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Bylaws of the Board of Trustees of The University of North Carolina at Pembroke

Authority: Board of Trustees

History:

- First Issued: September 7, 2001.
- Revised: September 16, 2011; February 17, 2012; August 4, 2016; November 22, 2019; April 24, 2020; April 22, 2022
- Last Revised: September 16, 2022

Related Policies:

- [North Carolina General Statute § 143-318.11 - Closed Sessions](#)
- [North Carolina General Statute § 143-318.12\(b\) - Public Notice of Official Meetings](#)
- [UNC Code Section 401 A. – Officers](#)
- [UNC Code Section 402 B. - Meetings](#)
- [UNC Code Section 403 A, 403 B - Powers and Duties](#)
- [UNC Code Section 603 - Due Process Before Discharge or the Imposition of Serious Sanctions](#)
- [UNC Code Section 607 - Faculty Grievance Committee for Constituent Institutions](#)
- [UNC Policy 200.1 - Dual Memberships and Conflicts of Interest](#)
- [UNC Policy 300.1.1 - Senior Academic and Administrative Officers](#)
- [UNC Policy 300.1.6\[R\] - Regulations on Administrative Separation and/or Retreat to a Faculty Position](#)
- [UNC Policy 600.3.4C\(1\) - Granting of Management Flexibility to Appoint and Fix Compensation](#)
- [UNC Policy 1100.3 Athletic Directors' and Head Coaches' Contracts](#)
- [UNC Policy 1300.7 – University Enterprise Risk Management and Compliance](#)
- [UNC Policy 1400.1 – Information Technology Governance](#)
- [UNC Policy 1400.2 – Information Security](#)

Additional References:

Contact Info: Chief of Staff (910-775-4615)

1. INTRODUCTION

1.1 Membership

1.1.1 Provisions for membership on the Board of Trustees of The University of North Carolina at Pembroke (Board or Board of Trustees), officers of the Board, required meetings and general powers and duties of the Board shall be as set forth in North Carolina General Statutes, Chapter 116, Article 1, Part 3, The Code of the Board of Governors of The University of North Carolina (*The Code*), or other provisions of The University of North Carolina Policy Manual (The UNC Policy Manual), latest edition.

1.1.2 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 (3) successive regular meetings of the Board of Trustees, their place as a member shall be deemed vacant. Members are to call in absences to the chancellor;

the chair of the Board will present excuses to the Board for approval or disapproval. Gubernatorial appointees of the Board may have attendance standards that are more stringent than what is described above; such requirements will normally be set forth in an Executive Order and shall remain in effect until rescinded by the Governor.¹

1.2 Officers

1.2.1 At the Board's first meeting after June 30 of each year, the Board shall elect from its membership a chair, a vice chair and a secretary, each of whom shall serve for one year and until a successor is elected. Any elected officer may serve in the same capacity for two successive terms. If a vacancy occurs in any of these officers, the Board shall elect a person to serve for the remainder of the unexpired term. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board.

1.2.2 The university chief of staff shall serve as the assistant secretary to the Board.

1.3 Committees

1.3.1 Standing Committees of the Board of Trustees assist the full Board in fulfilling its duties as defined by *The Code* (Sections 403 A; 403 B) and delegated to it by the Board of Governors (*The Code*: Sections 100.1, Appendix 1; 600.3.4). Committees provide advice and counsel on institutional issues and policies that affect the overall wellbeing and function of the university. They recommend action to the full Board on matters when required by *The Code* or requested by the chancellor. Each Standing Committee operates within specific domains as defined by the Bylaws and they may receive information, discuss issues and recommend action. Committees report their deliberations to the full Board and present recommendations for Board approval. The Standing Committees of the Board of Trustees include: Executive Committee, Compliance, Audit, Risk Management, and IT Governance (CARMIT), Educational Planning and Programs Committee, Finance and Administration Committee, Public Affairs and Advancement Committee, Student Life and Athletics Committee and Nominating Committee. No earlier than the first meeting after June 30 of each year, but no later than the second meeting, following the election of the Board officers, the chair shall appoint all members of the standing committees and designate a chair for each.

1.3.2 Executive Committee. The Executive Committee shall have the authority to act on behalf of the full Board with respect to matters requiring action between meetings of the full Board of Trustees, but the Executive Committee shall not have power to alter or revoke any order, resolution or vote of a regular or special meeting of the Board and it shall not have power to nominate a chancellor or, acting for the Board, to consult with the chancellor concerning the appointment, promotion or compensation of any vice chancellor, provost, dean, or director of a major educational or public-service activity. The Executive Committee shall be composed of the chair of the Board of Trustees, who shall serve as its chair, the vice chair of the Board of Trustees, the secretary of the Board of Trustees, the immediate past chair and two other members to be appointed annually by the chair of the Board. In the event there is no immediate past chair, the chair of the Board shall appoint one other member to fill this position. This committee only meets when necessary to carry out the functions described above or when determined by the chair of the Board. Insofar as practical, minutes of Executive Committee meetings shall be communicated (electronically or otherwise) to all members of this Board within ten (10) days after any Executive Committee meeting.

¹ Executive Order Number 34, issued December 9, 2009, states "[a]ll persons appointed by the Governor to serve on a board shall attend at least 75 percent of all regularly scheduled meetings of the board during the board's calendar year. Failure of a board member to attend board meetings in a manner consistent with this Order shall constitute grounds for removal from the board for misfeasance, malfeasance, or nonfeasance pursuant to N.C. Gen. Stat. § 143B-13(d), N.C. Gen. Stat. § 143B-16, or other applicable statutes or regulations."

1.3.2.1 The Executive Committee shall also consider appeals, when required. Those shall include:

1.3.2.1.a. Appeals from faculty members that involve imposition of serious sanctions consistent with Section 603 of *The Code* or other applicable policies and applicable portions of the UNCP Faculty Handbook; and

1.3.2.1.b. Appeals of grievances by faculty members on decisions regarding promotion, tenure, post-tenure review or other matters directly related to faculty members' employment status and institutional relationships pursuant to Section 607 of *The Code* or other applicable policies and applicable portions of the UNCP Faculty Handbook.

1.3.2.2 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 hearings held by the Faculty Grievance Committee or the Faculty Hearing Committee, as the case may be. The committee also may, in its discretion, hear such other evidence as it deems necessary. The full Board will make the final decision in matters appealed pursuant to Section 603 of *The Code*. The committee shall make the final decision in matters appealed pursuant to Section 607 of *The Code*.

1.3.3 Compliance, Audit, Risk Management, and IT Governance (CARMIT) Committee. The CARMIT Committee shall consist of at least four (4) members appointed annually by the chair of the Board. The CARMIT Committee is responsible for overseeing the university's internal auditing, information governance and security, and enterprise risk management and compliance programs. It helps to ensure the university has proper internal auditing processes and plans in place; addresses audit issues and findings; and complies with state fiscal policy and requirements. This committee shall also serve as the standing committee required by [UNC Policy 200.1](#) in order to determine whether a potential conflict is a permissible or impermissible activity and to make recommendations regarding conflicts of interest. The purpose, organization, meetings and duties of the CARMIT Committee are stated in the CARMIT Committee Charter, as adopted by the Board, which shall be reviewed annually by the committee. Proposed revisions to the charter shall be recommended by the committee for approval by the full Board.

1.3.4 Educational Planning and Programs Committee. The Educational Planning and Programs Committee shall consist of at least four (4) members appointed annually by the chair of the Board. The Educational Planning and Programs Committee considers and advises the Board on issues and policies related to academic programs, academic standards, academic support services, enrollment management, and EHRA faculty tenure, promotion, and employment.

1.3.5 Finance and Administration Committee. The Finance and Administration Committee shall consist of at least four (4) members appointed annually by the chair of the Board. The Finance and Administration Committee considers policies and issues pertaining to fiscal management, facilities operations, planning and construction, campus safety, and human resources management, which includes applicable SHRA and EHRA non-Faculty employment. The committee, in exercising its duties, helps to ensure the university operates within available resources and applicable federal, state and university policies.

1.3.6 Public Affairs and Advancement Committee. The Public Affairs and Advancement Committee shall consist of at least four (4) members appointed annually by the chair of the Board. The Advancement and Public Affairs Committee advises the Board on matters related to fundraising, Alumni Affairs, and Communications and Marketing. This Committee helps to ensure that our programs in these areas are based on best practices, are appropriately led by state of the art policies and are producing the results that the university needs.

1.3.7 Student Life and Athletics Committee. The Student Life and Athletics Committee shall consist of at least four (4) members appointed annually by the chair of the Board. The Student Life and Athletics Committee considers policies and issues that cover student life, mental and physical health, residential living, athletics, and student conduct matters. The committee's overall responsibility is to consider matters that promote the intellectual, social, cultural, physical, and emotional development and growth of students in a safe and nurturing environment. This committee is also responsible for conducting the initial review of any contract (longer than one year) for an athletic coach or an athletic director as required by [UNC Policy 1100.3](#). Subsequent to this review, the committee will make a recommendation to the full Board regarding the proposed contract or as required by *The Code* or UNC Policy.

1.3.8 Nominating Committee. The Nominating Committee shall consist of at least four (4) members appointed annually by the chair of the Board. The Board chair shall not serve as a member of the Nominating Committee. The Nominating Committee shall be responsible for presenting a slate of nominees to the Board at its first meeting after June 30 of each year - the slate of nominees shall contain at least one nominee for each position. Recommendations shall be made of any current, active member and include nominations for the chair, vice chair, and secretary. This committee only meets when necessary to discuss the nominations for the chair, vice chair and secretary for the next academic year or when determined by the chair of the Board. In addition, if the Board chair, vice chair or secretary vacates their position before the end of their term, the Nominating Committee shall meet, as soon as practical, and recommend a replacement to the Board for consideration at its next meeting.

2. MEETINGS

2.1 Regular Meetings

2.1.1 The Board shall hold no fewer than three (3) regular meetings each year and may hold such additional meetings as may be deemed desirable. The regular meetings are usually held on the third Thursday and Friday of September, November, February, and April unless otherwise determined by the Board. Any matter of business relating to the university, over which the Board has jurisdiction, may be considered at any regular meeting. A notice specifying the time and place of each regular meeting of the Board shall be communicated (electronically or otherwise) by the assistant secretary to each member of the Board at least ten (10) calendar days in advance of the meeting date.

2.2 Special Meetings

2.2.1 A special meeting of the Board or of a Standing Committee may be called by the chair or chancellor. A notice specifying the time and place of a special meeting shall be communicated by mail, e-mail, text, or telephone, or any other common means of communication by the assistant secretary to each trustee so that it is received at least three (3) calendar days in advance of the meeting date; but forty-eight (48) hours' notice may be given by telephone, text, e-mail, or any other common means of communication when, in the judgment of the chair or by the chancellor an emergency exists. When deemed necessary by the chair or by the chancellor, the chair may conduct an emergency meeting of the Board without prior notice via electronic means provided that the arrangements for such meeting comply with the applicable State laws concerning the conduct of electronic meetings of public bodies. A special meeting requested by members under section 2.2.2 to be called by the assistant secretary shall be held within three (3) calendar days of receipt by the assistant secretary of the sixth written request for such special meeting. Subject to the restrictions of law, any matter of business relating to The University of North Carolina at Pembroke may be considered at a special meeting, except that:

2.2.1.a. The Board in 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 of the membership of the Board.

2.2.1.b. These Bylaws may not be amended or revised at a special meeting.

2.2.1.c. The Board in special session may not act on matters that have been specifically reserved at a regular meeting for action only at regular meetings, unless the special session by affirmative vote of two-thirds of the membership of the Board shall overrule this limitation on action.

2.2.2 A special meeting of the Board may be requested upon the written request of not fewer than six members of the Board directed to the attention of the assistant secretary.

2.3 Agenda

2.3.1 A copy of the agenda, including copies of all reports and other written materials (insofar as is practicable) to be presented at each regular meeting of the Board shall be communicated, (electronically or otherwise), by the assistant secretary to each member of the Board at least seven (7) days in advance of the regular meeting. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be communicated to each member of the Board at least four (4) calendar days in advance of the special meeting; however, if such advance notice 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.

2.3.2 The agenda for a regular or special meeting of the Board shall be prepared by the chancellor after consultation with and approval of the chair. Every request for inclusion of a given item on the agenda of a particular meeting shall be filed, with supporting documents, if any, with the assistant secretary of the Board. Any such request from faculty, students, staff members or other members or employees of The University of North Carolina at Pembroke shall be in writing and shall be filed first with the chancellor, together with any supporting documents, sufficiently far in advance of the meeting to permit a determination to be made by the chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.

2.3.3 The Board may consider any item of business not on the agenda at any regular or special meeting upon affirmative vote of two-thirds of the membership of the Board.

2.4 Conduct of Business

2.4.1 A quorum for the conduct of business by the Board of Trustees shall consist of a majority of the voting membership of the Board then in office. Any voting member who is physically present at a regular scheduled meeting of the Board or of a committee, or who attends a special or emergency meeting of the Board or 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.

2.4.2 All members of the Board of Trustees who are physically present at a regular scheduled meeting of the board may vote on all matters coming before the Board for consideration, but no member may vote by proxy. Any voting member of the Board or of a Board committee 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 may cast the member's vote by that electronic means.

2.4.3 The Board chair shall preside at all regular and special meetings of the Board. In the absence of the chair, the vice chair shall preside. In the absence of the chair and vice chair, a

presiding officer shall be elected by and from the membership of the Board.

2.4.4 Except as modified by specific rules and regulations enacted by the Board, Robert's Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its several committees.

2.5 Minutes

2.5.1 The assistant 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 in the Office of the Chancellor; shall be custodian of the University Seal; and shall attest the execution of all legal documents and instruments of The University of North Carolina at Pembroke.

2.5.2 Within a reasonable time after each meeting, but no later than two (2) weeks prior to the next regular meeting of the Board, the assistant secretary shall have transcribed the minutes of the meeting and communicate (electronically or otherwise) a copy to each member of the Board.

2.6 Closed Session

2.6.1 All meetings of the Board shall be open to the public unless, consistent with the requirement of State law ([NCGS § 143-318.11](#)), a meeting is closed to the public by majority vote of a quorum of the Board.

2.7 Recess

2.7.1 A regular or special meeting of the Board for which notice has been posted in accordance with [NCGS § 143-318.12\(b\)](#), may be recessed to a specific time and place by announcement of the presiding officer in open session.

2.8 Keeping the UNC Board of Governors Informed

2.8.1 The assistant secretary of the Board of Trustees of The University of North Carolina at Pembroke shall keep the Board of Governors of The University of North Carolina, through the secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees of The University of North Carolina at Pembroke, 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.

3. POWERS AND DUTIES

3.1 General Powers and Duties

3.1.1 The Board shall promote the sound development of The University of North Carolina at Pembroke 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 of The University of North Carolina at Pembroke shall serve as advisor to the Board of Governors of The University of North Carolina on matters pertaining to The University of North Carolina at Pembroke and shall also serve as advisor to the chancellor concerning the management and development of the institution. 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.

3.2 Other Powers and Duties

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

4. AMENDMENT OF BYLAWS

4.1 These Bylaws may be amended at any regular meeting of the Board by a majority vote of the members of the Board. Any proposed revision to the Bylaws shall be in writing and communicated (electronically or otherwise) to each member of the Board at least seven (7) days before the revision is to be voted upon by the full Board.

5. SUBORDINATION TO UNIVERSITY CODE

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