

**Bylaws of the Board of Trustees
for
Troy University**

PREAMBLE

The “Board of Trustees” of Troy University operates under the authority granted by Section 16-56 of the *Alabama Code* as amended by Act Number 97-586 of the Alabama Legislature. By virtue of this statute, the Board of Trustees has full management and control over Troy University. In order to manage and control Troy University more effectively, in order to provide for a definitive, orderly form of governance, and in order to secure and continue a responsive, progressive, and superior institution of higher learning, the Board of Trustees does promulgate and adopt these Bylaws, replacing all bylaws heretofore adopted by this Board.

ARTICLE I

The Board of Trustees

The entire management and control over the activities, affairs, operations, business, and property of Troy University shall be completely and absolutely vested in the Board of Trustees of Troy University (hereinafter referred to as the “Board”); however, upon general or specific authorization or delegation made or provided for in these Bylaws or other action approved by the full Board, the

Board may exercise its management and control by and through such officers, officials, committees, and agents as it may deem fit and proper.

The composition of the Board and the terms of office of Board members shall be in compliance with Section 16-56 of the *Alabama Code* as amended by Act Number 97-586 of the Alabama Legislature. Failure to attend board meetings or failure to participate in board meetings in good faith may constitute grounds for the full board to request the resignation of a board member. Such an action would require a three-fourths vote of the entire board. All other state laws pertinent to the removal of public officials shall apply to the members of the Board.

In exercise of its management and control of Troy University, the Board recognizes that it must determine major University policies, review existing policies, define the mission, role, and scope of the University and provide ultimate accountability to the public and political bodies of Alabama. It is incumbent on board members to recognize that their authority is of a collective nature and is not derived from their individual status. While the Board determines broad policy issues, it delegates implementation of policy and all administrative matters to the Chancellor of Troy University. In carrying out these responsibilities, the

Chancellor may consult with other officers of the University, faculty, and staff as deemed prudent and appropriate to a university community.

Within these fundamental responsibilities, the Board shall act on recommendations brought by the Chancellor in the following areas:

1. Regulations, alterations, or modifications of the governance of The University;
2. Policies and goals of the University;
3. Academic plans, including new programs and new units, and major modification in existing programs and units;
4. Levying of tuition, fees, and charges;
5. Student admission and retention policies;
6. Requests for legislative appropriations;
7. Annual budgets;
8. All loans, borrowing, and issuance of bonds;
9. Compensation policies for faculty and staff;
10. Campus master plans, facilities development programs, and capital development programs;

11. The transfer and sale of real property and plans to ensure that all properties of the University are preserved and maintained;
12. Objectives, policies, and practices which provide for effective and prudent management, control, and preservation of the investment assets of the University;
13. Such other policies that are in the best interest of the operation and advancement of the University.

ARTICLE II

Meetings of the Board of Trustees

Section 1. Annual Meetings. The Board shall hold its annual regular meeting each year on the Troy Campus on or about the date scheduled for spring term graduation unless the Board shall, during a regular or special session, determine to hold its annual meeting at some other time and place.

Section 2. Regular Meetings. In addition to the annual meeting, the Board may, during the annual meeting or during a regular meeting, set dates, times, and locations for one or more regular meetings to be held in the upcoming year.

Section 3. Special Meetings. Special meetings of the Board may be assembled by either of the following methods:

- (1) Special meetings of the Board may be called by the Governor or by the President *Pro Tempore*. In calling special meetings, the Governor or the President *Pro Tempore* shall mail a written notice to each trustee at least ten days in advance of the date of the meeting.
- (2) Upon the application in writing of any three members of the Board, the Governor or the President *Pro Tempore* shall call a special meeting, naming the time and location and causing notice to be issued in writing to all the members of the Board.

Section 4. Notice and Information. All meetings of the Board and committees require a minimum of ten days' notice to the membership. All information needed to transact the business of the Board shall be provided to the Board ten days in advance of the meeting. Additionally, public notice of all meetings of the Board of Trustees shall be appropriately posted in accordance with the Alabama Open Meeting Act.

Section 5. Quorum. Seven members of the Board shall constitute a quorum, but a smaller number may adjourn from day-to-day until a quorum is present. A

quorum may be assembled in person or through electronic communications that permit complete auditory access to the proceedings of the Board; however, no more than two members may participate through electronic communications.

Section 6. Majority. Matters brought before the Board shall be decided on the basis of a majority vote unless otherwise provided for in the Bylaws; that is, approval of issues must be registered by more than half of the members present and voting on the particular issue in a properly called meeting for which a quorum is present.

Section 7. Minutes. Minutes of all meetings of the Board shall be prepared and distributed to all members of the Board by the Chancellor, who is the secretary of the Board. Upon approval of the minutes by the secretary and the officer presiding over the meeting, such minutes shall be recorded in substantially bound books retained by the Secretary. The Chancellor may designate an assistant to assist in the performance of the secretarial responsibilities.

Section 8. Executive Session. All meetings of the Board of Trustees shall be open to the public except when the Board may go into executive session (in accordance with prevailing laws of the State of Alabama). Formal official action

by the Board resulting from discussion in executive session shall be made a part of the official minutes of the Board.

Section 9. Public Admission to Meetings of the Board. All meetings of the Board and its committees (except executive sessions) shall be open to the public. All persons in attendance at an open meeting can record the meeting but the recording cannot disrupt the conduct of the meeting.

Section 10. Agenda. The Chancellor, in the role of Secretary to the Board and in coordination with the President *Pro Tempore*, shall prepare and mail to each member of the Board an agenda with supporting materials for each meeting of the Board at least ten days prior to the time of the meeting. Three-fourths of the members present and voting shall be required to bring up for consideration by the Board, in any given meeting, any item not included on the agenda mailed to the membership prior to the meeting. The order of business at all regular and special meetings of the Board shall be as follows:

- Call to order
- Roll call
- Approval of the minutes of the prior meeting
- Correspondence

- Committee Reports
- Old business
- New business
- Elections
- Adjournment

Section 11. Rules of Order. Business at all meetings of the Board shall be conducted in conformity with *Robert's Rules of Order*, unless specifically stated otherwise by action of the Board.

ARTICLE III

Officers

The Board shall have the following officers and any other officer it may from time to time elect. Such officers shall have the power and shall perform the duties as are set forth herein, together with those which may be authorized and delegated by the Board from time to time, and the usual and customary powers and duties which are incident to the office.

Section 1. President of the Board. The Governor of the State of Alabama shall be *ex officio* President of the Board. When in attendance at a meeting, the

Governor shall preside and may call special meetings of the Board upon the conditions herein before described.

Section 2. President Pro Tempore. In the absence of the Governor, the President *Pro Tempore* shall preside at all Board meetings. The President *Pro Tempore* appoints chairs and vice chairs and members of the Board's standing committees and any *ad hoc* committees authorized by the Board. The President *Pro Tempore* shall fill vacancies which may occur on such committees and has the authority to replace and/or reassign committee chairs and committee members at his or her discretion.

Section 3. Vice President Pro Tempore. The Vice President *Pro Tempore* shall be elected by and from the membership of the Board. He shall serve as the presiding officer of the Board in the absence of the President and the President *Pro Tempore*. The Vice President *Pro Tempore* shall serve as chair of the Academic Affairs Committee.

Section 4. Secretary. The Chancellor of Troy University shall serve the Board *ex officio* as the Secretary in a non-voting capacity. The Secretary shall cause notice of meetings of the Board and its committees to be given to the

members thereof; shall prepare and distribute the agenda; shall attend all Board and committee meetings; and shall make, record, and retain complete records and minutes of all official actions of the Board.

Section 5. Election of Officers. The President of the Board and the Secretary of the Board shall hold their appointments by their elected and appointed positions respectively. The President *Pro Tempore* and Vice President *Pro Tempore* shall be elected by and from the members of the Board to serve a term of four years and until their successors shall have been elected. The first election under these Bylaws shall occur at the October 2003 Board meeting and subsequently at the summer meeting in 2007 and at the summer meeting every four years thereafter. Board members shall assume office upon their election. Board members may be elected to an office for no more than two consecutive terms, but may serve again after four years have elapsed from serving in that office. A majority vote shall be required for elected officers. If no nominee receives a majority, then the two nominees receiving the greatest number of votes shall be subjected to a run-off election. Elections shall be by open balloting.

ARTICLE IV

Committees

The President *Pro Tempore*, in consultation with the Chancellor, shall appoint all committees and the respective chairs of each committee except as otherwise designated by these bylaws. The terms of service of committee members and chairs shall be subject to the pleasure of the President *Pro Tempore*, unless specifically stated otherwise by action of the Board.

The Secretary of the Board shall be an *ex officio* member of all committees and shall provide staff support to committees as necessary. Committees of the Board shall make recommendations to the full Board and may not take any official actions on behalf of the full Board unless specifically authorized by the full Board. Minutes of each committee meeting shall be maintained as designated by the Secretary. The Board shall have the following standing committees:

Section 1. Executive Committee. The Executive Committee shall be comprised of the President *Pro Tempore*, the Vice President *Pro Tempore*, and the Chairman of the Finance Committee. The President *Pro Tempore* shall chair the Executive Committee. The Executive Committee shall work for the advancement of The University and take actions necessary to ensure a good relationship with the

university administration, faculty, students, and alumni. Personnel policies shall be recommended to the Board and monitored by this committee.

Section 2. Finance Committee. The Finance Committee shall review the annual budget for Troy University and make recommendations to the full Board regarding the annual budget. It also shall work with the administration for recommending Board issues and review other financial policies, issues, and transactions for Board approval.

Section 3. Academic Affairs Committee. This committee shall periodically review curricula, courses of study, program offerings, viability, faculty personnel policies, accreditation, and the general soundness of academic disciplines and shall make such recommendations on these matters as it deems necessary to the full Board. This committee shall recommend to the full Board candidates for the honorary doctorate.

Section 4. Athletics Policy Committee. This committee shall be responsible for recommending Board policies relating to intercollegiate athletics competition for Troy University, consistent with rules and guidelines issued by the National Collegiate Athletics Association (NCAA). This committee shall work to achieve

excellence in athletics along with promoting sound academic performance by student athletes. This committee will promote participation in and support of the Troy University athletics program by all campuses of Troy University.

ARTICLE V

Amendments

These bylaws may be amended at any regular meeting of the Board by a majority vote of the Board.