

RADFORD UNIVERSITY BOARD OF VISITORS

BY-LAWS

ARTICLE I

Section 1 – Legal Status and Composition

The Board of Visitors of Radford University is a public corporation created by Virginia Code Section [23-155.1](#). Its members are appointed and serve pursuant to state statute and its duties and authority are set out and defined thereby.

The Board of Visitors as constituted in accord with Code Section [23-155.1](#) may either in accord with other statutory requirements or at its own discretion add non-voting, advisory members. Section 7 of Article 1 of these by-Laws shall govern the appointment, responsibilities, duties, and limitations of non-voting, advisory members of the Board of Visitors.

Section 2 – The Board of Visitors

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

Following are examples of the responsibilities of the Board of Visitors; however, this list is not intended to be exclusive:

1. Control and expend the funds of the University.
2. Establish fees, tuition, and other charges imposed by the University 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. Approve promotions, tenure, salaries of individuals.
9. Name buildings and other major facilities on campus.
10. Approve real property transactions.

Section 3 – Meetings

The Board of Visitors shall meet in regular session four times yearly, with the exact times and dates left to the discretion of the Board of Visitors. The third meeting of each calendar year, generally held in August, shall be considered the first meeting of the year and is hereby designated as the "annual meeting of the Board of Visitors."

Special meetings may be called by the Rector and, in the absence or disability of the Rector, by the Vice Rector. Special meetings shall also be called upon the request of any five or more

members of the Board of Visitors. Requests for a special meeting shall be submitted to the Secretary to the Board of Visitors, who shall have the ministerial responsibility for arranging such meeting and providing all required notice of such special meeting.

Notice of all meetings shall be published and provided by the Secretary to the Board of Visitors in accordance with state law. Individual members of the Board of Visitors may waive notice of time, place or purpose of any regular or special meeting of the Board of Visitors, except that of the annual meeting, by telephone, telegram, fax, e-mail, or letter, and attendance at any such meeting shall be deemed a waiver of required notice.

At all meetings conducted pursuant to these by-laws a simple majority of the membership of the Board of Visitors shall constitute a quorum for the transaction of business.

All meetings of the Board of Visitors shall be conducted in compliance with the Virginia Freedom of Information Act. Minutes of all public sessions of all meetings of the Board of Visitors shall be taken and maintained by the Secretary to the Board of Visitors as required by state law.

The agenda for each Board of Visitors meeting shall be prepared by the President or the President's designee, made public as required by law and delivered to each member of the Board of Visitors at least two weeks in advance of each meeting. The first order of business at every meeting of the Board of Visitors shall be the approval of the agenda for the meeting. Proposed amendments to the agenda may be considered at that time.

Matters to be placed on the Board of Visitors' agenda shall be brought to the attention of the President at least thirty days in advance of the meeting at which the matter needs to be considered. The President shall assign each matter to an appropriate committee of the Board of Visitors for review and presentation to the Board of Visitors at its next scheduled meeting. Matters which arise within thirty days prior to each meeting may be placed on the agenda at the President's discretion, after consultation with the Rector or by the Board of Visitors' amendment of the agenda.

Section 4 – Officers

The officers of the Board of Visitors shall be a Rector and a Vice Rector. The officers shall be elected by the Board of Visitors at the annual meeting of the Board of Visitors. Each officer shall hold office for a term of one year and may serve up to two consecutive terms. This is intended to serve as a limit to consecutive terms only, not total number of terms in a lifetime. In the event that the Vice Rector must take over the office of Rector for a period of 180 days or more, this shall count as a full term.

In case of the absence of the Rector or his or her temporary inability to discharge the duties of the office, the Vice Rector shall perform the duties of the Rector. In the case of the death, disability or resignation of the Rector, the Vice Rector shall serve as Rector for the remainder of the term and the Board of Visitors shall, at its next regularly scheduled meeting, elect a new Vice Rector.

In the case that the terms of service on the Board of Visitors of the Rector and Vice Rector expire prior to the election of new officers, the Rector, at the last meeting of the Board of Visitors prior to the expiration of his or her term of service, shall designate a member of the Board of Visitors to preside over the election of new officers at the annual meeting of the Board of Visitors and, immediately upon the election of a new Rector at that meeting, the duties of the designated member shall end and the new Rector exercise the duties of the office.

A Secretary to the Board of Visitors, not an officer or member of the Board of Visitors, shall be assigned by the President.

Section 5 – Nominating Committee and Election of Officers

The Rector shall appoint a Nominating Committee, comprised of no fewer than three members of the Board of Visitors, and shall name the Chair of the Committee, at the last regular meeting of the Board of Visitors.

The Chair of the Nominating Committee shall convene the committee no later than two weeks following the announcement of any new appointments to the Board of Visitors by the Governor.

The Nominating Committee shall post a call for nominations from the Board of Visitors no later than one week following the committee's first meeting. Nominations shall be submitted in writing to the Chair of the Nominating Committee and shall be due no later than ten days following the date of the call for nominations. The Nominating Committee shall meet at least ten days prior to the annual meeting of the Board of Visitors to determine the nominations which will be presented to the Board of Visitors at that meeting. The Chair of the Nominating Committee shall subsequently send notice of the Committee's nominations to all members of the Board of Visitors at least one week prior to the annual meeting.

The election of officers from among those nominated by the Nominating Committee shall take place at the annual meeting of the Board of Visitors. Except in the case where the Rector and Vice Rector are no longer members of the Board of Visitors and the outgoing Rector has designated a member to preside over elections, newly elected officers shall assume office immediately following their election.

Section 6 – Other Committees

6A. Executive Committee

The Rector, the Vice Rector, and the chairs of the standing committees shall serve as voting members of the Executive Committee. The President shall be an ex-officio, non-voting member of the Executive Committee. The Rector shall serve as the chair of the Executive Committee.

The Executive Committee shall convene and exercise the power and authority of the Board of Visitors where, between meetings of the Board of Visitors, circumstances necessitate immediate action to address matters of an urgent or emergency nature or as the Board of Visitors may otherwise direct.

A simple majority of the voting members of the Executive Committee shall constitute a quorum for the purpose of conducting the Committee's business.

In the event that a quorum is not present at a meeting of the Executive Committee, other members of the Board of Visitors may be appointed to the Executive Committee by the Rector on an *ad hoc* and temporary basis in order that a quorum may be constituted for that meeting.

The Secretary to the Board of Visitors shall promptly inform all members of the Board of Visitors of any action taken by the Executive Committee. The Secretary to the Board of Visitors shall also give a report of the actions taken by the Executive Committee at the next full meeting of the Board of Visitors.

6B. Standing Committees

Immediately following the election of the Rector, the new Rector shall appoint the following standing committees:

1. Business Affairs, Planning and University Advancement – The Business Affairs, Planning and University Advancement is generally responsible for reviewing recommendations and offering motions to the Board of Visitors on the financial and business affairs of the University. This committee shall serve as the audit committee of the Board of Visitors, overseeing the internal audit function and receiving the annual financial audit report of the Auditor of Public Accounts; and perform such studies of financial matters as the Board of Visitors may request. This committee will review recommendations and offer motions to the Board of Visitors on matters and policies pertinent to university development, including fund raising, alumni relations, public relations and publications, grants, contracts, the conferring of meritorious awards and honorary degrees and the naming of programs and/or facilities in memoriam.
2. Student Affairs and Athletics – The Student Affairs and Athletics Committee is responsible for reviewing recommendations and offering motions to the Board of Visitors on matters and policies pertaining to students, including but not limited to student recruitment and support services and activities, and scholarships and financial aid, student health and safety, student conduct and disciplinary standards, residential life, student organizations and activities, and the general quality of student life.. This committee is also responsible for reviewing recommendations and offering motions to the Board of Visitors on matters and policies pertinent to all aspects of university athletics, both intramural and intercollegiate, including but not limited to recruitment of athletes and personnel, scholarships, development of new athletic programs, and athletic facilities.
3. Academic Affairs and Research – The Academic Affairs and Research Committee is generally responsible for reviewing recommendations and offering motions to the Board of Visitors on the academic mission, purpose, plans and regular and special academic programs of the University; faculty appointments, and the policies and procedures governing the award of tenure; and academic standards and policies for student admissions, progression and graduation. This committee shall review faculty requests for appeal of negative tenure decisions and recommend to the Board of Visitors whether or

not an appeal of an employment decision should be granted by the Board of Visitors. If such an appeal is recommended and subsequently granted by the Board of Visitors, it shall be heard by the full Board of Visitors. This Committee is also generally responsible for, personnel matters regarding non-teaching positions. This committee is generally responsible for reviewing and offering motions to the Board of Visitors on matter and policies pertaining to strategic and long-range planning, institutional research, assessment, and sponsored programs and grants, including required institutional effectiveness and progress reports to the Governor, the Secretary of Education, and the Director of the State Council of Higher Education.

Each of the Board of Visitors' three standing committees shall consist of a minimum of three voting members, not including ex-officio members. The Rector shall designate the chair of each committee and the President shall assign an administrative officer to staff each committee. Each committee chair shall hold office for a term of one year and may serve up to two consecutive terms. This is intended to serve as a limit to consecutive terms only, not total number of terms in a lifetime. The Rector and Vice Rector shall be ex-officio, voting members of each standing committee. The President shall be an ex-officio, non-voting member of each standing committee.

A simple majority of the members of any standing committee shall constitute a quorum for the purpose of conducting the committee's business. In the event that a quorum is not present at a meeting of a standing committee, other members of the Board of Visitors may be appointed to the committee by the Rector, on an *ad hoc* basis, in order that a quorum may be constituted for that meeting. Members of standing committees shall be appointed for a term of one year and may be eligible for reappointment.

Matters may be referred or presented to standing committees by the President, the President's designee, the Rector, or the full Board of Visitors. In addition to the general statements of responsibility contained in these by-laws, the standing committees shall have other such duties and responsibilities as may be assigned to them by the full Board of Visitors or by the Rector.

6C. Special Committees

Special or *ad hoc* committees may be constituted at any time, either by action of the Board of Visitors or at the direction of the Rector. Special committees shall consist of no fewer than two members appointed by the Rector. The Rector shall designate a chair and shall also have the power to change the membership at any time. Special committees shall be constituted for a limited duration and purpose. The limited purpose, specific duties and time period over which each special committee is expected to exist and perform its functions, shall be expressly set out by the Board of Visitors or the Rector upon creation of the committee. The resolution of the Board of Visitors or the direction of the Rector shall also specify the occasion upon which the special committee shall make its formal report to the Board of Visitors.

Section 7 – Non-voting, Advisory Members of the Board of Visitors

The Board of Visitors shall appoint all non-voting, advisory members. The terms of office for all non-voting, advisory members shall be one year, beginning with the annual meeting of the Board of Visitors. Non-voting, advisory members of the Board of Visitors may be reappointed.

In keeping with the Code of Virginia, [23-9.2:4.1](#), enacted in 2004, the boards of visitors of four-year public institutions of higher education, including Radford University, may appoint one or more non-voting, advisory faculty representative to their respective boards.

7A. Appointment Process

Faculty representatives to the Boards of Visitors shall be chosen from those persons elected by the faculty senate. Such representatives shall be appointed to serve terms of not less than one 12-month period, which is coterminous with the Radford University's fiscal year, or for terms mutually agreed to by the Board of Visitors and the faculty senate. The Board of Visitors may exclude the faculty representative from discussions of faculty grievances, faculty or staff disciplinary matters, salaries, or other matters, at their discretion.

In the case of student representation on the Board of Visitors, the President may consult with Internal Governance bodies, such as the Student Government Association, and solicit from them potential nominees. The President may also consult with Vice Presidents and solicit from them potential nominees.

The President shall request from the Faculty Senate names of at least three candidates for the position of faculty non-voting, advisory member of the Board of Visitors. The President shall transmit the nominees to the Board of Visitors at the spring meeting of the Board of Visitors, a meeting that is usually held in May prior to Commencement. The slate(s) of nominees and all materials about each nominee shall be sent to the members of the Board of Visitors in advance of that meeting.

At the spring meeting of the Board of Visitors, the members of the Board of Visitors shall elect from the nominees the non-voting, advisory member(s).

Election of a non-voting, advisory member shall require at least a two-thirds vote of the quorum of the voting members of the Board of Visitors. In the event that no nominee for a non-voting, advisory position receives a two-thirds vote of the quorum of the voting members of the Board of Visitors, that position shall remain vacant. The President shall, in turn, be instructed to develop another slate of nominees and submit those nominees at the next meeting of the Board of Visitors. If during the subsequent meeting of the Board of Visitors no nominee for that non-voting, advisory position receives the necessary vote to be seated, that non-voting, advisory position shall remain vacant for the remainder of that academic year.

7B. Responsibilities, Duties, and Limitations of Non-voting, Advisory Members

Non-voting, advisory members of the Board of Visitors have the responsibility to support the best interests of Radford University and to work with regularly appointed members of the Board of Visitors for the continuing operation and development of the institution as a

comprehensive state university. They shall carry out these duties by participating in all public sessions of the Board of Visitors.

Non-voting, advisory members of the Board of Visitors shall be appointed as non-voting members of at least one standing committee of the Board of Visitors.

Through the President of the University, non-voting, advisory members of the Board of Visitors may submit agenda items for discussion and information to be considered by the Board of Visitors.

Non-voting, advisory members of the Board of Visitors shall not have the authority to make motions or to introduce any actions or recommendations requiring approval by the Board of Visitors.

Non-voting, advisory members of the Board of Visitors shall not have voting rights on any matters considered by the Board of Visitors.

Non-voting, advisory members of the Board of Visitors shall not attend or participate in executive sessions absent express invitation of the Board of Visitors.

Non-voting, advisory members of the Board of Visitors shall not serve as chairpersons of any Board of Visitors standing committees.

ARTICLE II

Section 1 – The President

The President of the University is appointed upon terms approved by the Board of Visitors pursuant to statute and serves at the pleasure of the Board of Visitors.

The President is the Chief Executive Officer of the University. The President oversees the overall operation of the University. The President shall provide leadership to the University community in the development of its mission and programs; and 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 development efforts of public and private entities on behalf of the University and serves as the University's representative and official spokesperson. The President shall, at all times, act in accord with the policies and direction of the Board of Visitors. The President, at all times, shall perform the duties and exercise the authority of the office in accord with all applicable federal and state laws and regulations.

The President shall submit to the Board of Visitors, in writing at its annual meeting, an annual report on the condition of the University.

The President shall be evaluated, in executive session, at the annual meeting of the Board of Visitors, according to objectives, specific and general, developed by the President and approved by the Board of Visitors. Objectives for the ensuing year will also be presented at the annual meeting of the Board of Visitors.

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

Section 2 – Provost, Vice Provosts, and Vice Presidents

The Provost, Vice Provosts, and Vice Presidents shall be selected by the President, approved by the Board of Visitors, and shall serve at the pleasure of the President. The Board of Visitors shall approve the terms and conditions upon which the Provost, Vice Provosts, and Vice Presidents are appointed.

The Provost, Vice Provosts, and Vice Presidents shall report directly to and be responsible to the President. Their duties and authority shall be such as are delegated to them by the President.

Section 3 – University Officers

The President may appoint additional administrative officers, subject to the approval of the Board of Visitors. Once appointed, such additional officers shall serve at the pleasure of the President.

Section 4 – University Auditor

The University Auditor serves as an independent reviewer within the University and is responsible for the University's internal audit function, which provides independent appraisals and reviews of University operations as a service to the Board of Visitors and the President. The University Auditor is a University employee and as such is administratively responsible to the President, but is functionally accountable to the Board of Visitors. The University Auditor shall report to the Board of Visitors, or its designated committee, as directed by the Board of Visitors and shall perform such specific duties incident to the office as may be assigned by the Board of Visitors or the President. Any decision to terminate the Auditor must be approved by the Board of Visitors.

Section 5 – Policies and Procedures

The Board of Visitors may establish specific policies or procedures for the operation of the University and, to the extent not inconsistent with these by-laws, for its own governance. All such policies and procedures in existence on the date of the adoption of these by-laws, together with any policies and procedures which might subsequently be adopted by the Board of Visitors shall be binding on all affected university constituents and shall be published.

Policies and procedures of the Board of Visitors may be adopted, amended, modified or repealed in whole or in part at any meeting of the Board of Visitors, or at a meeting of its Executive Committee (as limited by Article I, Section 6a) if necessary when the Board of Visitors is not in session, by a simple majority of those members of the Board of Visitors present and voting.

Policies and procedures of the Board of Visitors shall be effective on adoption by the Board of Visitors unless a different effective date is established therein. The President shall be responsible for the publication and implementation of all policies and procedures of the Board of Visitors.

ARTICLE III

Section 1 – Amendment of By-laws

These by-laws may be amended in whole or in part at any regular or special meeting of the Board of Visitors by a two thirds vote of those members present and voting. Notice of a proposed amendment of the by-laws shall be given at least thirty days in advance of the meeting at which it will be considered.

Section 2 – Legislative Amendments

In the event any existing or future acts of the General Assembly of the Commonwealth of Virginia conflict with these by-laws, those portions of the by-laws in conflict are or will be rendered void and without effect. However, those portions of the by-laws which are not affected by such legislation shall remain in full force and effect until and unless otherwise altered or repealed.

Section 3 – Ratification of Ultra Vires Acts

Any action taken by the Board of Visitors in violation of these by-laws shall be without effect unless and until ratified and confirmed pursuant to the by-laws.

Section 4 – Adoption, Effective Date and Repeal

These by-laws are hereby adopted and shall be effective as of the 5th day of May, 2006. All former by-laws of the Board of Visitors of Radford University are hereby superseded and repealed.

Section 5 – Suspension of the By-Laws

These by-laws, in whole or in part, may be temporarily suspended, at any meeting of the Board of Visitors at which there is a quorum, by a three-fourths affirmative vote of those members present and voting.

Section 6 – Parliamentary Authority

Except where inconsistent with these by-laws, meetings of the Board of Visitors [and committee meetings](#) shall be conducted in accord with the most current edition of Robert's Rules of Order Revised for Deliberative Assemblies.