

Adopted July 21, 1972
[Amended October 25, 1991]
[Amended November 21, 1997]
[Amended March 23, 2000]
[Amended September 26, 2002]

**BYLAWS OF THE BOARD OF TRUSTEES
OF
THE UNIVERSITY OF NORTH CAROLINA
AT CHAPEL HILL**

ARTICLE 1 – ORGANIZATION

Section 101 - Membership for Year Ending June 30, 1973

- a. For the period commencing July 1, 1972, and ending June 30, 1973, the membership of the Board of Trustees of The University of North Carolina at Chapel Hill shall consist of the sixteen persons elected to the Board by and from the membership of the former Board of Trustees of The University of North Carolina on May 22, 1972, and the President of the Student Government ex officio.
- b. If any vacancy should occur in the elected membership of the Board of Trustees during the year beginning July 1, 1972, the Governor may appoint a person to serve for the balance of the year.

Section 102 - Membership after June 30, 1973

- a. Effective July 1, 1973, The University of North Carolina at Chapel Hill shall have a Board of Trustees composed of thirteen persons chosen as follows:
 - i. Eight selected by the Board of Governors of The University of North Carolina,
 - ii. Four appointed by the Governor, and
 - iii. The President of the Student Government ex officio.
- b. The Board of Governors, in electing members of the Board of Trustees to serve terms commencing July 1, 1973, shall designate four persons for four-year terms and four for two-year terms; and the Governor, in making appointments of members of the Board of Trustees to serve terms commencing July 1, 1973, shall designate two persons for four-year terms and two for two-year terms. In every odd-numbered year after 1973, the Board of Governors shall elect four persons to the Board of Trustees and the Governor shall appoint two persons to the Board of Trustees; and the term of office of all such elected or appointed trustees (excluding the ex officio trustee) shall be four years, commencing on July 1 of each odd-numbered year.
- c. From and after July 1, 1973, whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board of Trustees to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term, and whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Secretary of the Board of Trustees to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term. 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 meetings of the Board of Trustees, his place as a member shall be deemed vacant.
- d. From and after July 1, 1973, any person who has served two full four-year terms in succession as a member of the Board of Trustees shall, for a period of one year, be ineligible for election or appointment to the Board but may be elected or appointed to the board of another institution.
- e. From and after July 1, 1973, no member of the General Assembly or officer or employee of the State or any constituent institution of The University of North Carolina 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 or of any constituent institution of The University of North Carolina or whose spouse is elected or appointed to the General Assembly or becomes such officer or employee shall be deemed thereupon to resign from his membership on 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 the date that his term commences as a member of the Board of Governors.

Section 103 - Officers

- a. At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chairman, a Vice Chairman, and a Secretary, each of whom shall serve for a term of one year and until his 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.
- b. 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 its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

Section 104 - Committees

The Board of Trustees may delegate to such committees as it may create such of its powers as it deems appropriate.

ARTICLE II – MEETINGS

Section 201 - Regular Meetings

There shall be six regular meetings of the Board of Trustees each year. These meetings shall be held on the fourth Thursday and the preceding Wednesday in the months of January, March, May, July, September, and November, unless otherwise determined by the Board. A notice specifying the time and place of each regular meeting of the Board shall be mailed by the Secretary or Assistant Secretary to each member of the Board at least ten days in advance of the meeting date. Any matter of business may be considered at a regular meeting of the Board. [Amended October 25, 1991, November 21, 1997, and September 26, 2002]

Section 202 - Special and Emergency Meetings

A special meeting of the Board of Trustees may be called by the Chairman, and shall be called by the Secretary or Assistant Secretary upon the written request of not fewer than six members of the Board. A special meeting called by the Secretary or Assistant Secretary shall be held within ten 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 mailed or provided electronically by the Secretary or Assistant Secretary to each member of the Board at least forty eight hours in advance of the meeting date, but less than forty eight hours notice may be given by telephone when, in the opinion of the Chairman, an emergency exists. 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. [Amended March 23, 2000]

Section 203 - Agenda

- a. At least seven days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be mailed to each member of the Board by the Secretary or Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be mailed to each member of the Board at least four days in advance of the special meeting; however, if such advance mailing is not practicable, the agenda for a special meeting may be presented to the members of the Board as the first order of business at the meeting.
- b. The agenda for every meeting of the Board shall be prepared by the Chancellor or his staff. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chancellor sufficiently far in advance of the meeting to permit a determination to be made by him 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 204 - Conduct of Business

- a. A quorum of the Board of Trustees shall consist of a majority of the members of the Board.
- b. The Chairman shall preside over all regular and special meetings of the Board of Trustees. In the absence of the Chairman, the Vice-Chairman shall preside. In the absence of both the Chairman and the Vice-Chairman, 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. 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 205 - 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 The University of North Carolina at Chapel Hill.
- b. Within twenty days after each meeting of the Board of Trustees, the Secretary or Assistant Secretary shall transcribe the minutes of the meeting and mail a copy to each member of the Board.

Section 206 - Executive Session

By vote of a majority of the members present at any meeting of the Board of Trustees, the meeting may be closed to the public, subject to the requirements of State law concerning access to such meetings.

Section 207 - 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 in its committee structure or bylaws, notices of meetings and a copy of the minutes of all meetings.

ARTICLE III – POWERS AND DUTIES

Section 301 - General Powers and Duties

The Board of Trustees shall promote the sound development of The University of North Carolina at Chapel Hill 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 of North Carolina at Chapel Hill and shall also serve as advisor to the Chancellor concerning the management and development of the institution.

Section 302 – 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 with applicable provisions of State law, as are specified in said *Code* or as shall be defined and delegated by the Board of Governors.

The Board of Governors' Delegations of Duty and Authority to Boards of Trustees are attached hereto as Appendix 1 and are hereby incorporated by reference. [Amended November 21, 1997 – Amended July 1, 2003]

ARTICLE IV – AMENDMENT OF BYLAWS

Section 401 - 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 the Assistant Secretary and a copy has been mailed to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

ARTICLE V – SUBORDINATION TO UNIVERSITY CODE

Section 501 - Subordination to University Code

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

APPENDIX 1
DELEGATIONS OF DUTY AND AUTHORITY
TO BOARDS OF TRUSTEES

Pursuant to authority vested in it by the General Statutes, and consistent with the provisions of *The Code of the University of North Carolina*, the Board of Governors hereby delegates to the boards of trustees of the constituent institutions of the University of North Carolina the following duties and powers:

I. ACADEMIC AND ADMINISTRATIVE PERSONNEL

A. Appointment and Compensation

1. Upon recommendation of the chancellor, the board of trustees of a special responsibility constituent institution with management flexibility for personnel appointments shall, for all positions exempt from the State Personnel Act except the position of the chancellor, appoint, promote, and set the compensation for such employees consistent with the policies and salary ranges set by the Board of Governors and the regulations and guidelines established by the Office of the President.
2. Personnel actions at a constituent institution, other than a special responsibility constituent institution with management flexibility, shall be governed as follows:
 - a. With respect to all faculty positions with permanent tenure and all senior administrative positions, namely vice chancellors, provosts, deans and directors of major educational and public service activities, the chancellor, following consultation with the board of trustees, shall forward to the president recommendations with respect to such appointments, promotions, and compensation; if the president concurs in such recommendations, the president shall forward them to the Board of Governors for approval. Notwithstanding the requirements of this paragraph, a board of trustees may promote in rank a faculty member with permanent tenure, upon the recommendation of the chancellor, and without approval by the Board of Governors.
 - b. With respect to all faculty and administrative positions other than those identified in subparagraph 2a above, and other than those subject to the State Personnel Act, the chancellor shall forward the chancellor's recommendations for appointment, promotion and compensation to the board of trustees; subject to applicable provisions of the University Code 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.

B. Discharge or Suspension

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 effected 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 University Code, policies of the Board of Governors, or regulations of the board of trustees.

C. Personnel Policies

The board of trustees may adopt personnel policies not otherwise prescribed by state law, the University Code, or policies of the Board of Governors, for personnel in all categories of university employment. Policies adopted by a board of trustees regarding academic tenure and promotion shall be effective upon review by the senior vice president for academic affairs and the vice president and general counsel, and approved by the president.

D. Chancellor Selection

In the event of a vacancy in the chancellorship, the board of trustees shall establish a search committee composed of representatives of the board of trustees, the faculty, the student body and the alumni. Upon the establishment of the search committee, the chair of the board of trustees and the president shall jointly establish a budget and identify staff for the committee.

The search committee, through its chair, shall make a preliminary report to the president when the committee is preparing a schedule of interviews of those persons it considers to constitute the final list and from among whom it anticipates the trustees' nominees will be chosen, and the president will be given an opportunity to interview each of these candidates.

The board of trustees, following receipt of the report of the search committee, shall recommend at least two names for consideration by the president in designating a nominee for the chancellorship, for approval by the Board of Governors.

II. ACADEMIC PROGRAM

The board of trustees shall be responsible for ensuring the institution'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.

III. 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. Each institution also shall determine what grade a student will be assigned in a particular course. No appeals from these decisions are allowable to the president or to the Board of Governors. [7/1/03]

IV. 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 institution, subject to such policies as may be established by the Board of Governors.

V. BUDGET ADMINISTRATION

The board of trustees shall advise the chancellor with respect to the development of budget estimates for the institution and with respect to the execution and administration of the budget of the constituent institution, as approved by the General Assembly and the Board of Governors.

VI. PROPERTY AND BUILDINGS

The board of trustees of a constituent institution shall be responsible, subject to policies of the Board of Governors and all legal requirements relative to the construction of state-owned buildings, 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.

The board of trustees shall be responsible to the Board of Governors for preparing and maintaining a master plan for the physical development of the institution, consistent with the total academic and service mission of the institution as defined and approved by the Board of Governors.

Any proposal involving the acquisition or disposition by an institution of any interest in real property shall be recommended by the board of trustees to and must be approved by the Board of Governors; provided, that

- (a) if the proposal involves an interest in real property which is valued at less than \$50,000, the board of trustees 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;
- (b) if the proposal involves an interest in real property, the president may approve or execute leases with a value higher than \$50,000 up to \$150,000, and may approve or execute contracts to acquire real property with a value higher than \$50,000 up to \$250,000, without first obtaining approval of the Board of Governors; and
- (c) the Board of Governors, under circumstances which it considers appropriate and following notice from it to the board of trustees, may take action necessary to effect the acquisition or disposition of an interest in real property which is related to or which affects the institution, without receipt of a recommendation from the board of trustees.¹

VII. ENDOWMENTS AND TRUST FUNDS

Subject to applicable provisions of state law and to such terms and conditions as may be prescribed from time to time by the Board of Governors, each board of trustees 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, for the benefit of the individual constituent institution. [See G.S. 116-11(2); 116-12; 116-36; 116-36.1; 116-36.2; 116-36.3]

VIII. ADMISSIONS

Subject to such enrollment levels and minimum general criteria for admission as may be established for a constituent institution by the Board of Governors, each constituent institution of the University of North Carolina shall establish admissions policies and resolve individual admission questions for all schools and divisions within the institution. No appeal concerning an individual admission case shall lie beyond the institutional board of trustees.

IX. TUITION, FEES AND DEPOSITS

A. General Authority of Boards of Trustees

The boards of trustees of the constituent institutions shall 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, as have been approved by the Board of Governors. [See G.S. 116-11(7) and G.S. 116-143]

¹ By resolution adopted November 13, 1981, the Board of Governors elaborated upon this provision concerning the acquisition and disposition of interest in real estate. The resolution says, among other things, that the value of an interest in real estate shall, with respect to a lease, be deemed the annual rental thereof. Further, the resolution expressly authorizes the board of trustees to delegate to their respective chancellors the power to authorize for the institutions the acquisition or disposition by lease of institutions the acquisition or disposition by lease of interests in real estate valued at less than \$25,000, subject to any necessary approval from state officials and agencies.

B. Tuition and Fee Deposits

Each board of trustees shall require the payment of such advance deposits, at such times and under such conditions as it determines are appropriate or as may be required by state law or by the Board of Governors.

[See G.S. 116-143]

C. Application Fee

Each board of trustees shall require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required by state law or by the Board of Governors. [See G.S. 116-143]

D. Acceptance of Obligations in Lieu of Cash

Subject to policies prescribed by the Board of Governors, the boards of trustees shall 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. [See G.S. 116-143]

E. Fee Recommendations

Subject to policies prescribed by the Board of Governors, each board of trustees, in consultation with the chancellor, shall recommend to the president the amounts to be charged at the constituent institution for application, athletics, health services, student activities, educational and technology, retirement of debt incurred for capital improvements projects authorized by the General Assembly, course, and special fees. In carrying out this responsibility, each board of trustees and the chancellor shall ascertain that the benefits of the activity or service are commensurate with the recommended fee which is required to support the activity or service. Recommended fees should be consistent with the philosophy set forth in the North Carolina Constitution which states that the benefits of the University of North Carolina should be extended to the people of the state free of expense, as far as practicable.

X. STUDENT FINANCIAL AID

All scholarships and other forms of financial aid to students which are limited in their application to or are supported from sources generated by an individual campus shall be administered by the constituent institution pursuant to such regulations as may be prescribed by the board of trustees and subject to the terms of any applicable laws and to policies of the Board of Governors.

XI. STUDENT SERVICES

Each board of trustees, 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 at the institution, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

XII. STUDENT ACTIVITIES AND GOVERNMENT

Under such policies as may be prescribed by the Board of Governors and the board of trustees, the chancellor shall be responsible for the regulation and approval of organized, institutionally-recognized student activities, the definition of roles and functions of any institutionally-recognized system of student self-government and student participation in the governance of any aspect of the institutional programs and services. No appeal concerning such activities are allowable to the president or to the Board of Governors. [7/1/03]

XIII. INTERCOLLEGIATE ATHLETICS

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

XIV. TRAFFIC AND PARKING REGULATIONS²

XV. CAMPUS SECURITY

Subject to applicable provisions of state law and such policies as may be adopted by the Board of Governors or the board of trustees, the chancellor shall be responsible for the maintenance of campus security.

XVI. AUXILIARY ENTERPRISES, UTILITIES AND MISCELLANEOUS FACILITIES

Pursuant to applicable provisions of state law and policies of the Board of Governors, the boards of trustees of affected constituent institutions shall have authority and responsibility for the adoption of policies applicable to and the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities [See G.S. 116-35], and child development centers [See G.S. 116-38].

² Legislation adopted by the 1973 session of the General Assembly, on recommendation of the Board of Governors, gave the boards of trustees broad authority in this area and superseded the authority originally granted in this paragraph; hence it is omitted here. [See G.S. 116-44.3 et seq.]