

RADFORD UNIVERSITY BOARD OF VISITORS BYLAWS

PREAMBLE

The Board of Visitors of Radford University (“the Board”) adopts these Bylaws to provide for the orderly, consistent and efficient conduct of its business as the governing body of Radford University (“the University”).

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of the University. Much of this authority necessarily is delegated to the President, who serves as the agent of the Board and as Chief Executive Officer of the University.

It is acknowledged and understood that the University and the Board are at all times subject to the control and legislative enactments of the General Assembly of the Commonwealth of Virginia.

Article I - The Board of Visitors

Section 1 - Legal Status, Composition, and General Operation

A. Legal Status and Composition. The Board of Visitors of Radford University is created by Va. Code § 23-155.1. Membership of the Board, method and terms of appointment, and the method of filling vacancies are provided by statute (Va. Code § 23-155.1 *et seq.*).

B. General Operations. The Board is required by law to, and does:

1. Strive to be transparent in its operations, and operate entirely openly to the extent required by law.
2. Comply with the Commonwealth of Virginia’s Freedom of Information Act (Code of VA. §2.2-3700, *et seq.*), including but not limited to the following:
 - a. Record minutes of each open meeting and post the minutes on the Board’s website in accordance with subsection 1 of §2.2-3707 and §2.2-3707.1;
 - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 in open meeting;

- c. Give public notice of all meetings in accordance with subsection C of §2.2-3707; and
 - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect in accordance with subsection B of §2.2-3711.
3. Notify and invite the Attorney General's appointee or representative (the legal counsel of the institution) to all meetings of the Board, Executive Committee, and other Board committees.

C. Annual Executive Summary. The Board is required by statute to submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. This report shall be submitted in accordance with procedures stipulated by law.

Section 2 – Powers and Responsibilities

Responsibilities of the Board include, but are not limited to, the following:

1. Control and expend funds of the University;
2. Establish fees, tuition, and other charges imposed on students;
3. Approve the University's budgets;
4. Appoint the President of the University;
5. Approve the strategic plans of the University;
6. Confer degrees;
7. Promote the purpose and mission of the University;
8. Adopt rules and regulations for governing employment and employees, and approve promotions, tenure, salaries of employees;
9. Name buildings and other major facilities;
10. Approve certain real property transactions; and
11. Adopt rules and regulations governing student conduct.

Section 3 – Meetings

A. Regular Meetings. The Board meets in regular session four times each fiscal year, on dates established by the Board. The first meeting following July 1 each year is designated as the “annual meeting” of the Board.

B. Special Meetings. Special meetings may be called by the Rector or upon the request of any five voting members of the Board. Requests for a special meeting must be submitted to the Secretary to the Board (“Secretary”), who has the ministerial responsibility for making arrangements for the special meeting.

C. Notice. Notice of meetings must be published and provided to the Board and the public by the Secretary in accordance with these Bylaws and state law.

D. Quorum and Votes. A simple majority of the Board constitutes a quorum. Unless otherwise required by statute, actions of the Board are taken by simple majority of those present and voting.

E. Agenda. The draft agenda for each meeting is to be prepared by the President or the President’s designee, and approved by the Rector. Matters that any member requests to be placed on the agenda should be brought to the attention of the President as far in advance of the meeting as possible. The President may assign a matter to the chair of the appropriate committee of the Board for review prior to placement on the Board agenda. The agenda and other meeting materials are to be made public as required by law, and delivered to each member of the Board as far in advance of the meeting as feasible.

Matters which arise after publication of the agenda may be placed on the agenda at the President's discretion, after consultation with the Rector, or by the Board’s amendment of the agenda.

The first order of business at every meeting is approval of the agenda. Proposed amendments to the agenda may be considered at that time.

Section 4 – Officers

A. Officers. The officers of the Board are Rector and Vice Rector.

B. Election and Terms. The officers are elected by the Board at the annual meeting of the Board and shall serve a term of one year.

- 1. Nominating Committee.** The Governance, Administration and Athletics Committee acts as the Nominating Committee for officers of the Board. The Committee is to call for nominations from members of the Board annually, following the last regular meeting of the Board. Nominations from members are to be submitted in writing to the Chair no later than ten days after that call. The Committee will meet prior to the annual meeting to determine which nominations will be presented to the Board. The Committee may offer more than one nominee for an office.
- 2. Nominations from the Floor.** Nominations from the floor will be taken.
- 3. Term.** Newly elected officers assume office immediately upon their election. Each officer holds office for a term of one year or until the successor is elected. Officers may serve up to two consecutive terms; however, there is no limitation on the number of non-consecutive terms an officer may serve. In the event the Vice Rector assumes the office of Rector for a period of 180 days or more, that period will count as a full term.

C. Rector. The Rector is charged with promoting a level of interest, involvement and activity among the members of the Board as will best contribute to (1) the establishment of proper policies, (2) wise planning, (3) intelligent and considerate observance of the rights of the faculty, administration, staff, and student body, and (4) the maintenance of the independence of the Board, all of which will enhance the future welfare of the University.

Specific responsibilities include presiding at Board meetings; appointing all committees, unless otherwise provided in the Bylaws or directed by the Board; acting as the Board's primary spokesperson or representative; and performing such other duties as are generally expected of the presiding officer or are imposed by statute, Bylaws, or action of the Board.

D. Vice Rector. If the Rector is temporarily absent or unavailable, the Vice Rector presides over meetings and assumes all powers, duties and functions of the Rector. In the event of the death, permanent disability or resignation of the Rector, or should the Rector become otherwise permanently unable to perform the duties and functions of the office, the Vice Rector will become Rector for the remainder of the term, and a new Vice Rector will be elected.

Section 5 -- Advisory Representatives

A. Appointments. The Board is to appoint one faculty member and one student as non-voting, advisory representatives to the Board. Representatives are appointed at the last regular meeting of the fiscal year, and serve one-year terms beginning with the annual meeting of the Board.

The faculty representative shall be the President of the Radford University Faculty Senate (Faculty Senate President), provided that said individual shall serve no more than two consecutive terms as faculty representative to the Board of Visitors. If the same individual shall serve more than two consecutive terms as Faculty Senate President, the faculty representative to the Board shall be appointed from a list of three faculty members submitted by the Faculty Senate.

Student representatives are appointed from a list of three students submitted by the President after consultation with the Student Government Association and appropriate members of the administration.

B. Responsibilities. Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are expected to participate in all public meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda items for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.

Section 6 - Committees

A. Executive Committee. The Executive Committee is comprised of the Rector, the Vice Rector, and the chairs of the standing committees. The Rector serves as Chair of the Committee.

1. The Executive Committee is authorized and required to:
 - a. Develop and recommend to the Board a statement of governance setting forth the Board's role;
 - b. Periodically review the Board's Bylaws and recommend amendments;

- c. Provide advice to the Board on committee structure, appointments, and meetings;
 - d. Develop an orientation and continuing education process for Board members that includes training on the Virginia Freedom of Information Act;
 - e. Create, monitor, oversee, and review compliance by Board members with the University's Code of Ethics, adopted August 23, 2007, which Code is equally applicable to Board members as well as other members of the University community;
 - f. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.
2. Additionally, the Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the Board whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct.

A simple majority constitutes a quorum. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained.

The Secretary to the Board is to inform promptly all members of the Board of any action taken by the Executive Committee. The Rector is to report actions taken by the Executive Committee at the next full meeting of the Board.

B. Standing Committees. Each standing committee is comprised of the Rector and Vice Rector plus not fewer than three additional Board members appointed by the Rector during or after the annual meeting. The Rector designates the chair and vice-chair of each committee and, on recommendation of the President, appoints an administrative assistant to staff each committee.

A simple majority of the members of a committee constitutes a quorum. In the event that quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an *ad hoc* and temporary basis in order that a quorum may be attained.

Matters may be referred to standing committees by the President, the President's designee, the Rector, or the full Board. In addition to the specific responsibilities

provided by these Bylaws, the standing committees shall have any other duties and responsibilities assigned by the Board or the Rector.

The standing committees are:

1. **Business Affairs and Audit.** This committee is generally responsible for reviewing and recommending action to the Board regarding the financial and business affairs of the University, including but not limited to, capital projects, grants, contracts, the conferring of meritorious awards and honorary degrees, and the naming of facilities. This committee also oversees the internal audit function of the University; receives the annual financial audit report of the Auditor of Public Accounts; and performs studies of financial matters as directed by the Board.
2. **Student Affairs.** This committee is generally responsible for reviewing and recommending action to the Board on matters pertaining to students, including but not limited to, student support services and activities, student health and safety, student conduct and disciplinary standards, residential life, student organizations and activities, and the general quality of student life.
3. **Academic Affairs.** This committee is generally responsible for reviewing and recommending action to the Board on matters regarding the University's academic mission, purpose, plans, and programs, including, but not limited to the creation or elimination of academic programs and of colleges and schools within the University; faculty appointments, and the policies and procedures governing the award of tenure; academic standards and policies for student admissions, progression and graduation; faculty appeals of negative tenure decisions, and consideration of appeals of employment decisions (other than tenure denial) affecting faculty and recommendations as to whether appeals should be heard by the Board, or whether the administration's decision should stand without Board review.
4. **Governance, Administration and Athletics.** This committee is generally responsible for considering and recommending action to the Board on policy matters pertaining to the administrative operations of the University, including personnel matters, and shall advise and consult with the President of the University on matters of human resources policy in regard to classified employees, university staff and other non-instructional faculty members employed by the University. The committee shall also conduct an annual evaluation of the President as required by these Bylaws in a closed meeting and present its findings and recommendations to the Board. This committee is responsible for reviewing recommendations and offering motions to the Board

on matters and policies pertinent to the Division of Information Technology including implementation of new technologies and systems affecting the University's computer systems, websites and telephone systems. This committee is also responsible for reviewing recommendations and offering motions to the Board on matters pertaining to all aspects of University intercollegiate athletics including, but not limited to, recruitment of personnel, development of new athletic programs, and maintenance and/or construction of athletic facilities.

5. Advancement and Alumni Relations, and Communications and Marketing.

This committee is generally responsible for oversight of programs that promote private donations for, and alumni support of, the University, including related activities undertaken by the University directly and by affiliated foundations on the University's behalf. It also oversees the University's public and community relations programs, which are designed to enhance the University's stature and reputation, and its efforts to publicly disseminate news about the University.

C. Special Committees. Special or *ad hoc* committees are established by the Board or the Rector for an expressed purpose and limited duration. Special committees may have no fewer than four members appointed by the Rector, who may change the membership at any time. The Rector designates the Chair of special committees.

Section 7 – Policies and Procedures

Subject to state law and these Bylaws, the Board may adopt rules and regulations and may establish specific policies or procedures for the operation of the University and, to the extent not inconsistent with these Bylaws, for the Board's own governance. All such policies and procedures in existence on the date of the adoption of these Bylaws, and all policies and procedures subsequently adopted by the Board must be published and are binding on all affected university constituents. The President shall be responsible for the publication and implementation of all policies and procedures of the Board.

Article II -- Employees

Section 1 – The President

The President serves at the pleasure of the Board of Visitors or pursuant to contract with the Board.

The President is the Chief Executive Officer of the University and oversees the overall operation of the University. The President is expected to provide leadership to the

University community in the development of its mission and programs. The President directs the University's administration, faculty and staff, and oversees the financial affairs of the University and the use and maintenance of its physical facilities. The President supports the fund-raising and advancement efforts of public and private entities on behalf of the University and serves as the University's representative and official spokesperson. The President must act in accord with the policies and direction of the Board. The President must perform the duties and exercise the authority of the office in accordance with all applicable federal and state laws and regulations.

The President may delegate specific duties, in whole or in part, to other employees of the University. However, the President remains responsible for the performance of the delegate as to all matters within the President's authority.

The Board shall meet with the President, at least annually, in a closed meeting, and deliver an evaluation of the President's performance. A preliminary evaluation report is to be submitted by the Governance, Administration and Athletics Committee to the Board, which report serves as the initial basis for the Board's review and evaluation. Objectives for the coming year will also be presented to the Board by the President at the time of the evaluation.

Any changes to the President's contract shall be made only by vote of a majority of all members of the Board.

Section 2 – Provost, Vice Presidents, Vice Provosts, and Direct Reports to the President

The Provost, Vice Presidents, Vice Provosts, and all direct reports to the President are selected by the President, subject to approval by the Board, and serve at the pleasure of the President, or upon such other terms as agreed by the employee, the President, and the Board.

Section 3 – University Auditor

The University Auditor is responsible for the University's internal audit function, which provides independent appraisals and reviews of University operations. The University Auditor is administratively responsible to the President, but is functionally accountable to the Board of Visitors. The University Auditor is appointed by, and reports to, the Board or a Board committee, as directed by the Board. In addition to the general responsibilities of the position, the University Auditor performs such duties incidental to the office as assigned by the Board or the President.

Article III -- Miscellaneous

Section 1 - Suspension or Amendment of Bylaws

These Bylaws may be suspended or amended in whole or in part at any meeting of the Board of Visitors.

Section 2 - Parliamentary Authority

Unless otherwise specified by these Bylaws, all Board and committee meetings, actions, and rulings will be guided by the most current edition of *Robert's Rules of Order Newly Revised (most recent edition)*.