



**BYLAWS OF THE BOARD OF TRUSTEES
OF
THE UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE**

ARTICLE I

ORGANIZATION

Section 1. Membership.

- (a) The University of North Carolina at Charlotte shall have a Board of Trustees composed of thirteen persons chosen as follows:
 - i. eight elected by the Board of Governors of The University of North Carolina,
 - ii. four members appointed by the General Assembly under G.S. 120-121, two of whom shall be appointed upon the recommendation of the President Pro Tempore of the Senate, and two of whom shall be appointed upon the recommendation of the Speaker of the House of Representatives, and
 - iii. the President of the Student Body Government ex officio.
- (b) In every odd-numbered year, the Board of Governors shall elect four persons to the Board of Trustees, and the General Assembly shall appoint one person upon the recommendation of the President Pro Tempore of the Senate and one person upon the recommendation of the Speaker of the House of Representatives to the Board of Trustees. The term of office of all such elected or appointed trustees (excluding the ex officio trustee) shall commence on July 1 of such odd-numbered year, and shall be for four years and until the successor is elected or appointed.
- (c) Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the General Assembly, it shall be the duty of the Secretary to inform the General Assembly of the existence of such vacancy, and the vacancy shall be filled as provided in G.S. 120-122. Whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Secretary to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the remainder of the unexpired term. 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 successive regular meetings of the Board of Trustees, his/her place as a member shall be deemed vacant.
- (d) 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 the Board but may be elected or appointed to the board of another institution.
- (e) 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 as a member of the Board of Trustees. 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 as a member of the Board of Trustees.

- (f) No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his/her term commences as a member of the Board of Governors.

Section 2. Officers of the Board.

- (a) At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, a Vice Chair, and a Secretary. These officers shall each serve for a term of one year, and their terms may be renewed for up to three years of service. Once an officer has completed his or her maximum term of service in an office, he or she must be out of the office in which he or she served for at least one year before being considered for re-election to that office. If a vacancy occurs in any of these offices, the Board shall elect a person to serve for the remainder of the unexpired term.
- (b) The Board 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 may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

Section 3. Committees.

- (a) The Board of Trustees may delegate to such committees as it has created or may create such of its powers as it deems appropriate. Standing committees shall be established and their duties prescribed by a vote of two-thirds of the voting membership of the Board then in office. Special committees may be created by the Board or the Chair of the Board to perform specific functions not requiring the continuous existence of a committee.
- (b) The Chair of the Board of Trustees shall appoint voting members of the Board to standing committees (except for the Executive Committee, the membership of which is described in Article I, Section 3(d)), and shall appoint a chair and vice chair for each such committee. The Chair will also appoint persons to complete the term of any committee member or the chair or vice chair of a committee when any vacancy occurs. At least one member of the Audit, Compliance, and Enterprise Risk Management Committee must be a person with significant financial knowledge and experience. The term of each voting member of a standing committee shall normally be two years, commencing upon the effective date of the appointment to the committee and extending until a successor is appointed.
- (c) The Chair of the Board of Trustees is an ex officio member of all Standing Committees listed in Article I, Section 3(d) and, when in attendance at a meeting of a Committee, is to be counted for purposes of determining the presence of a quorum. If the Chair is not in attendance at a meeting of a Standing Committee, the number required for a quorum is determined without regard to the Chair's membership on the Committee.

(d) The current Standing Committees and the jurisdiction of each are as follows:

(i) Executive Committee

The Executive Committee is composed of the Chair, the Vice-Chair, and the Secretary of the Board and the Chair of each of the standing committees of the Board. In his or her discretion, the Chair of the Board may appoint one or more additional members to the Executive Committee.

The Executive Committee is:

- A. Delegated full authority to exercise any power or authority of the Board of Trustees or any of its committees between meetings or in cases of emergency.
- B. Delegated full authority to act on behalf of the Board of Trustees in the exercise of all authority granted to the Board of Trustees by the Board of Governors of The University of North Carolina related to the appointment and compensation of academic and administrative personnel, except with respect to that authority granted to the Chancellor by these Delegations or subsequent resolutions of the Board of Trustees.
- C. Delegated full authority to hear and decide on behalf of the Board of Trustees all appeals of personnel decisions or actions properly addressed to the Board of Trustees, and to perform such other actions as are necessarily associated with disposition of such appeals, always consistent with State and Federal law, The Code and policies of the Board of Governors, and applicable regulations of the Board of Trustees.
- D. Delegated full authority to establish on behalf of the Board of Trustees regulations concerning the acceptance of obligations of students, together with such collateral or security as may be deemed necessary or proper, in lieu of cash, in payment of tuition and fees.
- E. Assigned responsibility to consider and recommend to the Board of Trustees for approval any special honors and awards, such as honorary degrees and non-donor-related naming of buildings, streets, and other facilities.
- F. Assigned responsibility to consider and recommend to the Board of Trustees personnel policies not otherwise prescribed by State law, The Code of The University of North Carolina, or policies of the Board of Governors for personnel in all categories of employment.
- G. Assigned responsibility to perform any and all other functions required of this Committee by state law or by UNC System Office (“UNCSCO”) regulation or policy.
- H. Assigned responsibility to bring to the attention of the full Board of Trustees any matter the Committee deems proper for the Board of Trustees to consider.
- I. Assigned responsibility to report on its deliberations and actions to the full Board of Trustees.

(ii) Audit, Compliance, and Enterprise Risk Management Committee

The Audit, Compliance, and Enterprise Risk Management is:

- A. Delegated full authority to advise the Chancellor on behalf of the Board of Trustees with respect to administrative or judicial proceedings related to The University of North Carolina at Charlotte personnel actions or decisions.
- B. Assigned responsibility to consider and recommend to the Board of Trustees policies relating to campus security, subject to applicable provisions of State law and such policies as may be adopted by the Board of Governors, and recognizing that the Chancellor has been assigned responsibility for the maintenance of campus security.
- C. Assigned responsibility to determine whether a Board member's potential conflict of interest is a permissible or impermissible activity and to make recommended findings as to whether Section 200.1 of the UNC Policy Manual has been violated.
- D. Delegated full authority to receive, review, and approve the University Internal Audit Charter.
- E. Delegated full authority to receive, review, and approve the annual audit plan for the University's Internal Audit Department; ensure that the plan is based on the results of an institutional risk assessment, that it includes testing of internal controls and audits as required by the UNCISO; and then forward a copy of the approved audit plan to UNCISO in the format prescribed by UNCISO.
- F. Delegated full authority to receive and review an annual summary of the audit work performed by the University's Internal Audit Department; determine that all internal audits were conducted in accordance with professional standards; and then forward a copy of the summary to UNCISO in the format prescribed by UNCISO.
- G. Delegated full authority to review the results of the annual financial audit with the State Auditor or his designated representative and present the results of the annual audit to the full Board.
- H. Delegated full authority to discuss the results of any other audit performed and report/management letter (i.e. information system audits, investigative audits, etc.) issued by the State Auditor, such discussion to be with the State Auditor or designee, the Chief Audit Officer or other appropriate campus official.
- I. Delegated full authority to review the University's corrective action plan and require a report once corrective action has taken place for any audit finding contained within a report or management letter issued by the State Auditor.
- J. Delegated full authority to review the results of any audit performed by independent auditors and, if there are audit findings, review the University's corrective action plan and require a report once corrective action has taken place.
- K. Assigned responsibility to review all audits and management letters of University Associated Entities as defined in Section 600.2.5.2[R] of the UNC Policy Manual, and present results as appropriate to the full Board.
- L. Assigned responsibility to receive and discuss at regular, virtual or telephonic meetings, the quarterly reports from the University's Chief Audit Officer that contain material (significant) reportable conditions; review the University's corrective action plan for these conditions; and require a report once these conditions have been corrected.

- M. Assigned responsibility to ensure that the organizational chart for the University depicts the approved reporting relationship for the Chief Audit Officer with the Chancellor along with a clear and recognized reporting relationship to the chair of the Audit, Compliance, and Enterprise Risk Management Committee.
- N. Delegated full authority to review and approve any decisions regarding the appointment, remuneration, and removal of the Chief Audit Officer.
- O. Assigned responsibility for oversight of the university's compliance and enterprise risk management programs.
- P. Delegated full authority to review any and all issues related to compliance and enterprise risk management that are brought to the attention of the Board.
- Q. Delegated full authority to assure that the institution is performing self-assessments of operating risks and evaluations of internal controls on a regular basis.
- R. Assigned responsibility for oversight of the University's information security program.
- S. Delegated full authority to receive such reports as the Committee requests on information security, legal, compliance, and enterprise risk management issues, including issues related to compliance with federal and state laws relating to discrimination and harassment.
- T. Delegated full authority to perform any and all other functions required of this Committee by state law or by UNCISO regulation or policy.
- U. Assigned responsibility to bring to the attention of the full Board of Trustees any matter the Committee deems proper for the Board of Trustees to consider.
- V. Assigned responsibility to report on its deliberations and actions to the full Board of Trustees.

(iii) Academic and Student Life Committee

The Academic and Student Life Committee is:

- A. Delegated full authority to establish on behalf of the Board of Trustees admissions policies, subject to such enrollment levels and minimum general criteria for admission as may be established for the University by the Board of Governors.
- B. Delegated full authority to serve on behalf of the Board of Trustees as a board of final appeal for the University from a decision imposing a sanction of suspension or expulsion as provided under the University's Code of Student Responsibility; provided, however, that the President of the Student Body Government (if a member of the Committee) will be recused from participating in such decisions.
- C. Delegated full authority to determine on behalf of the Board of Trustees and upon recommendation of the Chancellor the type, level, and extent of student services (such as health care, intramural athletics, and counseling) to be maintained for the benefit of students at the University, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

- D. Assigned responsibility to advise the Board of Trustees with respect to the Board of Trustees' responsibility for insuring the institution's compliance with the instructional, research, and public service roles assigned to it by the Board of Governors either by express directive or by promulgated long-range plans of the Board of Governors, and to consider and recommend to the Board of Trustees policies governing academic research.
- E. Assigned responsibility to consider and recommend to the full Board of Trustees such policies as it deems appropriate concerning student activities, conduct, and government, always recognizing that the Chancellor has been assigned primary responsibility for regulation of these areas.
- F. Assigned responsibility to consider and recommend to the Board of Trustees, subject to the terms of any applicable laws and to policies of the Board of Governors, regulations governing the administration by the University of all scholarships and other forms of financial aid to students that are limited in their applications to or are supported from sources generated by the University.
- G. Assigned responsibility to consider and recommend to the Board of Trustees any policy or matter it deems appropriate relating to the University's intercollegiate athletic program, including but not limited to recruitment of athletes and personnel, scholarships, and development of new athletic programs.
- H. Assigned responsibility to review and report periodically to the Board of Trustees regarding the University's performance in providing and utilizing information technology, and to consider and propose to the Board of Trustees whatever it deems appropriate concerning policies, plans, training and resources in the area of information technology.
- I. Assigned responsibility to report on its deliberations and actions to the Board of Trustees.

(iv). Advancement and Public Relations

The Advancement and Public Relations Committee is:

- A. Assigned responsibility to consider and recommend to the Board of Trustees for approval of donor-related naming of buildings, streets, and other facilities.
- B. Assigned responsibility to consider and recommend to the Board of Trustees policies governing investments and the disposal of all gifts of stocks and bonds.
- C. Assigned responsibility to consider and recommend to the Board of Trustees for approval policies related to the relationship between the university and its affiliated foundations and the coordination of all fundraising activities intended to benefit the university.
- D. Assigned responsibility to advise the Chancellor and receive reports in all areas pertaining to development, corporate relations, university communications, and alumni relations.
- E. Assigned responsibility to advise the Chancellor on the priority, timing, direction, funding and management of capital and other fundraising campaigns.
- F. Assigned responsibility to report on its deliberations and actions to the Board of Trustees.

(v.) Finance and Physical Properties Committee

The Finance and Physical Properties Committee is:

- A. Delegated full authority to advise the Chancellor on behalf of the Board of Trustees with respect to the development, execution and administration of the total University budget, and other financial issues and operations.
- B. Delegated full authority to exercise the powers granted to the Board of Trustees by State law (N.C. Gen. Stat. § 116-44.3 *et seq.*) relating to the regulation of traffic and parking on the University's campus.
- C. Delegated full authority to approve building sites and building schematics and to ratify the Chancellor's or the Chancellor's designee's selection of designers and construction managers at risk for capital improvement projects where the estimated total cost of the project is less than an amount to be established periodically by the Board of Trustees on recommendation of the Chancellor, such approvals to be accomplished in accordance with the procedure specified by the Board of Trustees. (*Note: By Resolution of the Board approved at the July 12, 2022 Board of Trustees Meeting, the projects covered by the delegated authority described herein are those where the estimated total is less than \$20,000,000.*)
- D. Assigned responsibility to consider and recommend to the Board of Trustees a comprehensive, "all-funds" budget that reflects estimated General Fund, Institutional Trust Fund, and other revenues and expenditures as defined by and in a manner prescribed by the president or the president's designee.
- E. Assigned responsibility to consider and recommend to the Board of Trustees approval of annual tuition and fees, and housing rates, and to advise the Chancellor on proposed dining rates.
- F. Assigned responsibility to consider and recommend to the Board of Trustees policies relating to plans, programs, and construction operations of the University's campus, including all buildings, landscape development, and new construction. In this capacity, the Committee shall consider and provide recommendations relating to new facilities planning and construction projects and major modifications to existing structures, the process and progress of the Chancellor's or the Chancellor's designee's selection of architects, general contractors and construction managers, site locations, the issuance of revenue bonds for the construction, replacement or renovation of University facilities.
- G. Assigned responsibility to periodically review and report to the Board of Trustees regarding the progress of long-term construction plans.
- H. Assigned responsibility to consider and recommend to the Board of Trustees proposals involving the acquisition or disposition by the University of any interest in real property, except where such acquisition or disposition of an interest in real property is otherwise delegated by the Board of Trustees to the Chancellor. Recommendations shall be for final approval by the Board of Trustees, President or Board of Governors as set forth in Policy 600.1.3 and Regulation 600.1.3[R] of the University of North Carolina Board of Governors.
- I. Assigned responsibility to consider and recommend to the Board of Trustees policies applicable to electric power plants and water and sewer systems, other utilities and facilities, and child development centers, other than electronic

media, consistent with State law and policies of the Board of Governors.

- J. Assigned responsibility to report on its deliberations and actions to the Board of Trustees.
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- (e) Each year, a Nominating Committee must be appointed by the Chair. The Nominating Committee will have not less than three and not more than five members, all of whom must be voting members of the Board. The Chair may not serve as a member of the Nominating Committee. The Nominating Committee is responsible for presenting a slate of nominees to the Board at a time designated by the Chair of the Board of Trustees. The slate of nominees must contain at least one nominee for each of the offices established in Article I, Section 2(a) of these Bylaws.
 - (f) The Chair of any committee, with the consent of the Chair of the Board, may request the Chancellor of the University to appoint an Officer of the University or a member of the administrative staff to serve as a liaison between the committee and the Office of the Chancellor. Such liaison person shall assist the committee in the carrying out of its duties.

ARTICLE II

OFFICERS OF THE UNIVERSITY

Section 1. Chancellor.

In addition to the duties, responsibilities, and authorities assigned to the Chancellor by the Board of Governors through Section 502 of The Code of The University of North Carolina, the Board of Trustees hereby delegates to the Chancellor or to the Chancellor's designee full authority on behalf of the Board of Trustees:

- (a) To approve the following personnel actions for employees who are not subject to the State Human Resources Act:
 - (i) Appointments, reappointments, or promotions to all positions other than those that require final action by the Board of Trustees (Senior Administrative Officers as defined in University Policy 102.9, tenured academic positions, head coaches);
 - (ii) Appointments and compensation of EHRA positions pursuant to the Personnel Management Flexibility granted to the University by the Board of Governors, as set forth in a separate document available in the Office of Academic Affairs;
 - (iii) Leaves of absence, except leaves requested in conjunction with political candidacy or office-holding, or leaves requested by Tier I Senior Administrative Officers (as identified in University Policy 102.9); and
 - (iv) Resignations, retirements, and the granting of emeritus status.
- (b) To determine whether an individual student shall be entitled to receipt of a particular degree, and to confer degrees on students so entitled on behalf of the Board of Trustees, provided the Faculty Council has recommended that such degrees be awarded.
- (c) To resolve individual admission questions for all schools and divisions within the institution.
- (d) To serve on behalf of the Board of Trustees as the final appellate authority for the University for any appeal of a policy, action, or decision related to the approval of organized, institutionally recognized systems of student self-government or student participation in the governance of any aspect of the institution's programs or services.
- (e) To approve building plans and specifications following approval by the Finance and Physical Properties Committee of schematics and site, and to certify acceptance of all completed buildings and projects.
- (f) To cause to be collected from each student, at the beginning of each semester, quarter, or term, such tuition, fees, and other amounts necessary to pay other expenses for the term as have been approved by the Board of Governors; to require the payment of such advance deposits at such times and under such conditions as may be required by State law or by the Board of Governors; and to require the payment of such nonrefundable application fees, in connection with each application for admission, as may be required by State law or by the Board of Governors.

- (g) To acquire and dispose of an interest in real property valued at less than fifty thousand dollars (\$50,000), or as may be otherwise set forth in Policy 600.1.3 of The University of North Carolina Board of Governors. The value of an interest in real property shall, with respect to a leasehold or rental interest, be deemed the annual rental value thereof.
- (h) Without further supporting documents, to sign or to designate in writing authorized signatures for the various funds and accounts held with various banking and investment institutions; to sign or to designate in writing authorized signatures for any and all other financial documents requiring the signatures of an authorized official of the University; and, without further supporting documents, to sell, exchange, assign, or transfer stocks, bonds, or other securities of corporations, firms, or individuals, of the United States government or of any State or political subdivision thereof, and to assign for re-issue or redemption any registered obligations of the United States government and its instrumentalities that are owned by the University.
- (i) To sign and execute, or to designate University employees to sign and execute, agreements, contracts, leases, and other official documents with institutions, agencies, corporations, partnerships, individuals, and other legal entities, including all such agreements not required by law or administrative regulation to be otherwise executed; provided, however, that such agreements shall comply with the law of North Carolina, especially North Carolina General Statutes Chapters 143 and 146, when applicable, and with The Code of The University of North Carolina, and policies determined by the Board of Governors or the Board of Trustees.
- (j) To enter into written agreements with such other entities as the Chancellor deems appropriate, providing the general terms and conditions under which the University may temporarily provide or receive law enforcement assistance to such entities, as contemplated in North Carolina General Statutes 160A-288.
- (k) To establish and approve, or to further delegate to the Provost the authority to establish and approve, departmental and college policies related to initial appointment, reappointment, promotion, and tenure of faculty members, supplemental to and consistent with The Code of The University of North Carolina and the University's Tenure Policies, Regulations, and Procedures.
- (l) To establish University policies and regulations to implement or supplement University policies established by the Board of Trustees or policies established by the Board of Governors, unless the Board of Governors requires action by the Board of Trustees.
- (m) To serve on behalf of the Board of Trustees as a final appellate authority for the University for any claim related to a matter of student conduct and discipline, except as specifically provided in the delegations to the Academic and Student Life Committee.
- (n) To serve on behalf of the Board of Trustees as a final appellate authority for the University for any grievance of a faculty member, staff member or student, unless a policy of the Board of Governors or a delegation of the Board of Trustees requires otherwise.

- (o) To establish the names of certain University facilities and programs so long as such is done in accordance with University Policy 602.9, Naming Opportunities. Specifically, the Chancellor is granted the authority to name rooms, exterior spaces, interior spaces, landscape materials, benches, sculptures or other objects and associated exterior furnishings that may be marked by a tablet or plaque, as well as departments, degree programs, archives, collections, and other units associated with University functions (other than colleges and schools). Such authority is granted without the requirement of the approval of the Board of Trustees; however, the chancellor will report to the Board at its next regular meeting any naming done under the authority herein delegated.
- (p) To delegate to such other administrators or bodies as the Chancellor deems appropriate such authority of the Board of Trustees as is delegated to the Chancellor, to the extent permitted by state law or by UNCSO regulation or policy.

Section 2. Other Officers of the University.

The Chancellor is assisted in the performance of the duties of that office by other officers of the University.

ARTICLE III

MEETINGS

Section 1. Regular Meetings.

For all purposes under these Bylaws, the Board's year begins on July 1 and ends on June 30. There shall be at least three regular meetings of the Board of Trustees each year. The schedule for these meetings for the following year shall be determined by the Board at any time, but the Board will make all reasonable efforts to determine the schedule for a subsequent year no later than the last regular meeting of each year. A notice specifying the time and place of each regular meeting of the Board shall be distributed/made available to each member of the Board by the Assistant Secretary or Administrative Liaison for University Governance at least seven days in advance of the meeting date. Any matter of business may be considered at a regular meeting of the Board.

Section 2. Special Meetings.

- (a) A special meeting of the Board of Trustees may be called by the Chair, and must be called by the Secretary or Assistant Secretary upon the written request of not fewer than six members of the Board. A special meeting called by the Secretary or Assistant Secretary shall be held within ten days of receipt by the Secretary or Assistant Secretary of the written request from the sixth member asking for such special meeting. A notice specifying the time and place of a special meeting of the Board shall be distributed/made available to each member of the Board by the Assistant Secretary or Administrative Liaison for University Governance at least forty-eight hours in advance of the meeting date. Any matter of business may be considered at a special meeting of the Board.
- (b) If, in the opinion of the Chair of the Board, an emergency exists, less than forty-eight hours' notice may be given. Only business connected with an emergency may be

considered at a meeting for which less than forty-eight hours' notice is given.

- (c) A special meeting of any committee of the Board may be called by its Chair under the same provisions as apply to special meetings of the Board.
- (d) Between regular meetings of the Board, routine matters of business within the authority of the Board or any committee of the Board may be dealt with by written ballot and without a meeting if such is deemed appropriate by the Chair of the committee. Any action taken by this method must be reported to the Board at its next regular meeting.

Section 3. Agenda.

- (a) At least seven days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be distributed/made available to each member of the Board by the Assistant Secretary or Administrative Liaison for University Governance. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be distributed/made available to each member of the Board at least four days in advance of the special meeting; however, if such advance distribution is not practicable, the agenda for special meeting may be presented to the members of the Board as the first order of business at the meeting.
- (b) In consultation with the Chair, the agenda for every meeting of the Board shall be prepared by the Chancellor or his/her staff. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chancellor or her/his designee 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.
- (c) Except as provided in Article III, Section 2(b), any member of the Board of Trustees may present at any meeting of the Board any item whether or not the same is on the agenda of the meeting.

Section 4. Conduct of Business.

- (a) A quorum for the conduct of business of the Board of Trustees shall consist of a majority of the voting membership of the board then in office. Any voting member who is present at a meeting of the board or of a committee, or 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, will be counted as present for purposes of determining a quorum. A quorum of any standing or special committee shall consist of half of the members of the committee.
- (b) The Chair shall preside over all regular and special meetings of the Board of Trustees. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and

the Vice Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

- (c) All members of the Board of Trustees except special members may vote on all matters coming before the board for consideration. 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. No vote concerning any matter under consideration by the Board or by a committee of the Board may be cast in absentia by mail, facsimile, or electronic mail.
- (d) Except as modified by specific rules and regulations enacted by the Board of Trustees, Robert's Rules of Order Newly Revised (latest edition) shall constitute the rules of the parliamentary procedure applicable to all meetings of the Board of Trustees and its several committees.

Section 5. Minutes.

- (a) 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; shall be custodian of all records of the Board; and, when required, shall attest the execution of all legal documents and instruments of The University of North Carolina at Charlotte.
- (b) The Secretary or Assistant Secretary shall transcribe the minutes of the meeting and make the minutes available to each member of the Board along with the agenda for the next regular meeting of the Board of Trustees.

Section 6. Closed Session.

By vote of a majority of the members present at any meeting of the Board of Trustees or of any standing or special committee, the Board or any such committee may convene in closed session, consistent with State law and policy.

Section 7. Keeping Board of Governors Informed.

The Secretary or Assistant Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, 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.

ARTICLE IV

POWERS AND DUTIES

Section 1. General Powers and Duties.

The Board of Trustees shall promote the sound development of The University of North Carolina at Charlotte 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 shall serve as advisor to the Board of Governors on matters pertaining to The University of North Carolina at Charlotte and shall also serve as advisor to the Chancellor concerning the management and development of the University.

Section 2. Other Powers and Duties

- (a) In the event of a vacancy in the chancellorship, the Board of Trustees will conduct a search for a new chancellor in accordance with the provisions of The Code of The University of North Carolina, Section 200.8 of the UNC Policy Manual, and any other applicable policies of the Board of Governors then in effect.
- (b) The Board of Trustees has all other powers and duties, not inconsistent with provisions of The Code of the University of North Carolina or State law, as are specified in said Code or as shall be defined and delegated by the Board of Governors. Such powers and duties include, but are not limited to, ensuring the financial integrity of the University by maintaining oversight of its budget, funds and obligations through regular review and periodic reports.

ARTICLE V

CONFLICTS OF INTEREST

A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair the Trustees independent, unbiased judgment in the discharge of his/her responsibilities to the University, or (b) such Trustee is aware that a member of his/her family (which for purposes of this paragraph shall be a spouse or child) or any organization in which such Trustee (or member of his/her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he/she has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote. In addition to the provisions of this Article VI, the Trustees will fully comply with the North Carolina State Government Ethics Act, N.C.G.S. § 138A-1, *et seq.* and the provisions of UNC Policy Manual Section 200.1, "Dual Memberships and Conflicts of Interests." The State Government Ethics Act and UNC Policy Manual Section 200.1 shall control in the event of any conflict between those provisions and those in this Article V.

ARTICLE VI

DISCRIMINATION PROHIBITED

In administering its affairs, the University will make its decisions on the basis of merit and shall not discriminate against any person on the basis of race, color, creed, religion, sex, national origin, age, sexual orientation, disability or because of the person's honorable service in the armed services of the United States.

ARTICLE VII

AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board in attendance if the substance of the amendment has been filed in writing with the Secretary or Assistant Secretary and a copy has been distributed/made available to each member of the Board at least seven days prior to the meeting at which the amendment is to be voted upon.

ARTICLE VIII

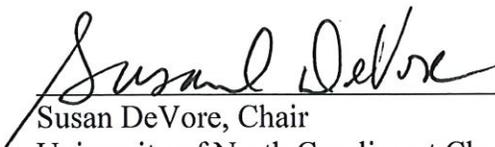
SUBORDINATION TO UNIVERSITY CODE

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.

APPROVED BY
THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE
APRIL 27, 2023



Kim Bradley, Assistant Secretary
University of North Carolina at Charlotte
Board of Trustees



Susan DeVore, Chair
University of North Carolina at Charlotte
Board of Trustees