeting of the Board in the manner prescribed by Article 2 of the Bylaws, the person calling such a meeting shall give notice of such meeting in

accordance with the requirements of N.C. Gen. Stat. §143-318.12 concerning emergency meetings. Meetings and votes may be held using any reasonable means available, such as telephone, electronic mail, video conference, web conference, etc.

5.3. Emergency Meeting Quorum. - Three members of the Board shall constitute a quorum for an emergency meeting held under Article 5 of the Bylaws. A majority vote of the Board members who are present at a meeting at which a quorum is achieved shall constitute an action by the Board.

5.4. Effect on Regular Bylaws. - All provisions of the regular Bylaws consistent with the Emergency Bylaws remain in effect during the emergency. The Emergency Bylaws are not effective after the emergency ends.

5.5. Liability. - Action taken in good faith in accordance with the Emergency Bylaws binds the Board, and the fact that the action was taken pursuant to Emergency Bylaws shall not be used to impose liability on a Trustee, officer, employee, or agent of the University.

Article 6 Amendment

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board if the substance of the amendment has been filed in writing with the Assistant Secretary and a copy has been provided to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

Approved- February 9, 1979
Amended- September 5, 1985
Amended - December 7, 1990
Amended - December 1, 1995
Amended - March 23, 2001
Amended - September 5, 2003
Amended - December 2, 2005
Amended - December 8, 2006
Amended- September 19, 2008
Amended - December 4, 2009
Amended - September 24, 2010
Amended - December 10, 2010

Amended - June 17, 2011
Amended - June 8, 2012
Amended - December 12, 2014
Amended- March 27, 2015
Amended - May 6, 2015
Amended - December 4, 2015
Amended - September 22, 2017
Amended - March 16, 2018
Amended - November 5, 2019
Amended - September 24, 2021
Amended - September 16, 2022
Amended - September 20, 2024
Amended - December 5, 2025

Approved on:

Chair

Secretary

Appalachian

STATE UNIVERSITY

Appalachian State University Foundation, Inc.,

PO Box 32064
Boone, NC 28608-2064
(828) 262-2090
Fax: (828) 262-4962

June 4, 2025

Mr. Mark Ricks
Chair, Appalachian State University Board of Trustees
P.O. Box 32002
Boone, NC 28608

Dear Chair Ricks:

The Appalachian State University Foundation Board of Directors has revised its bylaws, specifically:

- Article II Section 2 A. Board of Directors
- Article II Section 3 B. Board of Directors
- Article VII Emergency.

These updates reflect changes to the University's personnel structure and include a new clause in Article II Section 3 B., allowing for delegated voting authority. The amended bylaws dated July 6, 2021, (copy) attached were passed on May 2, 2025.

In accordance with Article VIII, proposed amendments to the bylaws must be submitted to the Board of Trustees for final approval.

Sincerely,



Cantey Alexander
Chair, Appalachian State University Foundation Board

JCA/rlm

Attachment

Appalachian STATE UNIVERSITY

Appalachian State University Foundation, Inc.,

PO Box 32064
Boone, NC 28608-2064
(828) 262-2090
Fax: (828) 262-4962

November 13, 2025

Mr. Mark Ricks
Chair, Appalachian State University Board of Trustees
P.O. Box 32002
Boone, NC 28608

Dear Chair Ricks:

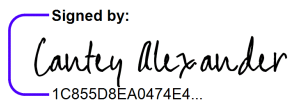
The Appalachian State University Foundation Board of Directors has revised its bylaws, specifically:

- Article II Section 2 B. Public Directors. (13 to 15)

This update reflects the need to expand the number of Public Directors on the board to better support the upcoming campaign. The amended bylaws, dated July 6, 2021, (attached) were formally adopted on October 17, 2025.

In accordance with Article VIII, proposed amendments to the bylaws must be submitted to the Board of Trustees for final approval.

Sincerely,

Signed by:

1C855D8EA0474E4...

11/13/2025

Cantey Alexander
Chair, Appalachian State University Foundation Board

JCA/rlm

Attachment

BYLAWS
APPALACHIAN STATE UNIVERSITY FOUNDATION, INC.

Article I
CORPORATE NAME, LOCATION, PURPOSES AND LIMITATIONS

Section 1. Name and Principal Office. The name of the corporation is Appalachian State University Foundation, Inc. (hereinafter referred to as “the corporation” or “the Foundation”). The street address of the principal office of the corporation is 553 Blowing Rock Road, Boone, North Carolina 28607 (Watauga County) and the mailing address is ASU Box 32064, Boone, NC 28608.

Section 2. Purposes. The corporation is organized and shall be operated exclusively for the charitable, educational and scientific purposes that support and benefit Appalachian State University (the “University”). The purposes of the corporation include, but are not limited to, the following:

- A. To aid, strengthen and further in every proper and useful way the educational purposes, work and services of Appalachian State University, and to develop and utilize the ties of interest, sympathy and affection existing between the University and its alumni and friends throughout the world;
- B. To acquire (by gift, devise, or otherwise), own, develop, lease, manage, operate and sell, and otherwise to exercise any and all rights of ownership with respect to, monies and property for the benefit of the University (or any of the University’s affiliated organizations), and to conduct such activities directly or indirectly through subsidiaries; and
- C. To do any and all other acts and things that are consistent with the purposes stated above and that may be deemed desirable or expedient for the benefit of the University, its programs and its faculty, staff and students.

Section 3. Activities Not Permitted.

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers or any “private shareholder or individual” within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law); provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered (except as otherwise provided in Article VIII of the Restated Articles of Incorporation on in these Bylaws) and to make payments and distributions in furtherance of the purposes set forth in Article VI of the Restated Articles of Incorporation.
- B. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Restated Articles of Incorporation or these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by a:
 - 1. corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law); or

2. corporation, contributions to which are deductible under Sections 170(c)(2) and 2055 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law); or
3. charitable or religious corporation created under the North Carolina Nonprofit Corporation Act.

Section 4. Fiscal Year. The Foundation's fiscal year is July 1 – June 30, inclusive, unless otherwise defined by the Board of Directors.

Section 5. Existence; Disposition of Assets on Dissolution. As provided in Section 4.01 of the Restated Articles of Incorporation, the period of existence of the corporation is perpetual. Dissolution or other termination of the corporation must be approved by the Board of Trustees of the University. In the event of the dissolution or other termination of the corporation, any net assets remaining shall be transferred to the University, or to one or more other organizations that are exempt organizations described in Sections 501(c)(3), 170(c)(2) and 2055 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law) for the benefit of the University, or to federal, state or local government exclusively for public purposes.

Article II

BOARD OF DIRECTORS

Section 1. General Power. The affairs and business of the Foundation shall be managed by the Board of Directors ("Board") as provided in the Restated Articles of Incorporation and/or the North Carolina Nonprofit Corporation Act.

Section 2. Classes of Directors. The Board shall have two classes of directors (individually, "Director,"; collectively, the "Directors"):

- A. Ex Officio, Voting Directors. The Chancellor, the ~~Vice Chancellor for Business Affairs~~Chief Financial Officer, the Vice Chancellor for University Advancement (who shall also serve as President of the Foundation), the chair of the Board of Trustees of the University, and three (3) additional Trustees who are appointed by the Board of Trustees. Ex Officio, Voting Directors shall serve so long as they hold University positions by virtue of which they serve as Directors.
- B. Public Directors. The Board is comprised of no more than ~~thirteen (13)~~fifteen (15) Public Directors.

Section 3. Appointment of Public Directors.

- A. In order to provide continuity in the Board, Public Directors shall be appointed to staggered three-year terms such that each year approximately one-third (1/3) of the Public Directors shall be appointed. Public Directors may be appointed to serve more than one (1) term, but a maximum of two (2) terms, consecutively, and thereafter may be re-appointed after the passage of a minimum of one (1) year since the expiration of the Director's prior term. Directors ~~whose~~whose terms have not expired shall vote on: (i) nominees for new Public Directors to succeed those whose terms have expired; and (ii) nominees to fill Board vacancies caused by death, resignation, termination of appointment, or other cause. All nominees will be submitted to the University Board of Trustees for appointment to the Foundation Board. Public Directors shall be voting members beginning at the meeting following appointment by the Board of Trustees. Any Public Director appointed to the Foundation Board to fill a vacancy shall serve for the period of time remaining in the unexpired term. Appointment for a partial term to fill a vacancy shall not count toward the two consecutive term limitation.
- B. Notwithstanding subsection (A) above, at least one third (1/3) of the voting shares of the Board shall be allocated to Directors who are appointed by the Chancellor or are senior academic or administrative officers of the University. The Chancellor may delegate this appointment power.

including to the Board of Trustees of the University, or a committee thereof, or to the Board, or a committee thereof.

Section 4. Regular Meetings. There shall be up to four regular quarterly meetings of the Board each year. The annual meeting shall be one of the regular meetings and shall be held on such date as the Board may

|
_determine. The other regular meetings shall be held prior to the annual meeting, on dates as the Board may determine.

Section 5. Place of Meeting. The Board may designate the time and place for the regular meetings or for any special meeting. If no designation is made or if a special meeting is otherwise called, the place of the meeting shall be at the University.

Section 6. Notice of Regular Meetings. Written notice stating the place, day and hour of any meeting of the Board shall be delivered either personally, electronically or by mail to each Director at least twenty days before the date of such meeting, by or at the direction of the Chair of the Board, or the Secretary, or other officers or Directors calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at the Director's address as it appears on the records of the Foundation, with postage thereon prepaid.

Section 7. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair of the Board or by a majority of the Directors. Special meetings of a committee may be called by or at the request of the committee chair or by a majority of the committee members. The person or persons authorized to call special meetings of the Board or a committee may designate the place for holding any special meetings. The purpose(s) for which the meeting is being called shall be stated in the notice.

Section 8. Notice of Special Meetings. Whenever feasible, at least five (5) days' written notice of any special meeting of the Board or a committee shall be delivered personally, or via first-class mail, email, facsimile or telephone to each Director at the address or appropriate telephone number as shown by the records of the Foundation. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at the Director's address as it appears on the records of the Foundation, with postage thereon prepaid. Any Director may waive notice of any meeting at any time. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of the Directors entitled to vote, present in person or represented by proxy, shall constitute a quorum at any regular meeting or special meeting of the Board, and at any committee or subcommittee meeting. If a quorum is not present at any meeting of the Board or a committee, a majority of the Directors present and represented by proxy may adjourn the meeting without further notice.

Section 10. Means of Voting. Voting on action items may be executed in person, telephonically, by proxy or by electronic transmission (including, but not limited to, email, facsimile or PDF file attached to email).

Section 11. Proxies. At any meeting, a Director entitled to vote may vote by proxy executed in writing by the Director or by the Director's duly authorized attorney-in-fact. A proxy may only designate a voting officer or Director to act and vote in the member's stead. A proxy will also be valid if in the form of an electronic record that bears the member's electronic signature and may be directly reproduced in paper form. No proxy may be valid after five months from the date of its execution. All proxy forms shall be delivered to the Secretary or Assistant Secretary of the Board of Directors.

Section 12. Absences. Absences may be considered when Public Directors are reconsidered for additional terms.

Section 13. Compensation. Directors and officers shall receive no salary or other compensation for their services.

Section 14. Director's Conflict of Interest.

- A. University employees may not serve as Public Directors. University employees are defined as all faculty and staff who are employed by Appalachian State University and who receive both financial compensation and employment benefits (such as medical insurance and/or retirement via the Optional Retirement Program or the Teachers' and State Employees' Retirement System) as a result of their employment.
- B. The immediate family members (spouses, children, siblings and parents) of any University leaders may not serve as Public Directors. University leaders are defined as the Chancellor, the Chancellor's direct reports, and those who report directly to them.
- C. Any Director who has a direct or indirect financial interest in any business entity or person that has entered or wishes to enter into a contract or other transaction or relationship recognized by law with the Foundation must disclose such interest to the Board. Such Director shall not participate in discussions regarding the subject matter disclosed and shall not vote on any action relating to said subject matter.
- D. All Directors shall sign a Conflict of Interest Statement, which will be filed in the Foundation Office annually.

Article III **OFFICERS**

Section 1. Officers. The officers of the Foundation shall be a Chair, Vice Chair, President, Secretary, Treasurer, and such other officers as the Board may deem appropriate. The office of President shall be held Ex Officio by the Vice Chancellor for University Advancement.

Section 2. Election and Term of Office. The Chair, the Vice Chair and the Secretary of the Board shall be nominated by the Governance, Audit & Risk Committee from among the Directors and elected by the Directors of the Foundation. The Chair, Vice Chair and Secretary shall be elected by the Board at the annual meeting for a term of one (1) year with the option of running for an additional consecutive year. Each officer shall hold office until the successor shall have been duly elected and shall have qualified. No person, except the Treasurer, shall serve more than two consecutive years in the same office; however, any person may be reelected after vacating an office for one (1) term. The Board may elect persons to fill vacancies in any of the offices by death, resignation, removal, disqualification, or otherwise for the unexpired portion of the term.

Section 3. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board. The Chair of the Board may sign with the Secretary, or any other officer of the Foundation authorized by the Board, any deed, mortgage, bond, contract, or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent. The Chair of the Board shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board. The Chair of the Board shall, to the extent practicable, attend all meetings of the Finance & Investments Advisory Committee.

Section 4. Vice Chair of the Board. In the absence of the Chair of the Board or in the event of the Chair of the Board's inability or refusal to act, the Vice Chair of the Board shall perform the duties of the Chair of the Board, and, when so acting, shall have all the powers of and be subject to all restrictions upon the

Chair of the Board. The Vice Chair of the Board shall perform such other duties as may be assigned by the Chair of the Board or by the Board.

Section 5. Secretary. The Secretary shall see that all the minutes of the meetings of the Board are kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; receive and record all proxy designations in accordance with the provisions of these Bylaws or as required by law; tabulate and report all votes cast by Directors; supervise the safekeeping and preservation of the corporate records and the seal of the Foundation; see that the seal of the Foundation is affixed to documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these Bylaws; and keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director. Assistant Secretaries may be appointed as needed by the Board to assist in fulfilling the duties of the Secretary as stated above.

Section 6. Treasurer. The chair of the Finance & Investments Advisory Committee shall serve as Treasurer and shall serve in an advisory capacity to the President, the Assistant Vice Chancellor for Foundation Finance, and the Board with regard to finance matters.

Article IV **OFFICE OF THE PRESIDENT**

Section 1. Office. The President shall serve as the Chief Operating Officer of the Foundation. The Board may designate a vice president who has authority to act for the President in the President's absence. The vice president shall perform such duties as are expressly delegated by the President or the Board.

Section 2. Responsibilities. Under policies established by the Board and/or the Board of Governors of the University of North Carolina, and subject to approval of the Chancellor, the President shall supervise and have charge of all activities and operations relating to the general management of the corporation. The President shall see that all activities are properly organized, directed and accounted for, and shall make such reports to the Board and committees as are requested and are necessary to keep them fully informed with regard to any phase of administration of the corporation, and shall act as a liaison to the Chancellor. Without limiting the generality of the foregoing, the President shall be responsible for:

- A. All day-to-day operations;
- B. The hiring and supervising of any approved University staff (who shall report directly to the President and not to the Board);
- C. All program development;
- D. Financial transactions; and
- E. The execution of documents, contracts, and other instruments on behalf of the corporation, as authorized by the Board.

The President shall have charge of all financial records and oversee the financial operation of the corporation, monitor the independent audit and perform such other duties as are incident to such office and as may be assigned by the Board.

Article V

COMMITTEES

Section 1. General. The Foundation shall have standing committees and such special committees as the Board deems necessary or desirable. The Chair of the Board shall appoint members of each committee and designate a chair from the Directors appointed to the committee. Terms for the committee members shall be one (1) year. Committee members may be re-appointed for additional one-year terms. No committee shall have any authority as to the following matters:

- A. Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- B. Elect, appoint, or remove Directors; or
- C. Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

Section 2. Executive Committee. The Chair of the Board, Vice Chair of the Board, President, Secretary, Treasurer and an at-large Board member, who shall be appointed by the Chair of the Board, shall comprise the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Foundation between the meetings of the Board of Directors; provided, however, that the Executive Committee shall have no power to (a) approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (b) elect, appoint, or remove Directors; or (c) adopt, amend, or repeal the Articles of Incorporation or Bylaws. The presence of all members of the Executive Committee at any regular or special meeting of the committee, either in person or represented by proxy, shall be required for the transaction of business.

Section 3. Standing Committees. Except as may otherwise be provided in these Bylaws, the membership of other standing committees shall consist of not less than three (3) Ex Officio Directors and not less than three (3) Public Directors. Standing committees shall be: the Finance & Investments Advisory Committee, the Governance, Audit & Risk Committee, the Property Management Committee, and such other standing committees as the Chair of the Board may determine necessary and proper for the administration of the Foundation's affairs. The Chair of the Board may appoint ad hoc committees as needed to assist in conducting the business of the Foundation. Any action of a committee shall be subject to the approval of the Board unless the Board has expressly delegated authority to the committee to take such action. The chair of a standing committee may appoint a subcommittee to carry out specific tasks for that committee. The President shall designate a staff member to assist each committee in carrying out its responsibilities.

Section 4. Finance & Investments Advisory Committee. Membership shall be no less than seven (7) Directors. The committee shall meet as required, but at least once per year, to review and recommend budgets. The committee shall submit a recommended annual budget to the Board for final approval. The committee shall monitor the Foundation's cash flow and spending rate formula for budgetary purposes. The committee shall evaluate the policies and performance of the investment managers employed by the Foundation and submit those findings to the Board for information or with recommendations for action. The committee shall also have authority to determine the allocation of investments in various asset classes. All such actions taken by the committee shall be reported to the Board and are subject to ratification by the Board. All actions taken by the committee shall be reported to the Board and are subject to approval or ratification by the Board. In addition, the committee shall assist and advise in such other matters as may be assigned to it by the Chair of the Board.

Section 5. Governance, Audit & Risk Committee. Membership shall be no less than seven (7) Directors. The President shall be an Ex Officio voting member of the Committee. The committee shall coordinate orientation and continuing development and education for Directors. The committee shall direct review of the Bylaws and Foundation policies, as well as coordinate ongoing assessment of the performance of the

Board. The committee is responsible for monitoring compliance with the Foundation's code of conduct, conflict of interest policy and other policies, and making such recommendations with respect to conduct of Directors as it deems appropriate. The committee shall approve in advance audit and non-audit accounting services and select separate CPA firms for each type of service (audit/non-audit). The CPA firm providing an audit for the Foundation may also provide tax return or report preparation services that are approved in advance by the Governance, Audit & Risk Committee. The committee will receive, examine and forward to the Board the annual audit report prepared by an independent CPA firm. The committee will review IRS forms to be submitted by the Foundation with the independent CPA firm preparing the forms. The committee will monitor the Foundation's compliance with policies, regulations and guidelines of the University of North Carolina that pertain to the relationship between the Foundation and Appalachian State University. In addition, the committee shall assist and advise in such other matters as may be assigned to it by the Chair of the Board.

Section 6. Property Management Committee. Membership shall be no less than seven (7) Directors. The committee shall establish policies relating to the acceptance of gifts of real property and make decisions relating to the acceptance, management and disposal of real property. The committee shall also establish policies relating to gifts of personal property (other than cash) and make decisions relating to the acceptance, management and disposal of personal property (other than cash), if it is known at the time the gift is offered to the Foundation that the gift will not be transferred after acceptance to the University. All such actions taken by the committee shall be reported to the Board and are subject to ratification by the Board. In addition, the committee shall assist and advise in such other matters as may be assigned to it by the Chair of the Board.

Article VI

SEAL

Section 1. Seal. The seal of the Foundation shall consist of a circle within which shall be inscribed the words, "Appalachian State University Foundation, Inc."

Article VII

EMERGENCY

Section 1. Emergency. In the event of any emergency stemming from an act of war, act of terror, civil disobedience, widespread pandemic, or similar disaster resulting in the declaration of a state of emergency (or similar declaration) by Federal, state or local officials that prevent the normal operation of the Board during the continuance of such emergency, the following Bylaw provisions shall automatically become effective and operative and shall remain in effect until it is practical for a normally constituted Board to resume its normal functions in support of the Foundation. An emergency exists for purposes of this Article if a quorum of the Foundation's Directors cannot readily be assembled because of some catastrophic event.

Section 2. Meetings During Emergency. Meetings of the Board during the occurrence of an emergency described above shall be called by the Chair, Vice Chair, President, Secretary, Treasurer, Chancellor, ~~Vice Chancellor for Business Affairs~~ Chief Financial Officer, or chair of the Board of Trustees of the University. If, at any time, during a period of acute emergency, it shall become impractical or impossible to give notice of a meeting of the Board, in the manner prescribed by Article II of the Bylaws, the person calling such a meeting may give notice thereof by making such reasonable efforts as circumstances may permit to notify each Director of the time and place of the meeting. Meetings and votes may be held using any reasonable means available, such as telephone, electronic mail, video conference, web conference, etc.

Section 3. Quorum. Three (3) members of the Board of Directors shall constitute a quorum for an emergency meeting. A majority vote of the Board members present at a meeting at which a quorum is achieved shall constitute an action by the Board. Reasonable efforts will be made for an emergency meeting quorum to consist of at least one (1) Ex-Officio Voting Director and at least one (1) Public Director.

Section 4. Effect on Regular Bylaws. All provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency. The emergency Bylaws are not effective after the emergency ends.

Section 5. Liability. Corporate action taken in good faith in accordance with the emergency Bylaws binds the corporation, and the fact that the action was taken pursuant to emergency Bylaws shall not be used to impose liability on a corporate Director, officer, employee, or agent.

Article VIII **AMENDMENTS TO BYLAWS**

Section 1. Bylaws Amendments. The Bylaws may be amended as follows:

- A. The text of the proposed amendment is presented in writing to the President.
- B. The President obtains a written legal opinion by counsel as to the effect, if any, of the proposed amendment on the exempt status of the Foundation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. The Secretary provides a copy of the proposed amendment to the Directors no less than ten (10) days prior to the scheduled meeting of the Board at which the amendment is to be considered.
- D. The Board determines its approval or disapproval of the proposed amendment(s). A majority vote of the Directors present at a meeting where there is a quorum is required for the approval of the amendment(s).
- E. Proposed amendments are submitted to the Board of Trustees of the University for final approval.

Amended August 27, 2010

Amended May 4, 2012

Amended April 26, 2013

Amended November 7, 2014

Amended February 3, 2017

Amended November 16, 2018

Amended March 26, 2020

Amended August 4, 2020 (*Approved by Board of Trustees on September 25, 2020*)

Amended July 6, 2021 (*Approved by Board of Trustees on September 24, 2021*)

Amended May 2, 2025 and October 17, 2025 (*Approved by Board of Trustees on _____, 2025*)

EXHIBIT E-3

Foundation Board Appointments

Foundation Board of Directors: Re-Appointments (action item) — Ref. Ex. E-3



Irene Sawyer



**Carolyn
Schmalenberger**



David Williams

Foundation Board of Directors: New Appointment (action item) — Ref. Ex. E-3



Stacy Reedy '06 '07

Executive Vice President and Chief Financial Officer
North State Bank

Reedy joined North State Bank in 2013. She holds a bachelor's degree and a master's degree in accounting from App State, and she serves on the Business Advisory Council. Reedy and her husband, Nolan, are Yosef Club members and season ticket holders. They recently named a Group Study Room on the 1st Floor of Peacock Hall. In 2023, Reedy received the Young Alumni Award from the university's Alumni Association.

For more information, visit northstatebank.com/about/stacy-reedy

Foundation Board of Directors: New Officers (for information) — Ref. Ex. E-3



Wyatt Dixon
Chair



Missy Harrill
Vice Chair



Donna Fiori
Secretary

EXHIBIT E-4

MEMO

To: Dawn Antonucci
CC: David Cook
From: Matthew Dockham
Date: 11-21-2025
Topic: Board of Visitors (**Action Item**)

Dawn,

You are aware that the [Board of Visitors charter](#) tasks the Board of Trustees with approval of members on nomination of the Chancellor. Candidates who have served a three-year term are eligible to serve a consecutive three-year term. Six current members of the BOV will roll off at the end of this calendar year:

NC Senator Danny Britt (alum)
NC Representative Destin Hall (alum)
Andy Lancaster (former parent)
Jake Parker (alum)
Former NC Senator Sam Searcy (alum)
Kevin Wilkinson (alum)

The following members are recommended for re-appointment to a second term at the end of this year:

Lexi Morgan (alum)
Former NC Rep. Andy Dulin (alum)
Larken Egleston (alum)
Alan Hooker (friend of ASU)
Kristin Nash (alum)

There are five new candidates for the Chancellor's consideration which would bring total Board membership in 2026 to 19—the charter allows for no fewer than 12 and no more than 30. Upon approval from the Board of Trustees, candidates who would begin service January 1, 2026 are as follows:



Nominee: William Cobb (nomination supported by NC House Speaker Destin Hall)

Bio: Mr. Cobb is a 2021 graduate of Appalachian and is a Policy Advisor to the Speaker of the North Carolina House of Representatives. William oversees specific policy areas and committees, drafts legislation, shepherds bills through the committee process, negotiates House positions with the Senate, advises House Members, interfaces with the private sector, and provides policy expertise to the Speaker. One of five brothers who each hold a degree from App State, William's entire family is a testament to the power of an Appalachian State education. He credits his experience in Boone and the support of faculty

like Dr. Pat Mitchell with preparing him to serve the state in his current role. Formerly, William served as a legislative aide to House Majority Leader Brenden Jones.



Nominee: Zachary T. Hollis, MD (nomination supported by university leadership)

Bio: Dr. Hollis is a 2002 graduate of Appalachian and is a specialty care physician board certified in internal medicine, cardiovascular medicine and clinical cardiac electrophysiology based in Fairfax, VA. He joined Inova Health System in 2021 and has been practicing since 2010 upon graduating from the University of Illinois at Chicago College of Medicine. Dr. Hollis has a special interest in treating atrial fibrillation, atrial arrhythmias, left atrial occlusion devices, ventricular arrhythmias, pacemakers, defibrillators and cardiac resynchronization therapy. Prior to joining Inova, Dr. Hollis was a cardiac electrophysiologist in Winchester, VA. Earlier this year, Zach was inducted into the App State Beaver College of Health Sciences Trillium Society which honors individuals and college advisory board members who have made significant contributions to the university, the college, and to advance the fields of health and wellness.



Nominee: John McPherson (nominated by former BOV Bill Aceto and current BOV Kristin Nash)

Bio: A 1991 graduate of Appalachian, Mr. McPherson is the founder and President of MKT Real Estate Group, LLC, and a licensed General Contractor building as McPherson Builders, LLC. John serves as President of the NC Realtors and has served on the Yosef Club Advisory Board. Mr. McPherson is also the host of the popular Camel City Chat podcast, where he spotlights stories and personalities across North Carolina and beyond. A proud North Carolinian, John has lived in the state most of his life and now calls Clemmons home, where he enjoys life with his wife, Katherine, and their daughter, Laura. In addition to his degree in Communications from App State, John holds an MBA from Winston-Salem State University.



Nominee: Anthony Starr (nomination supported by Trustee Steve Wyatt)

Bio: Mr. Starr serves as the Executive Director of the Western Piedmont Council of Governments (WPCOG) in Hickory, North Carolina. He supervises a staff of 76 persons that facilitate regional collaboration and administer a range of programs on behalf of the 28 local governments in the Western Piedmont region that includes Alexander, Burke, Caldwell and Catawba Counties. Western Piedmont COG services include community planning, transportation planning, environmental planning, code enforcement, Center for Research and Data Analytics, workforce development, community and economic development, senior adult services (Area Agency on Aging), financial administration for local governments, human resource services for local governments, and serves as the regional housing authority. Anthony brings with him over 28 years of local government experience, including time as a firefighter, deputy sheriff, county planning director and town manager. Anthony's educational background includes a Bachelor of Science in Community & Regional Planning (1998) and a Master of Public Administration from Appalachian State University (2003).



Nominee: Nick Wilkinson (nominated supported by university leadership)

Bio: A 2010 graduate of Appalachian, Mr. Wilkinson is employed by Cone Health working in Strategic Development. As Director of Government Affairs, Mr. Wilkinson is charged with supporting the development of Cone Health's public policy priorities and legislative advocacy strategy while representing Cone Health's interests on a variety of local, state, and federal policies. Prior to joining Cone Health in October of 2023, Nick served North Carolina working for United State Senator Thom Tillis as Director of Field Operations where he managed constituent support services across the state. While at Appalachian, Nick was active in the Student Government Association serving as Student Body President Pro Tempore (2009-2010) and Chairman of the Student Government Association Election Board. He resides in Greensboro with his wife and two children.