

Board of Trustees Bylaws

Version 3

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Contact	Assistant Secretary to the Board of Trustees (252) 328 - 6105
Related Policies	
Additional References	UNC Code Section 402B (http://www.northcarolina.edu/apps/policy/index.php?pg=vs&id=4422&added=1)

ARTICLE I.

ORGANIZATION

Section 101 Membership

(A) EAST CAROLINA UNIVERSITY shall have a Board of Trustees composed of thirteen (13) persons chosen as follows: (a) eight elected by the Board of Governors of The University of North Carolina, (b) four appointed by the General Assembly, two of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate, and two of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives; and (c) the president of the student body ex-officio.

(B) In every odd-numbered year, the Board of Governors shall elect four persons to the Board of Trustees and the General Assembly shall appoint one person upon the recommendation of the President Pro Tempore of the Senate, and one person upon the recommendation of the Speaker of the House of Representatives to the Board of Trustees; and the term of office of all such elected or appointed trustees (excluding the ex-officio trustee) shall commence on July 1 of such odd-numbered year and shall be for four years and until the successor is elected or appointed.

(C) Whenever any vacancy occurs in the membership of the Board of Trustees among those appointed by the

General Assembly, it shall be the duty of the secretary of the Board of Trustees 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 occurs 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. If for any reason other than ill health or service in the interest of the State or nation, a member fails to be physically present for three successive regular meetings of the Board of Trustees, his/her place as a member shall be deemed vacant.

(D) Any person who has served two full four-year terms in succession as a member of the Board of Trustees shall be ineligible, for a period of one year, for election or appointment to the Board of Trustees but may be elected or appointed to the board of another institution.

(E) No member of the General Assembly or officer or employee of the State, the University of North Carolina (UNC), 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 member of the Board of Trustees. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State, UNC, or of any constituent institution of UNC or whose spouse is elected or appointed to the General Assembly or becomes such an officer or employee shall be deemed thereupon to have resigned as a member of the Board of Trustees.

(F) No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of that date that his/her term commences as a member of the Board of Governors.

Section 102 Officer Nominations and Elections

(A) At the first regular meeting after June 30 of each year, the Board of Trustees shall elect from its membership a chair, a vice chair, and a secretary, each for a term of one (1) year (See G.S. 116-32) and each shall serve until his or her successor is elected. In no event shall officer elections take place before July 1, or before the swearing in of new board members whose terms commence on July 1. Any member of the Board of Trustees who is or who shall be duly appointed and sworn in at the time of the election shall be eligible to serve as an officer, regardless of length of service on the Board of Trustees. Elections shall be conducted such that each member of the Board of Trustees, including newly appointed members, can fully participate in the nomination, consideration, and election of officers. Any nominating committee convening prior to July 1 to determine a slate of officer candidates may include members who have been appointed but have not yet been sworn in but may not include current members whose terms end June 30 and who have not been reappointed. If the term of the chair expires before his or her successor as chair is elected, then the vice chair shall become the interim chair until the chair's successor is elected. If the terms of the chair and the vice chair on the Board of Trustees both expire on June 30 of that year, the secretary will serve as interim chair until elections are held. If the terms of the chair, the vice chair, and the secretary all expire on June 30 of that year, the assistant secretary of the Board will notify the Executive Committee prior to June 30 of that year and, prior to June 30, the Executive Committee will nominate a trustee to be presented for approval by the Board prior to June 30 to serve as interim chair from July 1 until elections for the year's term are held at the first regular meeting of the Board after June 30.

(B) Officers may serve no more than two full terms in the same office.

(C) Nominations and elections shall be conducted separately and in the following order: chair, vice chair, and secretary. The chair of the nominating committee will place in nomination the officer candidates selected by the nominating committee. Beyond those nominations provided by the nominations committee, any trustee may nominate a candidate for any office.

Once a quorum is established, voting can be by show of hands, voice vote, roll-call vote, or written ballot, at the discretion of the chair of the Board of Trustees. All written ballots must be signed by the trustee casting the ballot, retained by the assistant secretary and open for public inspection until the meeting minutes are

approved, and documented in the meeting minutes by listing the vote of each Trustee voting.

(D) If a vacancy occurs in the office of chair during a term, the vice chair shall succeed to the office of chair for the remainder of the unexpired term. Vacancies in the office of vice chair or secretary during their terms shall be filled by election by the Board of Trustees, and persons so elected shall serve for the remainder of the unexpired term.

(E) The Board of Trustees 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 of Trustees may be certified by the assistant secretary with the same force and effect as though such certification were made by the secretary of the Board.

Section 103 Committees

(A) The Chair, with the approval of the Board of Trustees, shall establish the standing committees of the Board and identify their duties and jurisdiction consistent with any requirements of the UNC Board of Governors. The chair or the Board of Trustees with an approved motion may establish ad hoc committees with specific duties and jurisdictions as needed. No such committee shall have authority to take final action on behalf of or that is binding upon the Board of Trustees if the committee includes members that are not members of the Board of Trustees. The members and chairs of all committees shall be appointed and may be removed by the Chair of the Board of Trustees. Persons appointed to any committee of the Board who are not trustees, including any ex officio (voting) member, shall be subject to conduct requirements that may be established by the Board of Trustees regarding conflicts of interest and other standards similar to those applicable to members of the Board of Trustees.

(B) Every member of the Board of Trustees shall be allowed to attend every meeting of each committee of the Board. The chair of each committee of the Board shall ensure that notice of every meeting is provided to every member of the Board of Trustees, the Chancellor, and the Assistant Secretary of the Board.

Section 104 Endowment Fund Board

The Trustees of the Endowment Fund Board shall consist of six members, one of whom shall be the Chair of the Board of Trustees, who shall serve as the ex-officio Chair of the Endowment Fund Board; one of whom shall be the Chancellor; one of whom shall be the Vice Chair of the Board of Trustees; and three of whom shall be elected by the Board of Trustees. One of those elected may be (but need not be) a member of the Board of Trustees and the other two shall be members of the Investment Committee of the ECU Foundation. The terms of the three elected members shall be for staggered three-year terms.

The Trustees of the Endowment Fund Board shall make decisions concerning the receipt and administering of Endowment Fund gifts and property bequests, exclusive always of monies received through State appropriations and from tuition and fees.

The Endowment Fund Board shall function in accordance with North Carolina General Statute 116-36 and regulations of the Board of Governors of the University of North Carolina.

ARTICLE II

POWERS AND DUTIES

Section 201 General Powers and Duties

The Board of Trustees shall promote the sound development of East Carolina University within the functions prescribed for 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. The Board of Trustees shall serve as advisor to the Board of Governors on matters pertaining to East Carolina University and shall also serve as advisor to the Chancellor concerning the management and development of the institution.

Section 202 Other Powers and Duties

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 as defined and delegated by the Board of Governors.

ARTICLE III

MEETINGS

Section 301 Regular Meetings

There shall be not fewer than three (3) regular meetings of the Board of Trustees each year. At each regular meeting a tentative date shall be announced for the next regular meeting. The Chair of the Board, in consultation with the Chancellor, is authorized to change the date of any meeting if necessary because of schedule conflicts, provided that immediate notice of the new meeting date is provided to the members of the Board at least seven (7) days in advance of the new meeting date. A notice specifying the time and place of each regular meeting of the Board shall be transmitted electronically or delivered physically by the Secretary or Assistant Secretary to each member of the Board at least seven (7) days in advance of the meeting date. Any matter of business may be considered at a regular meeting of the Board. During regular meetings, trustees not physically present will be allowed to fully participate by telephone, video conference or other electronic means that allows for two-way interaction.

Section 302 Special and Emergency Meetings

A special meeting of the Board of Trustees may be called by the Chair and shall be called by the Secretary or Assistant Secretary upon the written request of not fewer than six (6) members of the Board. A special meeting called by the Secretary or Assistant Secretary shall be held within ten (10) days of receipt by the Secretary or Assistant Secretary of the sixth written request for such special meeting. A notice specifying the time and place of a special meeting of the Board shall be provided electronically by the Secretary or Assistant Secretary to each member of the Board at least forty-eight (48) hours in advance of the meeting, but less than forty-eight (48) hours' notice may be given to each member by telephone, electronic mail, or other reliable method of notice in sufficient time for a majority of the board to be reasonably expected to be able to attend when, in the opinion of the Chair, an emergency exists such that generally unexpected circumstances require immediate consideration by the Board. (See G.S. 143-318.12). Members of the Board of Trustees may attend any special or emergency meeting of the Board or any meeting of its committees by telephone, video conference, or other electronic means with all the rights and privileges of a member physically present so long as (i) all members of the Board attending can communicate simultaneously with one another, including the members attending, but not physically present, and (ii) the arrangements for such a meeting comply with applicable State laws concerning the conduct of electronic meetings of public bodies. Any matter of business may be considered at a special meeting of the Board, but only business connected with the emergency may be considered at an emergency meeting for which notice of less than forty-eight (48) hours is given.

Section 303 Agenda

(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 provided electronically to each member of the Board by the Secretary or Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be provided electronically to each member of the Board at least four (4) days in advance of the special meeting; however, if such advance mailing is not practicable, the agenda for a special meeting may be transmitted electronically prior to the meeting or presented to the members of the Board as the first order of business at the meeting.

(B) The agenda for every meeting of the Board shall be prepared by the Chancellor or the Chancellor's staff after consultation with the Chair. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and submitted, 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.

(C) 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.

Section 304 Conduct of Business

(A) A quorum of the Board of Trustees or of its several committees shall consist of a majority of the members of the Board or of its several committees. Any member of the Board who is present at any meeting of the board, or who attends any meeting by telephone, video conference or other electronic means that allows for two-way interaction will be counted as present for the purposes of determining a quorum. Any voting member of a committee who is physically present at any meeting of the committee or who attends by telephone, video conference or other electronic means that allows for two-way interaction will be counted as present for the purposes of determining a quorum.

(B) The Chair shall preside over all regular and special meetings of the Board of Trustees. In the absence of the Chair, the Vice Chair shall preside. Except as otherwise provided in Section 102 of these bylaws, in the absence of both the Chair and the Vice Chair at any properly noticed meeting, a presiding officer shall be elected by and from the membership of the Board of Trustees.

(C) All members of the Board of Trustees may vote on all matters coming before the Board for consideration. Any member of the Board who is present at any meeting of the Board, or who attends any meeting of the Board by telephone, video conference or other electronic means that allow for two-way interaction may cast his or her vote. Any voting member of a committee who is present at any meeting of the committee or who attends by telephone, video conference or other electronic means that allows for two-way interaction may cast his or her vote. No member may vote by proxy.

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

Section 305 Minutes

(A) The Secretary or 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, when required, shall attest the execution of all legal documents and instruments of East Carolina University.

(B) Within thirty (30) days and after each meeting of the Board of Trustees, the Secretary or Assistant Secretary shall transcribe the minutes of the meeting and provide electronically or via physical delivery a copy to each member of the Board.

Section 306 Executive Session

By the vote of a majority of the members present during any meeting when a quorum is present, the Board may hold an executive session closed to the public, subject to applicable State Law.

Section 307 Keeping Board of Governors Informed

The Secretary of the Board of Trustees 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 its committee structure or Bylaws, notices of meetings and a copy of the minutes of all meetings.

Section 308 Notice and Delivery of Other Information Required by These Bylaws

Any reference to a requirement stated in these bylaws for notice of meetings or events or transmission of other information such as agendas, proposed bylaw provisions, and reports, may be accomplished by transmission of such information via electronic mail or physical delivery or through posting of the information to an electronic bulletin board to which all Board members have access at the time Board members are provided notice via

electronic mail that such posting has occurred.

ARTICLE IV.

RELATIONSHIP OF THE CHANCELLOR TO THE BOARD OF TRUSTEES

Section 401 Relationship of the Chancellor to the Board of Trustees

(A) It shall be the duty of the Chancellor to attend all meetings of the Board of Trustees and to be responsible for keeping the Board of Trustees fully informed on the operation of the institution and its needs.

(B) As of June 30 of each year the Chancellor shall prepare for the Board of Trustees a detailed report on the operation of the institution for the preceding year. The Chancellor shall submit such additional reports to the Board of Trustees as he/she may deem wise or as the Board may require. He/she shall seek the counsel of the Board of Trustees concerning the affairs of the institution.

(C) The Chancellor shall be responsible to the Board of Trustees for enforcing all policies, rules and regulations of the Board of Trustees.

(D) The Chancellor shall be the official medium of communication between the Board of Trustees and all individuals, officials, agencies and organizations, both within and without the institution.

ARTICLE V

AMENDMENT OF BYLAWS

Section 501 Amendment of Bylaws

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 Secretary or 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.

ARTICLE VI

SUBORDINATION TO UNIVERSITY CODE

Section 601 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.

ARTICLE VII

HONORARY DEGREES, AWARDS AND DISTINCTIONS

Section 701 Authority to Confer Honors

The Board of Trustees shall be responsible for approving the names of all individuals on whom it is proposed that an honorary degree or any other honorary or memorial distinction be conferred by East Carolina University. Examples of such degrees or honorary or memorial distinctions include, but shall not be limited to, (a) all honorary doctorates and other degrees of every kind, (b) the naming of buildings or rooms or other portions of buildings, streets and other campus property or facilities, or any unit or other organization within the University, and (c) honorary alumni (excluding those certain distinctions provided for in the existing Bylaws of the ECU Alumni Association and the ECU Educational Foundation). Trustee resolutions honoring members of the administration, faculty, alumni and friends of East Carolina University, and the awarding of emeritus status to faculty members is hereby delegated to the Chancellor.

Section 702 Nominations for Honorary Degree

Nominations for the conferral of an honorary degree shall be made in accordance with the following policy and procedure:

(A) The Honorary Degrees, Awards, and Distinctions Committee shall be constituted as follows:
Dean of the Graduate School, Chair, ex-officio voting; five (5) faculty members selected by the Faculty Senate;

and five (5) trustees selected by the Chair of the Board of Trustees.

The Faculty Senate shall establish terms to be served by their representatives, and the Chair of the Board of Trustees shall establish the terms for representatives of the Board.

(B) The Honorary Degrees, Awards, and Distinctions Committee shall receive nominations each academic year and otherwise identify persons to be nominated for honorary degrees. Nominations for honorary degrees may be made to the Committee by any interested person or organization.

(C) The honorary degrees to be awarded by East Carolina University are:

Doctor of Letters (Litt.D.)

Doctor of Science (D.Sci.)

In exceptional circumstances, other designated degrees may be awarded or a different honorary or memorial distinction designated by the Board of Trustees.

(D) Eminent achievement in scholarship, public affairs, service to the University, service to the State or Nation, or in activities recognized as significant in the educational world, shall constitute the primary basis for an honorary degree from East Carolina University.

(E) Honorary degrees shall be limited to no more than three (3) per year, except as otherwise recommended by the Board of Trustees.

(F) No person shall be eligible to be awarded an honorary degree or other honorary or memorial distinction by East Carolina University while that person is serving as a member of the Board of Governors of The University of North Carolina or of the Board of Trustees of any one (1) of the constituent institutions or as a member of the faculty, staff or administration of The University of North Carolina or of any one (1) of its constituent institutions; and no such person shall be eligible for such an award until after the second academic year after the termination of any such relationship with The University of North Carolina or any of its constituent institutions.

(G) The Honorary Degrees, Awards, and Distinctions Committee shall submit names of nominees approved by it, with supporting documentation, to the Chancellor for review. The Chancellor shall forward the names of the nominees approved by him/her to the Executive Committee of the Board of Trustees. The Executive Committee, in turn, shall review and evaluate each such recommendation, coordinate its action with the Chancellor, and then make its written recommendation to the full Board for action at a regular or special meeting. Each member of the Board shall be given notice of the recommendation of the Executive Committee either by telephone or by mail at least seven (7) days prior to the date of the meeting at which the recommendation is to be voted upon.

(H) The Board shall consider the recommendations and take action thereon in Executive Session. The Chancellor, after consulting with the Chair of the Board of Trustees, shall make appropriate public disclosure of all recommendations approved by the Board after acceptance of the invitation for conferral of an honorary degree by the person so nominated.

(I) Persons nominated for honorary degrees by the Honorary Degrees, Awards, and Distinctions Committee to the Chancellor and who are not thereafter approved either by the Chancellor or the Executive Committee or the Board of Trustees shall not thereafter be eligible for nomination; provided, however, the Chancellor shall have the authority to extend invitations to nominees approved by the Board to accept the University's honorary degree at such time or times and in such order as he/she may deem appropriate in his/her discretion.

Section 703 Nomination for Other Honors

The policy and procedure for nominations for the conferral of an honorary degree shall be as provided in Section 702. The policy and procedure for nominations for the conferral of all other honorary or memorial distinctions, as defined in Section 701 above, shall first be made by the Chancellor, individual trustees, or a subcommittee consisting of those members of the Board of Trustees designated by the Chair to serve on the Honorary Degrees, Awards, and Distinctions Committee to the Executive Committee in writing at least thirty

(30) days prior to the next regularly scheduled meeting of the Board at which action on such recommendation is desired. The Executive Committee, in turn, shall review and evaluate each such recommendation, conferring and coordinating its action with the Chancellor and appropriate standing Committees, and then make its recommendation to the full Board for action at a regular or special meeting. The recommendations of the Executive Committee shall be mailed to each member of the Board at least seven (7) days prior to the date of the meeting at which the recommendations is to be voted upon. The Board shall consider recommendations and take action thereon in executive session. The Chancellor, after consulting with the Chair of the Board of Trustees, shall make appropriate public disclosure of all recommendations approved by the Board.

East Carolina University

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