

**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”)*, Chapter IV, or other provisions of The University of North Carolina Policy Manual (“The UNC Policy Manual”), latest edition.

1.2 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 any of its responsibilities and obligations, as appropriate, to a Board committee or to the Chancellor, or 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.

1.3 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.

1.4 Hierarchy of Authority - The provisions of sections 1.1, 1.2, and 1.3 shall govern over any conflicting provisions in these Bylaws.

1.5 Definitions

1.5.1 “Annual Meeting” means the first regular meeting after June 30 of each year.

1.5.2 The terms “Board of Trustees” and “Board” shall mean the Board of Trustees of Appalachian State University, which consists only of the 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*.

1.5.3 The term “constituency representatives” shall mean individuals from the faculty, staff and alumni who are duly appointed by the Board to represent their respective constituencies as provided in these Bylaws. Constituency representatives are not members of the Board and have no authority to vote or otherwise participate in Board activities, except as expressly invited by the Chair of the Board during the full Board meeting, or by the Chair of a committee during a committee meeting.

1.5.4 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 (insofar 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 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 Voting - A quorum of the Board of Trustees shall consist of a majority of the Board. All members of the Board of Trustees may vote on all matters coming before the Board for consideration. 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. Any meeting of the Board where the members are not gathered at the same location may be held by teleconference or any other media through which the members participating in the meeting may hear and directly communicate with each other.

2.4.5 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 on 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 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 Constituency Representatives - Constituency representatives shall be invited to attend each Board meeting and, upon request of the Chair of the Board at the full Board meeting, or the Chair of a committee at a committee meeting, may provide advice to the Board on matters of business before the Board that affect or are of interest to their respective constituencies when the Board is convened in open session.

2.9 Committee Meetings - All provisions of this Article 2 shall apply to committee meetings insofar 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 members of the Board of Trustees prior to the Annual Meeting and at such other times when offices are vacated. The Nominating Committee shall present to the full Board, at the Annual Meeting or at such other time as the Board may designate, nominees for the offices of Chair, Vice-Chair, Secretary, and Assistant Secretary.

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 General Administration, Board of Governors, and legislative bodies.

3.3 Academic Affairs Committee - The Academic 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 (EPA) personnel;
- c. selection of recipients of the Board of Trustees Travel Study Grant;
- d. granting of honorary degrees; and
- e. 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.

3.4 Student Affairs Committee - The Student Affairs Committee shall consist of at least four (4) members appointed annually by the Chair of the Board of Trustees. Appropriate smaller groups of members maybe appointed from time to time to work with individual areas. The responsibilities of this Committee shall be as follows:

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

3.4.2 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 the Student Affairs division.

3.4.3 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 Vice Chancellor for Student Affairs.

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

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

3.4.6 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*.

3.5 Business Affairs Committee - The Business Affairs 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:

3.5.1 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.

3.5.2 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.

3.5.3 Work with the Chancellor and the Vice Chancellor for Business Affairs, to assist in establishing the biennial capital improvement program for the institution.

3.5.4 Assistance will be provided to the Chancellor and the Vice Chancellor for Business Affairs in the selection of architects and/or engineers for capital projects.

3.5.5 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.

3.5.6 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 biennial budget.

3.6 Audit Committee - The Audit 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 September 22, 2006, or amended thereafter.

3.7 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 (i) appeals from faculty members that involve imposition of serious sanctions consistent with Section 603 of *The Code* and the provisions of the personnel policies and procedures published in corresponding sections of the *Faculty Handbook* and (ii) appeals of grievances by faculty members on decisions regarding promotion, tenure, post-tenure review or other matters directly related to faculty members' employment status and institutional relationships pursuant to Section 607 of *The Code* and corresponding sections of the University's *Faculty Handbook*. Each appeal shall be transmitted through the Chancellor and

be addressed to the Chair of the Board of Trustees. The Appeals Committee shall base its consideration of the appeal upon the written transcript of hearings held by the Faculty Due Process Committee or the Faculty Grievance Hearing Committee, as the case may be. The Appeals Committee also may, in its sole discretion, hear such other evidence as it deems necessary. The Appeals Committee shall make a recommendation to the full Board of Trustees in each case.

3.8 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:

3.8.1 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;

3.8.2 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;

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

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

3.9 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, at the Annual Meeting or at such other time as the Board may designate, its recommendations in each case.

3.10 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.

3.11 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 At the Annual Meeting, 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. Quorum. Three members of the Board shall constitute a quorum for an emergency meeting held under this 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 (7) days prior to the meeting at which the amendment is to be voted upon.

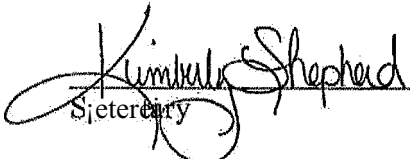
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Chair



Secretary