

**FAYETTEVILLE STATE UNIVERSITY
BOARD OF TRUSTEES BYLAWS**

**ARTICLE I
MEMBERSHIP, APPOINTMENT, TERM AND REMOVAL**

Section 1. Effective July 1, 1973, the Fayetteville State University (FSU) Board of Trustees shall be composed of thirteen (13) persons chosen as follows: (a) eight (8) elected by the UNC Board of Governors, (b) four (4) appointed by the Governor, and (c) the President of the FSU Student Government Association, ex officio. (See G.S. 116-32(d)).

Section 2. Effective July 1, 1973, the terms of trustees elected by the UNC Board of Governors shall be designated as follows: (a) four (4) for four-year terms and (b) four (4) for two-year terms; the terms of trustees appointed by the Governor shall be designated as follows: (a) two (2) for four-year terms, and (b) two (2) for two-year terms.

Section 3. In every odd-numbered year, the Board of Governors shall elect four (4) persons to the Board of Trustees and the Governor shall appoint two (2) persons to the Board of Trustees; the term of office of all such elected or appointed trustees (excluding ex officio trustees) shall be four years, commencing on July 1 of such odd-numbered year [See G.S. 116-31(e) and (f)].

Section 4. Effective July 1, 1973, any person who has served two (2) full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the FSU Board of Trustees but may be elected or appointed to the Board of another institution.

Section 5. Effective July 1, 1973, whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board of Trustees to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term; and whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term.

Section 6. Trustees are expected to attend all regular meetings of the Board. Whenever a trustee shall fail, for any reason other than ill health or service in the interest of the State or nation to be present for three (3) successive regular meetings of the Board, his/her place as a member shall be deemed vacant [(See G.S. 116-31(j))].

Section 7. Effective July 1, 1973, no member of the General Assembly or officer or employee of the State or of any constituent institution or spouse of any such member, officer or employee shall be eligible for election or appointment as a trustee. Any trustee officer or employee shall be eligible for election or appointment as a trustee. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State or of any constituent institution of the University of North Carolina, or whose spouse is elected or appointed to the General Assembly or becomes such an officer or employee, shall be deemed thereupon to resign from his membership on the FSU Board of Trustees [(See G.S. 116-31(h))].

Section 8. No person may serve simultaneously as a member of the FSU Board of Trustees and as a

member of the UNC Board of Governors. Any trustee elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his/her term begins as a member of the Board of Governors [(See G.S. 116-32(I)].

Section 9. Effective June 1979, by authority of the Board of Governors of the University of North Carolina, the Board of Trustees of Fayetteville State University may elect, appoint or designate Trustees Emeriti. In order to be considered for designation as Trustee Emeritus, a person must be a former member of the FSU Board of Trustees who has reached age 65 and who has rendered exceptional service to the University. Any current member of the Board of Trustees may recommend at any regular Board meeting that the Board of Trustees honor any former Board member who meets the above criteria by election to the position of Trustee Emeritus. The recommended candidate(s) must submit a biographical sketch to include: his/her name, date of birth, number of years served as a member of the FSU Board of Trustees, any outstanding contributions to Fayetteville State University and its community family as a member of the FSU Board of Trustees, and any outstanding contributions in his/her own field. A Trustee Emeritus, when elected by vote of the Board of Trustees, shall be entitled to attend the regular meetings of the Board but shall not have the right to vote.

ARTICLE II OFFICERS OF THE BOARD AND DUTIES

Section 1. The officers of the Board of Trustees shall be Chair, Vice Chair and Secretary, all of whom must be members of the Board.

Section 2. At each Annual Meeting, the Board shall elect from its membership a Chair, a Vice Chair and a Secretary (See G.S. 116-32) for one-year terms or until their respective successors have been elected and qualified. No person may serve in these capacities for more than two (2) years in succession. If a vacancy occurs in any of these officers, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board of Trustees.

Section 3. The Board of Trustees may also elect an Assistant Secretary from among members of the Chancellor's staff. Copies of all minutes, papers and documents of the Board of Trustees may be certified by its Assistant Secretary with the same force and effect as though such certification was made by the Secretary of the Board.

Section 4. The Chair of the Board of Trustees shall preside at all meetings of the Board and of the Executive Committee at which he may be present. The Chair shall also appoint committees.

Section 5. The Vice Chair of the Board of Trustees shall preside at all meetings of the Board and of the Executive Committee in the absence of the Chair.

Section 6. The Secretary of the Board of Trustees, assisted by the Assistant Secretary, shall perform duties as follows:

- A. Keep minutes of all meetings of the Board of Trustees and of the Executive Committee.
- B. Transcribe the minutes of each meeting of the Board and/or the Executive Committee. Upon approval by the Chancellor and the Chair of the Board, mail a copy to each member of the Board.
- C. Keep the Board of Governors, through the Secretary of the University, fully and promptly

informed concerning activities of the Board of Trustees, including notice of any changes in the Board's membership or in its committee structure or Bylaws, as well as notice of meetings and a copy of the minutes of all meetings.

- D. Receive from the Chancellor the agenda items covering matters relating to the administration of FSU for all meetings of the Board and of the Executive Committee.
- E. Prepare the agenda for the Board meeting in consultation with the Board Chair. Mail the agenda for regular meetings of the Board to each member of the Board at least seven (7) days before such meetings. (Any member of the Board may enter items on the agenda by notifying the Chair at least ten (10) days in advance of the regular meeting).
- F. Preserve all minutes and documents that pertain to the business and proceedings of the Board of Trustees and of the Executive Committee.
- G. Be the custodian of the university seal; and attest the Chairman's execution of all university legal documents and instruments.

ARTICLE III MEETINGS AND ORDER OF BUSINESS OF THE BOARD

Section 1. There shall be four (4) regular meetings of the Board of Trustees each calendar year as follows: the fourth Thursday in September; the second Thursday in December; the Fourth Thursday in March; and the second Thursday in June. (*G.S. 116-32 requires the Board of Trustees to hold not fewer than three regular meetings a year and may hold such additional meetings as may be deemed desirable.*)

Section 2. The Annual Meeting of the Board shall be the fourth Thursday in September unless changed by the Board itself.

Section 3. The Board of Trustees may hold special meetings from time to time upon the call of the Board Chair or at the request of three (3) members of the Board.

Section 4. A quorum for transaction of business shall consist of a majority of the voting members of the Board then in office. A Board member may be counted as present for purposes of determining a quorum if the Board member is physically present at a Board, committee, special or emergency meeting. A Board member may also be counted as present if the Board member attends a committee, special, or emergency meeting by telephone or an electronic means that allows for two-way voice interaction.

Section 5. All actions of the Board shall be taken by a majority vote, a quorum being present. A Board member may participate and vote when physically present at a Board or committee meeting or when participating in a special, emergency or committee meeting by telephone, video conference, or other electronic means that allows for two-way voice interaction. ~~Under appropriate circumstances, the Chair, in his or her sole discretion, may authorize one or more members of the Board to attend a regular meeting by telephone, video conference or other electronic means so long as (i) all members of the Board attending the meeting can communicate simultaneously with one another, including the member or members not physically present, and (ii) the arrangements for such a meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies.~~

Section 6. Except as modified by specific rules and regulations enacted by the Board of Trustees, Robert's Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

Section 7. Order of Business of the Board of Trustees

- A. At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be mailed to each member of the Board by the Assistant Secretary. Insofar as practicable, a copy of the agenda of each special meeting of the Board shall be mailed to each member of the Board at least seven (7) days in advance of the special meeting; however, if such advance mailing 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. No items may be considered at a special meeting except by common consent.
- B. The agenda for every meeting of the Board shall be prepared by the Chancellor with the approval of the Chair. 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 Chair far enough in advance of the meeting to permit a determination to be made by the Chair in consultation with the Chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.
- C. Any member of the Board of Trustees or the Chancellor may present to any regular meeting of the Board any item whether or not the same is on the agenda of the meeting, but no final action shall be taken on an item not on the agenda except by unanimous consent by the Board.

**ARTICLE IV
JURISDICTION, POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

Section 1. The Board of Trustees shall promote the sound development of Fayetteville State University within the functions prescribed for and powers delegated to it, helping it to serve the people of the State in a way that will complement the activities of the other institutions and aiding it to perform at a high level of excellence in every area of endeavor.

Section 2. The Board of Trustees shall serve as advisor to the UNC Board of Governors on matters pertaining to Fayetteville State University.

Section 3. The Board of Trustees shall serve as advisor to the Chancellor concerning the management and development of Fayetteville State University.

Section 4. The Board of Trustees shall have the power to authorize the Chancellor to confer degrees at Fayetteville State University as are usually conferred by similar institutions.

Section 5. The Board of Trustees shall have the power to approve the awarding of honorary degrees by Fayetteville State University.

Section 6. The Board of Trustees shall have the power to recommend to the President of The University of North Carolina candidates for the position of Chancellor, whenever a vacancy shall occur.

Section 7. The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of the *Code* of The University of North Carolina or with applicable provisions of State Law, as

shall be defined and delegated by the Board of Governors. [(See G.S. 116-33 and G.S. 116-11(13) and (14)].

ARTICLE V STANDING COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall have the power to establish standing and special committees for the conduct of its business.

Section 2. Standing Committees of the Board of Trustees

- A. The Board of Trustees shall have an Executive Committee and create such other standing committees as it deems appropriate.
- B. The Executive Committee shall be composed of the officers, the immediate past chair of the Board of Trustees (if s/he is a current member of the Board) and a committee chairperson selected by the Chair of the Board. The Executive Committee shall be empowered to act for the Board between Trustee meetings with the responsibility to report on its actions at the next Board meeting.
- C. Following the Annual Meeting and prior to the next regularly scheduled meeting, the newly elected Chair shall appoint the members of the standing committees and designate a chair for each committee. The Chair of the Board shall be an ex officio voting member of all standing committees, except the Nominating Committee. In any meeting of a standing committee, the Chair of the Board shall be counted in determining if a quorum is present.
- D. The Board of Trustees may delegate to its committees such powers, as it deems appropriate. The chair of the Board, upon consultation with the Chancellor, shall present to the Board, for its approval, a description of committee responsibilities. The chair, in consultation with the Chancellor, shall review such descriptions annually. The Board must approve any changes to the descriptions.
- E. A Nominating Committee shall be appointed each year by the Chair and shall consist of not less than three nor more than five members of the Board. The Chair shall not serve as a member of the Nominating Committee. The Nominating committee shall be responsible for presenting a recommended slate of nominees to the Board at its Annual Meeting. The slate of nominees shall contain at least one nominee for each of the offices of Chair, Vice Chair, and Secretary.

ARTICLE VI COMMUNICATIONS TO THE BOARD OF TRUSTEES OR THE EXECUTIVE COMMITTEE

Section 1. All communications to the Board of Trustees or to the Executive Committee from students, faculty, staff members, alumni or others, must be in writing and must be filed with the Chancellor in sufficient time to be included, if necessary and/or appropriate, as an agenda item or in the Chancellor's Report before any meeting of the Board or the Executive Committee.

Section 2. Communications not received in time to meet the requirements specified in Article VI, Section

1, will be carried over to the next meeting of the Board or the Executive Committee

**ARTICLE VII
AMENDMENTS, SUSPENSIONS**

Section 1. These Bylaws may be amended at any regular or special meeting of the Board of Trustees, at which a quorum is present, by a majority vote, but no proposal to amend may be considered by the Board unless it has been filed with the Secretary and a copy has been mailed to each member of the Board at least *seven (7)* days before the meeting in which the amendment is to be offered.

Section 2. At any regular or special meeting of the Board of Trustees, a quorum being present, any Bylaw may be suspended for that meeting **ONLY** by consent of two-thirds of the members present.

**ARTICLE VIII
SUBORDINATION TO UNIVERSITY CODE**

To the extent that any of these Bylaws may be inconsistent with the *Code* of The University of North Carolina, as the same may be amended from time to time, said *Code* shall control.

Amended –

Amended – 09/22/2022

Amended – 09/23/2021

Amended – 06/09/2005

Amended – 06/10/2004