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BY-LAWS
of
THE BOARD OF TRUSTEES
WESTERN CAROLINA UNIVERSITY

ARTICLE I
Powers and Duties of the Board

Section I.

A. General Powers

1. The general powers and duties of the Board of Trustees of Western Carolina University (hereinafter "Board") are prescribed by these Bylaws, The Code of the Board of Governors of The University of North Carolina (hereinafter "The Code"), including Appendix 1 of The Code, "Delegations of Duty and Authority to Boards of Trustees", The University of North Carolina ("UNC") Policy Manual, and the General Statutes of the State of North Carolina. The provisions set forth in these Bylaws may not in any event be inconsistent with the requirements of The Code, the UNC Policy Manual, and the General Statutes of the State of North Carolina.
2. The Board shall promote the sound development of Western Carolina University (hereinafter "University") within the functions prescribed for it, helping it to serve 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. The

Board shall serve as advisor to the Board of Governors on matters pertaining to the institution and shall serve as advisor to the Chancellor concerning the management and development of the institution. [G.S. 116-33]

B. General Duties

1. Personnel Matters

- a. The Chancellor, the Provost, the Vice Chancellors, the Deans, and the directors of major administrative educational, research and public services activities, specifically the Chief of Staff, the Athletic Director, the Chief Information Officer, and the General Counsel are the University's Tier I Senior Academic and Administrative Officers ("SAAOs"). With the exception of the Chancellor, the appointments of Tier I SAAOs are subject to the approval of the Board. The continuance in office of Tier I SAAOs shall be determined by the Chancellor.
- b. The Board shall appoint and fix the compensation for faculty awarded the designation of Distinguished Professors.

2. Personnel Policies

- a. The Board may adopt personnel policies not otherwise prescribed by and not inconsistent with State law, The Code, or UNC Policy Manual for personnel in all categories of University employment.

3. Chancellor Selection

In the event of a vacancy in the Chancellorship, Section 200.8 of the Code shall apply.

4. Academic Programs

- a. The Board shall be responsible for ensuring the University's compliance with the educational, research, and public service roles assigned to it by The Board of Governors, either by express directive or by promulgated long-range plans of The Board of Governors.

5. Honorary Degrees, Awards, and Distinctions

- a. The Board shall be responsible for approving the names of all individuals on whom it is proposed that an honorary degree or other honorary or memorial distinction be conferred by the institution.
- b. The Trustees' Award is established to recognize individuals for exemplary service to or support of the University. Any trustee may recommend potential recipients to the Administration, Governance and Trusteeship Committee for consideration and recommendation to the Board.

6. Budget Administration

- a. The Board shall advise the Chancellor with respect to the development of budget estimates and with respect to the execution and administration of the budget as approved.

7. Property and Buildings

a. Construction of Buildings

- i. The Board shall be responsible for the following matters concerning campus capital construction projects which have been approved by The Board of Governors and authorized by the State of North Carolina: (1) the selection of architects or engineers for buildings and improvements requiring such professional services; (2) the approval of building sites; (3) the approval of plans and specifications; and (4) the final acceptance of all completed buildings and projects.

b. Naming Buildings

- i. The Board shall be responsible for approving permanent names of University facilities and spaces in compliance with the Board's policy on naming opportunities as amended from time to time. The Chancellor shall be authorized to approve temporary, functional names for such facilities and spaces as necessary to facilitate their identification and reflect their customary use pending approval of permanent names.

c. Campus Master Plan

- i. The Board shall be responsible for preparing and maintaining a master plan for the physical development of the University, consistent with its total academic and service mission.

d. Acquisition and Disposition of Real Property

- i. The Board may acquire or dispose of any interest in real property (other than a lease); provided however, that if the proposal involves an interest in real property which is valued at less than \$500,000, the Board may authorize such transaction and proceed to obtain the necessary approvals from appropriate State officials and agencies, without first obtaining the approval of The Board of Governors.

8. Endowments and Trust Funds

- a. The Board shall be responsible for the preservation, maintenance, and management of all properties, both real and personal, funds and other things of value which, either separately or in combination, constitute all or any part of the authorized endowment or trust funds, either currently in existence or to be established in the future. [G.S. 116.11(2); 116-12; 116-36]

9. Tuition, Fees, and Deposits

- a. The Board shall:
 - (i) Cause to be collected from each student, at the beginning of each semester, quarter, or term, such tuition, fees, and other amounts necessary to pay other expenses for the term; [G.S. 116-11(7) and G.S. 116-143]
 - (ii) Require the payment of such advance deposits, at such times and under such conditions, as may be required; [G.S. 116-143]
 - (iii) Require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required; [G.S. 116-143]
 - (iv) Establish regulations concerning the acceptance of obligations of students, together with such collateral or security as may be deemed necessary or proper, in lieu of cash, in payment of tuition and fees; [G.S. 116-143] and
 - (v) Recommend, in consultation with the Chancellor, amounts to be charged for application, athletics, health services, student activities, education and technology, retirement of debt incurred for capital improvements projects authorized by the General Assembly, course, and special fees.

10. Student Financial Aid

- a. The Board may prescribe regulations, subject to applicable laws and the policies of the Board of Governors, pertaining to scholarship and other forms of financial aid to students which are limited in their application or are supported from sources generated by the University.

11. Student Services

- a. The Board, upon recommendation of the Chancellor, shall determine the type, level, and extent of student services (such as health care, athletic programs, and counseling) to be maintained for the benefit of students.

12. Traffic and Parking Regulations

- a. The Board shall have and exercise authority for the regulation of traffic and parking and for the registration of motor vehicles operated on the campus. [G.S. 116.44.3 et seq.] The Chancellor shall be responsible to the Board for enforcement of all such traffic regulations.

13. Auxiliary Enterprises, Utilities, and Miscellaneous Facilities

- a. The Board shall have authority and responsibility for the adoption of policies applicable to the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities [G.S. 116-35].

14. Information Technology

- a. The Board shall establish enterprise policies and rules governing the planning, acquisition, implementation, and delivery of information technology and telecommunications at the University, which shall provide for the following: security and encryption standards; software standards; hardware standards; acquisition of information technology consulting and contract services; disaster recovery standards; standards for desktop and server computing, telecommunication, networking, video services, personal digital assistants, and other wireless technologies; and, other information technology matters that are necessary and appropriate to fulfill the teaching, educational, research, extension, and service missions of the University. The Board shall submit such policies for approval as required by G.S. 116-40.22, and shall periodically report on these matters, among others, as required by G.S. 116-40.23.

15. Athletics

- a. The Board may advise the Chancellor and establish policies not inconsistent with policies established by the Board of Governors concerning the University's intercollegiate athletics program and in accordance with the requirements of the National Collegiate Athletic Association (NCAA) and the Southern Association of Colleges and Schools (SACS).

16. Strategic Planning

- a. The Board may advise the Chancellor in the development of long range and short range plans for the University and ensure those plans are designed to meet the University's goals and objectives.

17. Other Powers and Duties

- a. The Board shall have such other powers and duties not inconsistent with The Code or with applicable provisions of State law, as shall be defined and delegated by the Board of Governors [G.S. 116-33 and 116-11(14)].

ARTICLE II
Membership of the Board of Trustees

Section I.

A. Membership and Term of Office

1. The Board is composed of thirteen (13) persons chosen as follows: (i) eight (8) elected by the Board of Governors; (ii) four (4) appointed by the General Assembly pursuant to G. S. 120-121, 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; (iii) the president of the Student Government Association of the University, ex-officio with vote. [G. S. 116-31(d)] In every odd-numbered year after 1973, The Board of Governors shall elect four (4) persons to the Board and the General Assembly shall appoint one (1) person upon the recommendation of the President Pro Tempore of the Senate and one (1) person upon the recommendation of the Speaker of the House of Representatives to the Board. The terms 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 years.
2. Whenever any vacancy shall occur in the membership of the Board among those appointed by the General Assembly, it shall be the duty of the Secretary of the Board to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in G. S. 120-122, 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 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. Whenever a member 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. [G. S. 116-31(j)]

3. Any person who has served two full four-year terms in succession as a member of the Board shall, for a period of one (1) year, be ineligible for election or appointment to the Board.
4. No member of the General Assembly or officer or employee of the State or of any constituent institution of UNC or spouse of any such member, 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 UNC or whose spouse is elected or appointed to the General Assembly or becomes such officer or employee shall be deemed thereupon to resign from this membership of the Board. [G. S. 116-31(h)]

ARTICLE III Officers of the Board

Section I.

A. Election

1. Chair, Vice Chair, and Secretary
 - a. At the first meeting after June 30 of each year, the Board shall elect from its membership a Chair, a Vice Chair, and a Secretary. [G.S. 116-32] Any person who has served two (2) full one-year terms in succession in one (1) office shall, for a period of one (1) year, be ineligible for election to that office.
2. Assistant Secretary
 - a. The Board may also elect an Assistant Secretary, from among the members of the Chancellor's staff. Copies of all minutes, papers, and documents of the Board may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of such Board.

Section II.

A. Duties

1. The Chair of the Board shall preside at all meetings of the Board and at the Executive Committee of which he/she shall be Chair. If the Chair is absent from any such meeting, the Vice Chair shall act in his/her place. The Chair, unless otherwise prohibited by The Board of Governors, shall appoint all committee

chairs, committee vice chairs, and members of committees of the Board subject to confirmation by the Board.

2. The Vice Chair of the Board shall be responsible for conducting affairs in the absence of the Chair.
3. The Secretary of the Board shall keep The Board of Governors, through the Secretary of UNC, fully and promptly informed concerning activities of the Board, including notice of any changes in the membership of the Board or in its committee structure or bylaws, notices of meeting, and a copy of the minutes of all meetings.

ARTICLE IV

Board Meetings

Section I.

A. Regular and Special Meetings

1. The Board shall hold one (1) regular meeting each calendar quarter and may hold such additional special meetings as may be deemed necessary or desirable. Each regular meeting shall be held at such time and at such place as the Chair may designate, with notice concerning the time and place to be mailed to each trustee by the Secretary of the Board at least fourteen (14) days in advance of the meeting date. In-person attendance shall be required, pursuant to and with the exceptions specified by these By-Laws, at all regular meetings of the Board. Special meetings of the Board may be called by the Chair, at the Chair's sole discretion, or shall be called by the Secretary of the Board upon the written request of not fewer than seven (7) voting members of the Board. A special meeting called by the Secretary shall be held within twenty (20) days of receipt by the Secretary of the seventh written request for such special meeting. A notice specifying the time and place of a special meeting of the Board shall be mailed or otherwise delivered by the Secretary to each trustee at least forty-eight (48) hours before the meeting.

B. Rules of Procedure

1. *Roberts Rules of Order* (latest edition) shall be the rules of parliamentary procedure to be followed by the Board and its committees except as the Board chooses to adopt and use other specified procedures.

C. Agenda

1. Insofar as practical, the Chancellor shall develop the agenda for Board meetings upon consultation with the Chair and shall provide the Board members the agenda and related materials in advance of both regular and special meetings.

D. Records

1. The Chancellor's Office shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board and of all Board committees.

E. Closed Sessions

1. All meetings of the Board shall be open to the public except closed sessions as prescribed in the General Statutes.

F. Motions, Resolutions, and other Propositions

1. Insofar as practical, all motions, resolutions, or other propositions shall be reduced to writing and circulated with the agenda before being voted on (except usual short parliamentary and minor motions).

G. Quorum

1. A quorum for the conduct of business of the Board 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 video or telephone conference or any other electronic communication device that permits two-way voice interaction, will be counted as present for purposes of determining a quorum.

H. Power to Vote

1. All members of the Board 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 of any meeting of a committee by video or telephone conference or any other electronic communication device that permits 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.

- I. Electronic Attendance
 1. The Chair in his/her discretion may conduct a meeting of the Board by use of telephone conference or other electronic means for good cause, such as inclement weather or other exigent circumstances.
 2. If the Board conducts a meeting by video or telephone conference or any other electronic communication device, it shall provide a location and means whereby members of the public may listen to the meeting, and the notice of the meeting shall specify that location.

ARTICLE V
Voting Powers of Board Members

Section I.

- A. All members shall have the power to vote on all questions coming before the Board for consideration. No member, however, shall have the privilege of voting by proxy.
- B. Any member so requesting shall have his/her vote recorded in the minutes and, on request of any member, the vote for each member shall be recorded.
- C. A quorum for the transaction of business shall consist of a majority of the members of the Board.
- D. All actions of the Board shall be taken by a majority vote, a quorum being present.

ARTICLE VI
Committees of the Board

Section I.

- A. General Provisions

The Chair of the Board shall appoint, subject to confirmation by the Board, the chairs, vice chairs, and the members of the standing and special committees of the Board. Each committee chair shall appoint a committee secretary. The committee secretary may be, but need not be, a member of the Board. In the event the committee secretary is an employee of the University, that individual shall not be entitled to vote on any matter coming before the committee. Each member of the Executive Committee shall be an ex-officio member, with vote, of every other standing committee, subject to the requirements provided in Article VI, Section I.B below.

B. Voting Powers, Quorum, and Committee Membership

All committee members shall have the power to vote on matters coming before the committee for consideration. No member, however, shall have the privilege of voting by proxy. A quorum for the transaction of business of any committee shall be the number of appointed committee members that represents a majority of the membership of the committee (e.g., for a committee of five appointed members, a quorum for the transaction of business is established with the attendance of three members). A quorum may be established by the attendance and participation of appointed members and ex-officio members alike; provided, however, that the number of ex-officio members attending, participating, and voting at any standing committee meeting may not be more than is necessary to establish a quorum. All actions of a committee shall be taken by a majority vote, a quorum being present.

C. Electronic Attendance

1. A member of the Executive Committee may participate and vote, without limitation, in a meeting of the Executive Committee by means of video or telephone conference or any other electronic communication device that permits all persons participating in the meeting to simultaneously hear each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.
2. A member of any standing committee of the Board other than the Executive Committee may elect to participate in a meeting by means of video or telephone conference or any other electronic communication device for convenience or other personal reasons; provided, however, that such participation shall be limited to no more than two (2) committee meetings per fiscal year, unless additional instances of electronic participation are approved by the Chair of the Board. Notwithstanding the foregoing, the Chair of the standing committee in his/her discretion may conduct a committee meeting by use of video or telephone conference or any other electronic communication device for good cause such as inclement weather or other exigent circumstances. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

D. Standing Committees.

Standing committees of the Board are:

1. Executive Committee;
2. Administration, Governance and Trusteeship Committee;
3. Finance and Audit Committee; and
4. Academic Affairs and Personnel Committee

Section II.

A. Duties of Standing Committees

1. General Provisions

The committees of the Board shall have the powers and duties set forth in these Bylaws and such other powers and duties as the Board may delegate to them. They shall exercise their powers and perform their duties subject to the direction and approval of the Board. They may from time to time make recommendations to the Board for the establishment of new policies or any changes in existing policies. A committee of the Board shall make recommendations to the full Board on action items falling within its scope. The Board shall take final actions on all items coming before the committees of the Board, and recommendations from a committee of the Board shall not be binding on the full Board. Further, the Chair of the Board may at any time bring to the full Board for action an item that has not yet been considered by a committee.

2. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, the chairs of the standing committees, and the immediate past chair, provided that he or she is a current member of the Board.

When the trustees are not in session and prudent management requires prompt action, the Executive Committee shall have and exercise all of the authority of the Board in the management of the University; provided, however, that each trustee shall be given two (2) days notice by personal delivery, electronic mail, first-class mail or facsimile of a meeting of the Executive Committee for the purpose of participation in discussion only. Executive Committee action shall be submitted to the trustees at their next meeting for informational purposes.

3. Administration, Governance and Trusteeship Committee

The Administration, Governance and Trusteeship Committee shall be staffed by the Chief of Staff in consultation with the Vice Chancellor for Student Affairs, the Athletic Director, and the Vice Chancellor for Advancement, each of whom may have agenda items for committee meetings. The Administration, Governance and

Trusteeship Committee shall advise the Chancellor and recommend that the Board take action when appropriate with respect to the following matters:

- (a) Trustee evaluation;
- (b) Trustee recruitment;
- (c) Trustee orientation;
- (d) Trustee training and professional development;
- (e) The Board's relationship with the Chancellor;
- (f) Chair evaluation;
- (g) In all areas pertaining to advancement efforts of the University, including athletic fundraising activities;
- (h) Regarding the formulation of University policies affecting the public information, public affairs, and public services areas;
- (i) The names of all individuals on whom it is proposed that an honorary degree or other honorary, philanthropic, or memorial distinction be conferred by the University, including the naming of buildings, other physical spaces, and programs;
- (j) Legislative activities and shall make recommendations to the Board on actions to be taken in making the University's position known to members of the General Assembly;
- (k) Corporate matters or duties vested in the Board pursuant to the Bylaws of the specific corporate entity.
- (l) Student financial aid;
- (m) Student services;
- (n) Student conduct, activities, and government; and
- (o) The intercollegiate athletics program.

4. Finance and Audit Committee

- a. The Finance and Audit Committee shall be staffed by the Vice Chancellor for Administration and Finance in consultation with the Internal Auditor, and the Chief Information Officer who shall have agenda items for committee meetings. The Finance and Audit Committee shall advise the Chancellor and recommend that the Board take action when appropriate with respect to matters concerning the development, execution, and administration of the budget of the University, including, without limitation, the following matters: University financial reporting; debt authorization; and the establishment of tuition, student fees, and room and board rates.
- b. The Finance and Audit Committee also shall consider and make recommendations to the Board on matters relating to:
 - (i) The grounds and buildings on the campus and other real property of the University except that falling under the jurisdiction of the Board of Trustees of the Endowment Fund of Western Carolina

- University, including the construction of buildings, the development of the campus master plan, and the acquisition and disposition of real property;
- (ii) The control of the electrical distribution system, water and sewer systems, and other auxiliary facilities, pursuant to provisions of State law and policies of the Board of Governors; and
 - (iii) The development of policies and regulations concerning parking, traffic, vehicle registration, and campus security.
 - (iv) Information technology program at Western Carolina University, including 1) the adoption of enterprise policies governing planning, prioritization, funding, acquisition, implementation, maintenance, evaluation, auditing, cyber-security, and delivery of information technology and telecommunications services and 2) Board education on emerging technologies and cyber-security matters;
- c. The Finance and Audit Committee shall consider and make recommendations to the Board regarding University audit matters, including, without limitation, the following: review of internal control systems; review of the University internal audit department charter, audit schedules, goals, and annual plans; review of State Auditor year-end financial statements, findings, management letters, and other matters; and review of internal audit reports and summaries of internal and external audit activities.
- d. The Finance and Audit Committee shall perform such duties as required by UNC Policy 200.1 pertaining to conflicts of interest. As part of these duties the committee shall determine whether a potential conflict of interest by the Board members, chief executive officer, or chief financial officer is a permissible or impermissible activity and make recommended findings as to whether the conflict of interest policy has been violated.
5. Academic Affairs and Personnel Committee
- a. The Academic Affairs and Personnel Committee shall be staffed by the Provost in consultation with the Associate Vice Chancellor of Human Resources and Payroll, who shall have agenda items for committee meetings. The Academic Affairs and Personnel Committee shall advise the Chancellor and recommend that the Board take action when appropriate with respect to the following matters:
 - (i) Matters relating to the instruction and research programs of the University and on matters relating to admissions;
 - (ii) The appointment of all Tier I senior academic and administrative officers;
 - (iii) The tenure and promotion of faculty;

- (iv) All institutional policies and regulations governing faculty tenure and promotion;
- (v) Appeals from faculty members which involve questions of promotion and tenure when Board action is appropriate under The Code;
- (vi) Appeals concerning faculty grievances and disciplinary cases when Board action is appropriate under The Code;
- (vii) Personnel matters, including without limitation, appointment and compensation of employees exempt from the State Human Resources Act; and the adoption of employee disciplinary, grievance, and other personnel policies not otherwise prescribed by State law or The Code; and
- (viii) Approval of certain employment contracts as may be required by The Code, or otherwise desirable.

ARTICLE VII

Endowment Fund

Section I. General Provisions

- A. The Board hereby creates an endowment fund, in accordance with the provisions of Section I.B below, to be known as "The Board of Trustees of the Endowment Fund of Western Carolina University" (hereinafter "Board of the Endowment Fund"). The Board of the Endowment Fund shall have all powers and duties provided by both N.C.G.S. 116-36 and the rules and regulations of The Board of Governors.

- B. In accordance with the Regulations of the Board of Governors, the Board of the Endowment Fund shall consist of five (5) voting members: the Chair of the Board of Trustees of Western Carolina University (the "Board"), *ex-officio*; the Chancellor of the University, *ex-officio*; the Chair of the Finance and Audit Committee of the Board, *ex-officio*; the Chair of the Administration, Governance and Trustee Committee of the Board, *ex-officio*; the Chair of the Academic Affairs and Personnel Committee of the Board, *ex-officio*. The Western Carolina University Vice-Chancellor for Administration & Finance shall serve *ex-officio* and without vote.

The terms of the elected members of the Board of the Endowment Fund shall not exceed two consecutive three (3) year terms. A member may not serve a third consecutive term until the member has taken a leave of one (1) year before again being eligible to be a member of the Board of the Endowment Fund. The Chair of the Board shall be the *ex-officio* Chair of the Board of the Endowment Fund. The Chancellor, the Board Chair and the Vice Chancellor for Administration & Finance shall serve so long as they hold their respective offices. The Board of the Endowment Fund shall adopt such procedures as it deems necessary for determining a quorum; for voting by

members; for the keeping of the minutes of the meetings and for the transaction of business.

ARTICLE VIII
Communications to the Board

Section I.

- A. All communications to the Board, or to one of its committees, from students, faculty, or staff members, must be in writing and signed and transmitted through the Chancellor to the Board or the committee.
- B. The only proper channel leading from the University community to the Board, or to a committee of the Board, is through the Chancellor of the University.

ARTICLE IX
Amendment

Section I.

- A. These Bylaws may be amended at any Board meeting by a two-thirds (2/3) vote of the members present at any regular or special meeting of the Board.

ARTICLE X
Subordination to The Code

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