

PR 01.05.01

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

Authority: Board of Trustees

History:

- First Issued: September 7, 2001
- Last Revised: September 16, 2011

Related Policies:

- [UNC Code Section 402B – Meetings](#)
- [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](#)

Contact Info: General Counsel (910.521.6201)

1. MEMBERSHIP

The Board of Trustees of The University of North Carolina at Pembroke shall consist of thirteen persons chosen as by statute provided.

2. TERMS

2.1 The eight trustees elected by the Board of Governors of The University of North Carolina to serve terms commencing July 1, 1973, shall serve such terms as designated by the Board of Governors of The University of North Carolina as by statute provided; thereafter all trustees elected by the Board of Governors of The University of North Carolina shall serve terms of four years. The four trustees appointed by the Governor to serve terms commencing July 1, 1973, shall serve such terms as designated by the Governor as by statute provided; thereafter all trustees appointed by the Governor shall serve terms of four years. The president of the student government at The University of North Carolina at Pembroke shall be an ex officio member of this Board or Trustees and shall serve until his/her successor shall be elected and qualified as president of the student government at The University of North Carolina at Pembroke.

2.2 When any vacancy shall occur in the membership of this Board among those appointed by the Governor, it shall be the duty of the Secretary or the Assistant Secretary to inform the Governor of the existence of such vacancy, and whenever any vacancy shall occur among those elected by the Board of Governors of The University of North Carolina, it shall be the duty of the Secretary or Assistant Secretary to inform the Board of Governors of The University of North Carolina of the existence of the vacancy. 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, his place as a member shall be deemed vacant. Members are to call in absences to the Chancellor; the Chairman of the Board will present excuses to the Board for approval or disapproval.

2.3 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 this Board.

2.4 No member of the General Assembly or officer or employee of the State or of 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 to the Board of Trustees of The University of North Carolina at Pembroke. 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 have resigned from his or her membership on this Board.

2.5 No person may serve simultaneously as a member of the Board of Trustees of The University of North Carolina at Pembroke and as a member of the Board of Governors of The University of North Carolina.

2.6 Any trustee who is elected or appointed to the Board of Governors of The University of North Carolina shall be deemed to have resigned as a trustee effective as of the date that his or her term commences as a member of the Board of Governors of The University of North Carolina.

3. OFFICERS

3.1 At the first regular meeting after June 30 of each year, the Board of Trustees of The University of North Carolina at Pembroke shall elect from its membership a Chairman, a Vice Chairman and a Secretary, each of whom shall serve for one year and until his/her successors have been elected, any elected officer may serve in the same capacity for two successive terms.

3.2 The Board of Trustees of The University of North Carolina at Pembroke 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 of The University of North Carolina at Pembroke may be certified by the Assistant Secretary with the same force and effect as though such certification were made by the Secretary. The depository for all official records pertaining to the Board of Trustees shall be maintained in the Office of the Chancellor.

4. MEETINGS

The Board of Trustees of The University of North Carolina at Pembroke shall hold no fewer than three regular meetings a year and may hold such additional meetings as may be deemed desirable. The regular meetings shall be held on the third Thursday of September, November, February and April unless otherwise determined by the Board or necessitated by the academic calendar. Notice of meeting dates, times and places (and subsequent changes) must comply with state law.

5. SPECIAL MEETINGS

5.1 A special meeting of the Board of Trustees of The University of North Carolina at Pembroke may be called by the Chairman, and shall be called by the Secretary or Assistant Secretary upon the written

request of not fewer than seven members. A special meeting called by the Secretary or Assistant Secretary shall be held within ten days of receipt of the seventh written request for such special meetings. A notice specifying the time and place of a special meeting shall be mailed by the Secretary or Assistant Secretary to each trustee at least seven days in advance of the meeting date; but notice of three (3) days may be given by telephone, or telephone facsimile, when in the judgment of the chairman, an emergency exists. 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:

5.1.1 The Board of Trustees 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 authorized membership of the Board of Trustees.

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

5.1.3 The Board of Trustees 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 authorized membership of the Board of Trustees shall overrule this limitation on action.

6. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Chairman of the Board of Trustees, who shall serve as Chairman of the Executive Committee, the Vice Chairman of the Board of Trustees, the Secretary of the Board of Trustees, and three other members of the Board of Trustees to be elected by the Board of Trustees. The Executive Committee shall have full power to act for the Board of Trustees in the interval between board meetings, 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. Minutes of Executive Committee meetings shall be delivered to all members of this Board within ten (10) days after any Executive Committee meeting.

7. AGENDA

7.1 A copy of the agenda for each regular meeting of the Board of Trustees of The University of North Carolina at Pembroke shall be delivered by the Secretary or Assistant Secretary to each member of the Board of Trustees at least seven (7) days in advance of the regular meeting.

7.2 Reports from University administrators as compiled by the Chancellor's Office, with the exception of Fiscal and Personnel matters, will accompany the agenda.

7.3 The agenda for a regular or special meeting of the Board of Trustees shall be prepared by the Chancellor after consultation and approval of Chairman. All requests for inclusion of a given item on the agenda of a particular meeting shall be filed, with supporting documents, if any, with the Secretary or Assistant Secretary of the Board of Trustees. Any such request from faculty, students, staff members or other members or employees of The University of North Carolina at Pembroke must be in writing and must be filed first with the Chancellor at least three (3) days before preparation of the agenda.

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

8. CONDUCT OF BUSINESS

8.1 Quorum

A quorum for the conduct of business by the Board of Trustees shall consist of a majority of the authorized membership of the Board of Trustees.

8.2 Presiding Officer

The Chairman shall preside at 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 the Vice Chairman, a presiding officer shall be elected by and from the membership of the Board of Trustees.

8.3 Power to Vote

All members of the Board of Trustees may vote on all matters coming before the Board for consideration, but no member may vote by proxy.

8.4 Rules of Order

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

9. MINUTES

9.1 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 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.

9.2 Within twenty (20) 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 of Trustees.

10. EXECUTIVE SESSION

All meetings of the Board of Trustees shall be open to the public unless, consistent with the requirement of State Law, a meeting is closed to the public by majority vote of a quorum of the Board membership.

11. INFORMATION FURNISHED TO THE BOARD OF GOVERNORS

The Secretary or 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.

12. DUTIES AND POWERS

The Board of Trustees of The University of North Carolina at Pembroke 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.

13. OTHER POWERS AND DUTIES

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.

14. SUBORDINATION TO UNIVERSITY CODE

14.1 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.

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

14.3 Any proposed revision to the Bylaws shall be in writing and mailed or delivered to each member of the Board at least ten (10) days before the revision is to be voted upon by the full Board.