

ELIZABETH CITY STATE UNIVERSITY
Bylaws of the Board of Trustees

ARTICLE I. PURPOSE

The purpose of the Board of Trustees of Elizabeth City State University (hereinafter Board of Trustees) is to perform the duties and exercise the powers prescribed by the applicable provisions of Chapter 116 of the North Carolina General Statutes and by The Code of the Board of Governors of The University of North Carolina.

ARTICLE II. ORGANIZATION

Section 1. Membership.

The membership of the Board of Trustees shall be composed of thirteen (13) persons: eight (8) elected by the Board of Governors; four (4) appointed by the N.C. 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 the president of the Student Government Association of Elizabeth City State University shall serve ex officio.

Section 2. Terms of Office – Elective and Appointive.

In every odd-numbered year, the Board of Governors shall elect four (4) persons to this Board; and the N.C. 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 this Board. The term of office for all Trustees, excluding the ex officio Trustee, shall be four (4) years, commencing on July 1st of such odd-numbered year. The term of office of the ex officio Trustee shall be for one (1) year commencing on July 1st of each year.

Section 3. Persons Ineligible for Membership.

A. Persons Who Serve Two Successive Full Four-Year Terms

Any person who has served two full four-year terms in succession as a member of this Board shall, for a period of one year, be ineligible for election or appointment to this Board. However, such person may be elected or appointed to the Board of Trustees of another institution of The University of North Carolina.

B. Members of N.C. General Assembly; State Officers/Employees

No member of the North Carolina General Assembly or officer or employee of the State of North Carolina, The University of North Carolina, or of any constituent institution nor spouse of any such member, officer, or employee shall be eligible for election or appointment as a Trustee of the Board.

C. Persons Who Serve on the UNC Board of Governors

No person may serve simultaneously as a member of the Board and as a member of the Board of Governors of The University of North Carolina.

Section 4. Vacancies

A. Resignations Due to Election/Appointment to N.C. General Assembly; State Employment

Any Trustee who is elected or appointed to the North Carolina General Assembly or who becomes an officer or employee of the State of North Carolina, The University of North Carolina, or any constituent institution or whose spouse is elected or appointed to the General Assembly or becomes such officer or employee shall be deemed thereupon to resign from membership on the Board of Trustees.

B. Resignations Due to Election/Appointment to UNC Board of Governors

Any Trustee who is elected or appointed to the Board of Governors shall be deemed to resign as a Trustee of this Board effective as of the date that his or her term commences as a member of the Board of Governors.

C. Duty to Inform of Vacancies

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 of Trustees to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in N.C.G.S 120-122. 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 will elect a person to fill the unexpired term.

D. Due to Absenteeism

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 successive regular

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meetings of the Board of Trustees, his or her place as a member shall be deemed vacant.

Section 5. Trustee Emeritus Honorary Members

Upon a motion by a member of the Board of Trustees, the election of Trustee Emeritus shall be upon an affirmative vote of a majority of voting Trustees present at a properly called meeting at which a quorum is present. A Trustee Emeritus shall have none of the obligations of membership, but shall be entitled to all privileges, except those of making motions, voting, holding office and attending closed sessions of the full Board and the Governance - Executive and Personnel Committee; provided further that a Trustee Emeritus has no membership privilege that is inconsistent with State law or The Code of the Board of Governors of The University of North Carolina.

ARTICLE III. POWERS AND DUTIES

The Board of Trustees shall promote the sound development of Elizabeth City State University within the functions prescribed for it, helping to serve the people of the State of North Carolina 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. This Board shall serve as advisor to the Board of Governors on matters pertaining to Elizabeth City State University and shall also serve as advisor to the Chancellor concerning the management and development of Elizabeth City State University.

ARTICLE VI. OFFICERS

Section 1. Election

At the September meeting of each year, the Board of Trustees shall elect from its membership a Chair, Vice Chair and Secretary, each of whom shall serve for a term of one (1) year and until his or her successor is elected. If a vacancy occurs in any of these offices, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term.

Section 2. Chair

The Chair shall preside at the meetings of the Board of Trustees. In his or her absence, the Vice Chancellor shall preside, if present. Otherwise, the Chair shall designate some other member of the Board to perform such duty. Together with the Secretary and/or the Vice Chair, the Chair shall execute all papers to which it

is necessary to affix the seal of the university. The Chair shall be a member, ex-officio, of all committees of the Board, to which he or she is not formally designated a member.

Section 3. Vice Chair

In the absence or inability of the Chair to discharge the duties of that office, all duties pertaining to the office of the Chair of the Board of Trustees shall devolve upon and be executed by the Vice Chair.

Section 4. Secretary

The secretary shall see that faithful records of all proceedings are kept; shall conduct correspondence, give notice of time and place for holding each meeting, regular or called, and shall see that all documents entrusted to his or her care are filed and safely kept at the university. The books and papers so preserved shall be subject all times to the inspection of the Board of Governors, the Board of Trustees, or any duly authorized committee of either board, but shall be surrendered only to an agent or officer appointed to receive them and upon proper receipt, therefore. The Secretary shall 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 membership of the Board or in its Committee structure or Bylaws, notices of meetings and a copy of the minutes of all meetings.

Section 5. Appointments by the Chancellor

A. Assistant Secretary and Senior Liaison Officer

The Chancellor, with the consent of the Board of Trustees, may appoint persons to serve as the Assistant Secretary and Senior Liaison Officer to the Board. 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 the Board.

B. Corresponding and Recording Secretary

The Chancellor may also appoint, with the advice and consent of the Board of Trustees, a Corresponding and Recording Secretary from his or her staff to assist the Assistant Secretary.

C. Ex-Officio Liaisons

Persons to serve as ex-officio liaisons to all Board committees.

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ARTICLE V. COMMITTEES

Section 1. Board of Trustees

The Board of Trustees may create standing and special committees as it deems appropriate and proper for the oversight of the affairs of the university. The standing committees and special committees shall exercise powers as delegated and perform duties subject to the direction and approval of the Board. Each established committee may make recommendations to the Board for the adoption of new and revised university policies.

Section 2. Standing Committees

There shall be six (6) standing committees of the Board as follows: the Committee on University Governance; the Committee on Academic Excellence and Strategic Growth; the Committee on Operational Excellence; the Committee on Finance, Audit and University Advancement; the Committee on Student Excellence; and the Committee on Regional Development. The Chair of the Board of Trustees shall appoint all members of standing committees.

Section 3. Duties of Standing Committees

A. Committee on University Governance

The Chair of the Board of Trustees shall be Chair of the Committee on University Governance. The Chair shall appoint members of this committee consisting of the Vice Chair, Secretary and two other board members, appointed at the regular meeting held in the month of September. The Committee on University Governance shall have full power to act for the Board, except that it shall not have the power to alter or revoke any order, resolution or vote of a regular or special meeting of the Board of Trustees. The Committee on University Governance shall submit in writing all of its actions to the Board of Trustees at its next regular meeting for ratification or final approval. It shall also, upon the request of the Chancellor, recommend to the Board final approval of the appointments of all faculty and administrative officers, and their promotions which do not require approval of the Board of Governors. Personnel actions requiring Board of Governors approval must be submitted to the Board through this committee or the full Board of Trustees prior to submission to the Board of Governors.

The Committee on University Governance is responsible for receiving, hearing, and recommending action of an appellate review of an employee or

student grievance required by Section 600 or 700 of the UNC Board of Governors code or other applicable policy or regulation. All appeals shall be transmitted through the chancellor and be addressed to the chair of the Board. This committee shall base its consideration of appeals upon the written transcript of the hearings held by the applicable institutional committee.

This standing committee is also designated as the committee to determine whether a potential conflict of interest is permissible or impermissible in accordance with the requirements of UNC Policy 200.1, *Dual Memberships and Conflicts of Interest*, to which the Board of Trustees is subject. It shall also make recommended findings to the Board of Trustees as to whether the UNC policy has been violated in accordance with the process afforded under the policy.

B. Committee on Academic Excellence and Strategic Growth

The Committee on Academic Excellence and Strategic Growth shall be composed of a minimum of three (3) members of the Board and shall make recommendations to the Board on matters relating to the establishment of new degree programs; program revisions and/or discontinuations; policy proposals of the faculty and/or student body; mission statement; long range planning and general development; recruitment, retention, financial aid, and graduation rates and strategic enrollment planning; and the instructional, research and public service programs of the university.

C. Committee on Student Excellence

The Committee on Student Excellence shall be composed of a minimum of three (3) members of the Board and shall make recommendations to the Board on matters related to all areas of student life other than the formal instructional activities. It shall have oversight responsibilities for student health services, intercollegiate athletic programs, student conduct and discipline, non-academic counseling and student government.

D. Committee on Finance, Audit and University Advancement

The Committee on Finance, Audit and University Advancement shall be composed of a minimum of three (3) members of the Board and shall review financial matters, annual audit reports, fundraising and other university advancement matters, and make recommendations to the Board on financial matters pertaining to budget administration; the endowment program;

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fundraising; development and planning; tuition, fees and deposits, and auxiliary enterprises.

E. Committee on Operational Excellence

The Committee on Operational Excellence shall be composed of a minimum of three (3) members of the Board and shall make recommendations to the Board on matters involving marketing, infrastructure and capital projects, campus police, risk management, naming of buildings and technology improvements to campus buildings; and the purchase, sale or exchange of real property. It shall also consider and make recommendations on matters of parking, traffic, vehicle registration and regulations relating to campus security.

F. Committee on Regional Development

The Committee on Regional Development shall be composed of a minimum of three (3) members of the Board of Trustees and shall make recommendations to the Board on all matters involving economic, social, and environmental development for the Northeastern North Carolina region. This committee shall also support the university as it fosters and supports key public and private partnerships that spur growth for the region.

ARTICLE VI. MEETINGS

Section 1: Regular Meetings

There shall be four (4) regular meetings of the Board of Trustees each year. These meetings shall be held on the second Tuesday in the months of September, December, March and June. Regularly scheduled meetings may be rescheduled to other days within the above months, at the request of the Chair or upon the written request of at least seven (7) members of the Board for exceptional circumstances, with ten (10) days written notice to all Board members, prior to the rescheduled date. A notice specifying the time and place of each regular meeting of the Board shall be mailed, sent by facsimile or e-mail, by the Secretary or Assistant Secretary, to each member of the Board at least seven (7) days in advance of the meeting. The Chancellor of the university shall provide a convenient place within/without the university for meetings. Any matter of business may be considered at a regular meeting of the Board. Members of the Board of Trustees may waive notice of time, place or purpose of any regular or special meeting of the Board by written notice, and attendance at any such meeting shall be deemed

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a waiver of notice. A majority of the membership of the Board shall constitute a quorum for the transaction of business at all authorized meetings.

Section 2: Special Meetings

A special meeting of the Board of Trustees may be called by the Chair and shall be called by the Secretary upon written request of not fewer than six (6) members of the Board, or upon request of the Chancellor. A special meeting called by the Secretary shall be held within fourteen (14) days of receipt by the Secretary of the sixth written request for such special meeting. A notice specifying the time and place of a special meeting of the Board of Trustees shall be mailed or sent by facsimile or e-mail by the Secretary to each member of the Board at least ten (10) days in advance of the meeting date; but notice of three (3) days may be given by telephone, telegraph, facsimile or e-mail, when in the judgment of the Chair, an emergency exists. Any matter of business relating to Elizabeth City State University may be considered at a special meeting of the Board, except that:

- A. The Board of Trustees, in a special session, may not revoke, alter or amend any order, resolution or vote done, made or adopted at any regular meeting, unless that action is voted for at the special meeting by two-thirds (2/3) of the authorized membership of the Board of Trustees; in the absence of such two-thirds (2/3) affirmative vote, any order, vote, resolution or other act done, made or adopted at a special meeting that is contrary to or at variance with any order, vote, resolution or other act done at a previous regular meeting shall be null, void and of no effect.
- B. The Board, in special session, may not act on matters that have been specifically reserved by the Board at a regular meeting for action only at regular meetings of the Board, unless the special session, by affirmative vote of two-thirds (2/3) of the authorized membership of the Board shall overrule this limitation on action.

Section 3: Agenda

A. Seven Days Advance Notice for Regular Meetings

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 at the regular meeting, shall be mailed and/or sent by facsimile to each member of the Board. Insofar as is practicable, a copy of the agenda for each special meeting of the Board, with

reports and other written materials to be presented, shall be mailed or sent by facsimile to each member of the Board at least five (5) days in advance of the special meeting. When matters are to be considered by a committee between the time of the mailing of the agenda and the time of any regular or special meeting of the Board and are expected to be presented to the Board for action at the meeting, all members of the Board shall be mailed such materials as a committee may prescribe by standing rule or as the Chair of a committee may designate, in order to inform the Board, insofar as may be feasible, of the nature of the action that might be asked of it.

B. Preparation of Agenda

The agenda for a regular or special meeting of the Board of Trustees shall be prepared by the Chancellor or his/her staff with the approval of the Chair. All requests for inclusion of a given item on the agenda of a particular meeting shall be filed with supporting documents, if any, with the Chancellor in sufficient time to be reported to the Chair, by the Chancellor, prior to the regular or special meeting in question in order to permit a determination with respect to the propriety and practicability of including that item on the agenda.

Section 4: Conduct of Business

A. Quorum

A quorum of the Board or of its several committees shall consist of a majority of the members of the Board of Trustees or of its several committees. Any voting member who is present at a meeting of the Board or of a committee or who attends a special or emergency meeting of the Board or of any meeting of a committee by telephone, video conference, or other electronic means that allows for two-way voice interaction will be counted as present for purposes of determining a quorum. Those members also maintain full voting privileges if they are present.

B. Presiding Officer

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. 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.

C. Voting

All members of the Board of Trustees¹ may vote on all matters coming before the Board for consideration. No member may vote by proxy.

D. Parliamentary Procedure

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 parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

E. Order of Business

The order of business at all meetings shall usually be:

1. Roll Call
2. Approval of Minutes of Previous Meetings and of Executive Sessions
3. Report of Committees
4. Chancellor's Report
5. Other Business
6. Executive Session
7. Resumption of Open Session
8. Adjournment

Section 5: Minutes

A. Responsibility for Keeping Minutes

The Secretary or Assistant Secretary, with the assistance of the Corresponding and Recording Secretary, shall keep minutes of all meetings of the Board, 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 Elizabeth City State University.

B. Transcription of Minutes

Within thirty (30) days after each meeting of the Board, the Secretary or Assistant Secretary shall cause to be transcribed the minutes of the meeting and mail a copy to each member of the Board.

¹ Trustee Emeritus Honorary members are not entitled to vote, pursuant to Article II, Section 5.

Section 6: Executive Session

By order of the Chair or vote of a majority of the members present at any meeting of the Board, the Board may convene in executive session, consistent with State law and policy.

Section 7: Keeping Board of Governors Informed

The Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of the University 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, notice of meetings and a copy of the minutes of all meetings.

ARTICLE VII. ACTION WITHOUT FORMAL MEETING

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, telephone, telegram, cable, or in any other way the Trustees shall decide. However, the action so taken shall be ratified by the members of the Board of Trustees or of the committee involved, as the case may be, at the next regular meeting of the Board or the committee.

ARTICLE VIII. POWERS AND DUTIES OF THE BOARD OF TRUSTEES**Section 1: General Powers and Duties**

The Board of Trustees shall promote the sound development of Elizabeth City State 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 the university and shall also serve as advisor to the Chancellor concerning the management and development of the institution.

Section 2: Other Powers and Duties

The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of State law, as specified in The Code of the Board of Governors of The University of North Carolina or as shall be defined and delegated by the Board of Governors.

The Board of Trustees is subject to the North Carolina State Government Ethics

Act, Chapter 138A of the North Carolina General Statutes, as it may from time to time be amended, the provisions of which are incorporated herein by hyperlink reference: <https://www.ncleg.gov/Laws/GeneralStatuteSections/Chapter138A>.

The Board of Trustees is subject to UNC Policy 200.1, *Dual Memberships and Conflicts of Interest*, as it may from time to time be amended, the provisions of which are incorporated herein by hyperlink reference:

<https://www.northcarolina.edu/apps/policy/doc.php?id=63>. In accordance with the UNC policy, if the Board of Trustees finds that one of its members has violated the UNC Policy, it shall take one or more of the following actions:

1. Reprimand or censure the member;
2. Remove the person from any Board office the person holds or from any committee chairmanship or assignment; and
3. Report the violation to the entity that appointed the member.

Section 3: Academic and Administrative Personnel

A. Tenured Faculty and Senior Administrators

With respect to all faculty positions with permanent tenure and all senior administrative positions, namely vice chancellors, provost, assistants to the chancellor, deans, chairs, and directors of major educational and public service activities, the Chancellor, following consultation with the Board of Trustees, shall forward to the UNC President recommendations with respect to such appointments, promotions and compensation. If the President concurs in such recommendations, he or she shall forward them to the Board of Governors for approval.

B. Non-Tenured Faculty and Non-Senior Administrators

With respect to all faculty and administrative positions, other than those identified in Article VIII, Section 3. A. above, and other than those subject to the State Personnel Act, the Chancellor shall forward his or her recommendations for appointment, promotion and compensation to the Board of Trustees; subject to applicable provisions of The Code of the Board of Governors of The University of North Carolina and to such policies as may be established by the Board of Governors. The action of the Board of Trustees with respect to such personnel actions shall be final.

C. Discharges or Suspensions

Subject to regulations of the Board of Trustees and consistent with applicable

policies of the Board of Governors, all discharges or suspensions of faculty members and administrative personnel, other than those subject to the State Personnel Act, shall be affected by the Chancellor. A discharged or suspended employee shall have such rights of appeal from the action of the Chancellor as may be prescribed by the Code of the Board of Governors of The University of North Carolina, policies of the Board of Governors or policies of the Board of Trustees.

D. Personnel Policies

The Board of Trustees may adopt personnel policies otherwise prescribed by State law, the Code of the Board of Governors of The University of North Carolina or policies of the Board of Governors, for personnel in all categories of university employment. Elizabeth City State University shall give equal opportunity for employment, without regard to race, religion, color, creed, national origin, sex or disability, to all persons otherwise qualified.

Section 4: Vacancy in the Chancellorship

In accordance with the requirements outlined in the applicable law, UNC Policy Manual, Code, and/or other regulation, Elizabeth City State University's Board of Trustees shall address all matters related to vacancies in the Chancellorship as outlined below in this Section 4. For a full list of details on vacancies in the Chancellorship, see UNC Policy Manual 200.8.

A. Establishment of Search Advisory Committee

In the event of a vacancy in the Chancellorship, the UNC President, in consultation with the Board of Trustees, shall appoint a search advisory committee composed of representatives of the Board of Trustees, the faculty, the student body, staff, and the alumni. The voting membership must also include a sitting or retired chancellor from another UNC System university with 24 months or more experience serving as a permanent chancellor.

The search advisory committee shall also include as ex officio, voting members the president (or their designee), the Chair of the Board of Governors (or their designee), and the member of the Board of Governors designated by the Committee on University Governance to serve as the liaison to the constituent institution. The president in consultation with the chair of the board of trustees shall identify a chair of the search advisory committee;

the chair of the board of trustees may serve as chair of the search advisory committee.

The search advisory committee shall work on behalf of the president to receive the input of stakeholders; to develop in consultation with the president a leadership statement that describes the desired qualities for the new chancellor, including any qualities identified as Systemwide leadership pillars by the UNC Board of Governors; to conduct interviews and consider the qualifications of candidates; and to propose a slate of finalists for consideration of the board of trustees, who recommends a slate to the president.

Upon establishment of the search advisory committee, the Chair of the Board of Trustees, in consultation with the UNC President, shall jointly establish a budget and identify staff for the committee.

B. Preliminary Report

The search advisory committee shall work on behalf of the president to receive the input of stakeholders; to develop in consultation with the president a leadership statement that describes the desired qualities for the new chancellor, including any qualities identified as Systemwide leadership pillars by the UNC Board of Governors; to conduct interviews and consider the qualifications of candidates; and to propose a slate of finalists for consideration of the board of trustees, who recommends a slate to the president. The search advisory committee shall make a preliminary report on these matters to the Board of Trustees, which will include a final list of candidates from whom it anticipates the Board of Trustees' nominees will be chosen.

C. Board Recommendation

The board of trustees, following receipt of the report of the search advisory committee shall, subject to the direction of the president, recommend an unranked slate of no fewer than three (3) candidates for consideration by the president in designating a nominee for the chancellorship.

Once the slate of candidates is received from the board of trustees, the president may choose to interview one (1) or more of the candidates and may include members of his or her senior staff in the interviews, as deemed

appropriate.

D. Election

The Board of Governors shall vote on the president's nominee and the proposed terms of appointment. The chancellor-elect shall not be physically present at any Board meeting at which such vote shall be undertaken.

Section 5: Budget and Finance

A. Budgets

The biennial or annual, as the case may be, budget for the university should be presented to the Board of Trustees or the Committee on University Governance for review. Based on the annual and/or biennial budget for maintenance and operations approved by the General Assembly and the Board of Governors, the Chancellor may at his/her discretion, present, in his/her annual report or in a report at a subsequent meeting, a budget for each fiscal year of the biennium.

B. Investment of Funds

As may be authorized by the Board of Governors, the Board of Trustees authorizes the State Treasurer or his/her duly appointed person to execute in the proper name the certificates or other writing necessary to affect the transfer or surrender of registered bonds of the United States or other bonds or securities held by the Vice Chancellor for Business and Finance or Chancellor for Elizabeth City State University. The Board of Trustees further authorizes the Chancellor to establish with the Vice Chancellor for Business and Finance the policy for investment of all funds which become available for investment from endowment, or construction project funds derived from sale of revenue bond in custody of or for the institution. In the case of endowment funds, the Chancellor may authorize any other legally constituted agency approved by the Board of Trustees at the next regular meeting immediately following the action or included in the annual report.

Section 6: Capital Outlay and Property

A. Capital Outlays

When the Board of Trustees review and/or approves the budget of the university for presentation to the appropriate State officials, it gives authority to the Chancellor to act as permitted and/or directed by the Board of Governors, and act for the Board of Trustees in completing and accepting

completed capital improvement projects and then report to the Board as to the date of completion and recommended acceptance of such projects.

B. Names of Buildings

The permanent names of all buildings must be approved by the Board of Trustees.

C. Disposal of Real Property

As may be authorized by the Board of Governors, the Board of Trustees must approve the sale, exchange, or other disposal of all real estate.

Section 7: Academic Programs

The Board of Trustees 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.

A. Academic Degrees and Grading

Subject to authorization by the Board of Governors of the nature and general content of specific degree programs which may be offered by an institution, each institution shall determine whether an individual student shall be entitled to receipt of a particular degree. The university shall determine what grade a student will be assigned in a particular course. No appeal from any of these decisions or any other academic determination is allowable to the President or to the Board of Governors.

B. Honorary Degrees, Awards and Distinctions

The Board of Trustees 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 university, subject to such policies as may be established by the Board of Governors.

ARTICLE IX. LONG RANGE PLAN

Section 1: Development Program

As may be authorized by the Board of Governors, the Board of Trustees shall approve the long range general development program designed to meet existing and future needs of the university. Modification(s) in this program shall be approved at the appropriate times.

Section 2: Site Plan

As may be authorized by the Board of Governors, the site plan for the University must be approved by the Board of Trustees; once approved, it remains the site plan of the university until modified by the Board. After the Board's approval of the site plan, the Chancellor has the authority, after securing the approval of appropriate State officials, to buy any of the properties included in the plan for which there are available funds.

ARTICLE X. CHANCELLOR

Section 1: General Authority

The administrative and executive head of Elizabeth City State University shall be the Chancellor, who shall exercise complete executive authority therein, subject to the direction of the President of The University of North Carolina. He/she shall be responsible for carrying out the policies of the Board of Governors and of the Board of Trustees.

Section 2: Relation of the Chancellor to the Board of Governors and the President

A. Duty to Inform President of Operations and Needs

It shall be the duty of the Chancellor to keep the President, and through him/her the Board of Governors, fully informed concerning the operations and needs of the university. Upon request, the Chancellor shall be available to confer with and make reports to the President or the Board of Governors concerning matters that pertain to the university. As of June 30th of each year, the Chancellor shall prepare for the Board of Governors a detailed report on the operation of the institution for the preceding year. He/she shall make such additional reports to the President and the Board of Governors as the President or the Board of Governors may require.

B. Recommendations for Development of Educational Programs

The Chancellor shall make recommendations for development of the educational programs of the university and shall serve as general advisor to the President, and through the Board of Governors, with respect to all programs and activities of the institution.

C. Responsibility for Administration

The Chancellor shall be responsible to the President for the administration of the institution, including the enforcement of the decisions, actions, policies

and regulations of the Board of Governors applicable to the institution.

D. Recommendations for Personnel Appointments

Subject to policies prescribed by the Board of Governors and by the Board of Trustees, the Chancellor shall make recommendations for the appointment of personnel within the institution. With respect to all personnel matters, including appointments, promotions, removals and compensation for the institution's academic, administrative and other staff, which are required to be acted upon by the Board of Governors, the Chancellor shall make recommendations to the President.

E. Duty to Present to President Matters to be Submitted to the Board of Governors

The Chancellor shall present to the President all matters concerning the institution which are to be considered by the Board of Governors or any of its committees. In accordance with prescribed administrative procedures uniformly applicable to all institutions, the Chancellor shall participate in the development of the proposed budget to the University of North Carolina.

F. Official Medium of Communication between the President and ECSU

The Chancellor shall be the official medium of communication between the President and all senior administrative officers, deans, heads or chairs of departments, directors and all other administrative officers, faculty members, students and employees.

Section 3: Relation of the Chancellor to the Board of Trustees

A. Attendance at Board Meetings

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. Detailed Report on Operation of the Institution

During the September meeting 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 also 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 counsel of the Board of Trustees concerning the affairs of the institution.

C. Enforcement of Policies

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

D. Official Medium of Communication

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.

Section 4: Relations of the Chancellor to Elizabeth City State University

A. Leader and Official Spokesperson

Subject to policies established by the Board of Governors, the Board of Trustees or the President, the Chancellor shall be the leader of and the official spokesperson for Elizabeth City State University. He/she shall promote the educational excellence and general development and welfare of the institution; shall define the scope of authority of faculties, councils, committees and officers of the institution; and all projects, programs and institutional reports to be undertaken on behalf of the institution shall be subject to his/her authorization and approval.

B. Regulation of Student Affairs/Student Discipline

Subject to any policies or regulations of the Board of Governors or of the Board of Trustees, it shall be the duty of the Chancellor to exercise full authority in the regulation of student affairs and student conduct and discipline at the university. In the discharge of this duty, delegation of such authority may be made by the Chancellor to faculty committees and to administrative or other officers of the institution, or to agencies of student government, in such manner and to such extent as may be by the Chancellor be deemed necessary and expedient. In the discharge of his/her duty, with respect to matters of student discipline, it shall be the duty of the Chancellor to secure to every student the right to due process of a fair hearing, the presumption of innocence until found guilty, the right to know the evidence and to face witnesses testifying against him/her and the right to such advice and assistance in his/her own defense as may be allowed under the regulations of the institution as approved by the Chancellor. In those instances where the denial of any of these rights is alleged, it shall be the duty of the President to review the proceedings.

Section 5: Intercollegiate Athletics

Subject to such policies as may be prescribed by the Board of Trustees, the Chancellor shall be responsible for the establishment and supervision of the institution's program of intercollegiate athletics.

Section 6: Personnel Appointments

Notwithstanding any previous delegation made to ECSU's board of trustees, the Chancellor, or Chancellor's designee, shall have the authority to execute the following personnel actions for EHRA employees:

A. EHRA Appointments

Permanent and temporary appointments for EHRA employees within the salary ranges established by the UNC System Office, excluding Tier I SAAOs. This shall include but is not limited to appointment of a tenured faculty member to a professorship of distinction, appointment or reappointment of a faculty member to a tenure-track position, appointment or reappointment of a faculty member holding a special faculty appointment, appointment of an associate or assistant dean, appointment of a department head or chair, appointment of an associate or assistant vice chancellor, appointment of members of the chancellor's professional staff, appointments of all SAAO Tier II employees, and appointments of other IRIT/EHRA employees.

B. Non-Tier I & II Salary Adjustments within Salary Range Adjustments

Permanent non-promotional salary adjustments within the salary ranges established by the UNC System Office for all EHRA non-faculty employees excluding Tier I and Tier II SAAOs and head coaches, associate coaches, and assistant coaches for which delegations are otherwise specified herein.

C. Tier II Salary Adjustments Within Salary Range Adjustments

Permanent non-promotional salary adjustments within the salary ranges established by the UNC System Office for Tier II SAAOs up to a new base salary of \$125,000 and that do not exceed 10 percent of the June 30 base salary as of the most recent fiscal year or that do not exceed the 75th percentile of the salary range regardless of amount of increase.

D. Coach Salary Adjustments

Non-promotional salary increases for head coaches, associate coaches, and assistant coaches that do not exceed 25 percent of the June 30 base salary as

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of the most recent fiscal year and do not exceed \$25,000.

- E. Temporary Salary Actions for Chairs and Department Heads
Temporary salary actions for the duration of an appointment as an academic department chair or academic department head not greater than \$50,000 annually above the total compensation in effect at the end of the last fiscal year.
- F. Non-Chair and Department Heads
All other temporary salary adjustments related to interim, acting, or other time limited assignments or appointments with a duration of up to 36 months or up to \$50,000 annually above the base salary in effect at the end of the last fiscal year, excluding such actions for Tier I SAAOs. This delegated authority does not permit exceeding the relevant salary range established by the UNC System Office for the position in which an individual is serving in an interim or acting capacity.
- G. Faculty Rank Promotions
Faculty rank promotions but excluding conferral of tenure. All such faculty rank promotions must fall within the established salary range for the role.

ARTICLE XI. BOARD MEMBER DUTIES, ETHICS, AND REMOVAL

Section 1: Duties

Board members are expected to prepare for meetings; actively contribute to the work of the board; and act in accordance with the governance, oversight, and advisory functions allocated to the board by:

- A. Reviewing and inquiring about materials that involve the institution, such as board minutes and annual reports;
- B. Serving on and contributing to the work of assigned committees;
- C. Listening to and considering differing opinions, and otherwise making reasonable efforts to conduct oneself in accordance with the practices and customs of formality and decorum articulated in Robert's Rules of Order;[\[3\]](#)
- D. Referring matters of administration and management to the chief executive

officer of the institution for handling;

- E. Respecting and following executive leadership, management, and reporting lines when communicating with the university, and refraining from directing matters of administration or executive action except through the chief executive officer of the institution;
- F. Recognizing that board members' authority is collective, not individual, and only arises from their participation with other members of the board when it is officially convened;
- G. Exercising the degree of diligence, care, and skill that a prudent individual familiar with such matters would use under similar circumstances in a like position;
- H. Acting in good faith with the best interest of the institution;
- I. Conducting oneself, at all times, in furtherance of the institution's goals and not the member's personal or business interests;
- J. Providing oversight to ensure that the institution's; and
- K. Becoming knowledgeable about issues that affect the University and seeking to understand the educational needs and desires of all the State's citizens, and their economic, geographic, political, racial, gender, and ethnic diversity.

Section 2: Ethics

Board members shall adhere to high standards of ethical conduct by complying with laws, regulations, and University policies applicable to their service as board members and public officials in accordance with applicable North Carolina laws and policies and regulations adopted by the UNC Board of Governors, which include the obligations to:

- A. Exercise authority honestly and fairly, free from impropriety, threats, favoritism, and undue influence, as required by the State Ethics Act.[\[4\]](#)
- B. Keep confidential all information and records that are required by law to be kept confidential, including, but not limited to, personnel records and information,

student records and information, attorney-client communications, and closed session deliberations and information;

- C. Comply with North Carolina open meetings and public records laws;
- D. Bring matters of concern, potential or real conflicts of interest, and reports of unlawful and/or noncompliant activity to the attention of the appropriate institutional or organizational officer, such as the president, chancellor, board chair, or committee chair;
- E. Avoid any personal or business interest that may conflict with the member's responsibilities to the institution or University-affiliated organization;
- F. Avoid even the appearance of impropriety when conducting the institution's or University-affiliated organization's business; and
- G. Recuse oneself from consideration of matters during meetings when required.

Section 3: Removal

A board member may be removed, or recommended for removal, for specified cause by affirmative vote of two-thirds (2/3) of the voting membership of the Board of Governors then in office in accordance with the following process:

- A. The Board of Governors may remove from the board of trustees of a constituent institution or from the board of a University-affiliated organization a board member who was elected by the Board of Governors. With respect to a member of a board of trustees who was appointed by the Governor, the Board of Governors may vote to recommend to the Governor that the member be removed.
- B. The chair of the Committee on University Governance shall send the board member a written specification of reasons to consider the board member's removal. The notice shall state that the board member may submit a written response to the chair of the Committee on University Governance within five (5) business days of receipt of the written notice.
- C. The Committee on University Governance shall consider the written response of the board member and recommend to the Board of Governors action that the

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committee deems appropriate. If the board member submits no written response to the chair of the Committee on University Governance within the specified timeframe, the Committee on University Governance may continue with its consideration of removal of the board member, or a recommendation that the appropriate appointing or electing authority remove the board member.

- D. In its consideration of each matter, the Committee on University Governance may review any documents or establish any procedures it considers necessary based on the particular circumstances involved.

ARTICLE XII. AMENDMENT OF BYLAWS

These bylaws may be amended (except those required or governed by *The Code* of the Board of Governors of the University of North Carolina or by statutory or constitutional provisions of the State of North Carolina) at any regular meeting of the Board of Trustees by the affirmative vote of two-thirds (2/3) of the membership of the Board, provided that the substance of the proposed amendment is filed with the Secretary or Assistant Secretary and is mailed or sent by facsimile or e-mail to each member at least ten (10) days before the meeting.

ARTICLE XIII. SUBORDINATION TO UNC CODE.

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