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PREFACE

The University of North Carolina at Asheville is a constituent institution of The University of North Carolina, an organization mandated by Article IX of the North Carolina Constitution, and established by Chapter 116 of the North Carolina General Statutes. These bylaws are intended to be consistent with those authorities, and with The Code of the Board of Governors of The University of North Carolina.

ARTICLE I. MISSION, POWERS AND DUTIES

Section 1. Mission

The mission of the Board of Trustees of the University of North Carolina at Asheville is to promote the sound development of the university within the functions prescribed for it by the Board of Governors of The University of North Carolina, helping it to serve the people of the State in a way that will complement the activities of the other constituent institutions, and aiding it to perform at a high level of excellence in every area of endeavor. The Board of Trustees advises the Board of Governors on matters pertaining to the university, and advises the Chancellor concerning management and development of the institution. [See N.C. General Statute § 116-33.]

Section 2. Powers and Duties

The Board shall have all the powers and duties granted to it by North Carolina law and delegated to it by the Board of Governors of The University of North Carolina, as specified in The Code and as otherwise specified by the Board of Governors. Appendix 1 to The Code, which contains delegations of duty and authority from the Board of Governors to the Board of Trustees, will be appended to these bylaws.

ARTICLE II. ORGANIZATION

Section 1. Membership

The membership of the Board is governed by statute, N.C. General Statute § 116-31, which provides, among other points, the following:

- (a) The thirteen members of the Board are selected as follows:
 1. Eight are elected to four-year terms in certain odd-numbered years by the Board of Governors of The University of North Carolina,
 2. Four are appointed to four-year terms in certain odd-numbered years by the Speaker of the House of Representatives and President Pro Tempore of the Senate,
 3. The President of Student Government Association of the University of North Carolina at Asheville, during that person's continuance in good standing as a student at the university, serves ex-officio and has all the rights and privileges as other members of the Board.
- (b) 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, that individual's place as a member shall be deemed vacant.
- (c) Any person who has served two full four-year terms in succession shall, for a period of one year, be ineligible for election or appointment to the board.

Section 2. Officers

- (a) At the first meeting after June 30 of each year, the Board shall elect a Chair, a Vice Chair, and a Secretary. [See N.C. General Statute § 116-32.]
- (b) Officers are elected for a one-year term and may serve four consecutive terms.

- (c) Each of these officers shall serve until his or her successor is elected. If the term of the Chair expires before his or her successor is elected, then the Vice Chair shall become the Interim Chair until the Chair's successor is elected.
- (d) The Secretary shall keep the Board of Governors, through the Secretary of the University, fully informed concerning activities of the Board, 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.
- (e) The Board may also select, if it so chooses, a member of the Chancellor's staff to serve as Assistant Secretary, and the Secretary may delegate responsibilities to the Assistant Secretary.

Section 3. Committees

- (a) The Executive Committee is a standing committee whose members are the following three officers of the Board of Trustees: the Chair, Vice Chair and Secretary. The Chair of the Board of Trustees will serve as Chair of the Executive Committee. The Executive Committee may act for the full Board in interim periods on all matters within the purview of the full Board, including approval of appropriate academic and administrative appointments. Actions taken by the Executive Committee on behalf of the full Board will be reported to the full Board no later than the next regular Board meeting.
- (b) The Audit Committee is a standing committee of the Board. Its members shall include the Chair of the Board, and at least two other members of the Board nominated by the Chair and approved by the Board. The Chair of the Board also nominates the Audit Committee Chair. The Audit Committee shall also serve as the standing committee charged with evaluating potential conflicts of interest, as required by University of North Carolina Policy 200.1.
- (c) The Chair shall appoint the chair and members of the following standing committees:
1. Academic Affairs
 2. Athletics
 3. Administration and Finance
 4. Student Affairs
 5. University Advancement
- (d) The Board shall outline the scope of each committee's responsibilities in committee charters, which are appended to these bylaws.
- (e) The Board may create other such committees as it may see fit, and may delegate to these committees such of its powers as it deems appropriate. The Chair shall appoint the chairs and members to these committees, as in the case of the standing committees referenced in Article II Section 3(C).
- (f) Committees of the Board shall be subject to the North Carolina Open Meetings Act, as outlined in G.S. Chapter 143, Article 33c. Official meetings of these committees, in person, by phone or by electronic means, must:
- give public notice of time and place of each meeting,
 - keep full and accurate minutes of all official meetings, including any closed sessions held pursuant to G.S. 143-318.11. Such minutes shall be a matter of public record.
 - Enter into closed session only for the reasons that are allowed by G.S. § 143-318.11.
- Exceptions to the Open Meetings Act (G.S. § 143-318.18) include the boards of trustees of endowment funds, as authorized by G.S. 116-36 or G.S. 116-238.

ARTICLE III. MEETINGS

Section 1. Regular Meetings

The Board shall hold no fewer than three regular meetings each year, and may hold such additional meetings as may be desirable. The dates and times of the regular meetings shall be determined by the Chair in consultation with the Chancellor. A notice specifying the time and place of each regular meeting of the Board shall be mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board at least one week in advance of the meeting date.

Section 2. Special Meetings

- (a) Special meetings of the Board may be called by the Chair at the Chair's discretion.
- (b) Special meetings shall also be called by the Secretary or Assistant Secretary upon the written request of not fewer than nine members of the Board. Meetings called at Board members' request shall be held within twenty days of receipt of the ninth written request for such a meeting.

(c) A notice specifying the time and place of a special meeting of the Board shall be mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board in a manner so that it would reasonably be expected to be received at least 48 hours before the meeting.

Section 3. Emergency Meetings.

Emergency meetings may be called when generally unexpected circumstances require immediate consideration by the Board. A notice specifying the time and place of an emergency meeting shall be mailed or otherwise delivered in sufficient time for a majority of the board to reasonably be expected to be able to attend the meeting. Only business connected with the emergency may be considered at an emergency meeting.

ARTICLE IV. CONDUCT OF BUSINESS

Section 1. General

(a) A quorum of the Board shall consist of a majority of the members of the Board, either in person or via a two-way, real-time, communications device.

(b) The Chair shall preside at meetings of the Board. In the absence of the Chair, the Vice Chair shall preside, and in the absence of both the Chair and the Vice Chair, the Secretary shall preside. In the absence of all officers, a presiding officer will be elected by the members present.

(c) All members of the Board may vote on all matters coming before the Board for consideration. No vote may be cast in absentia by mail, facsimile, or electronic mail or by proxy.

(d) The Board shall adopt its own rules of procedure.

(e) As a matter of protocol, the Board considers the Chair to be the spokesperson for the Board.

Section 2. Agenda

(a) The agenda for a regular or special meeting of the Board shall be prepared by the Chancellor in consultation with and subject to the approval of the Chair. Members of the Board may suggest additional agendas item to the Chair. Insofar as practicable, the Secretary or Assistant Secretary will deliver a copy of the agenda to each member of the Board in advance of each regular meeting.

(b) At any regular or special meeting, any member of the Board may request that the Board consider an item not on the agenda, but it may not be considered without an affirmative vote of two-thirds of the voting membership of the Board present. The Chair retains the right to modify the order of the agenda in his or her discretion.

Section 3. Minutes

The Secretary or Assistant Secretary shall keep minutes of all meetings of the Board.

Section 4. Closed Session

By vote of majority of the members present at any meeting, the Board may convene in closed session, consistent with North Carolina law.

ARTICLE V. ETHICS & CONFLICTS OF INTEREST

It is of critical importance that decisions the Board makes on behalf of the University be in the best interest of the University and not be influenced by any potential financial gain to the decision-makers. Further, to assure public confidence in the integrity of the University, it is important that the University not appear to be influenced by the personal financial interests of those in decision-making positions. In order to assure public confidence in the integrity of the University, members of the Board should not use their positions, or appear to use their positions, to influence the decisions of the University for their personal financial gain. At the same time, the University should be able to take advantage of contracts that are advantageous to the citizens of North Carolina and to the University and should avoid having service to the University be so restrictive that persons with substantial financial interests will be reluctant to serve. To those ends, the Board acknowledges that it is bound by the State Government Ethics Act (Chapter 138A of the N.C. General Statutes) and University of North Carolina Policy 200.1. [Adopted from § 204 of The Code.]

ARTICLE VI. EQUALITY OF OPPORTUNITY

Service on the Board of Trustees, and admission to, employment by, and promotion in the University of North Carolina at Asheville, and shall be on the basis of merit, and there shall be no unlawful discrimination against any person on the basis

of race, color, religion, sex, sexual orientation, gender identity, genetic information, national origin, age, or disability, or veteran status [§ 103 of The Code]

ARTICLE VII. AMENDMENT & SUSPENSION OF BYLAWS

Section 1. Amendment

Any provision of these bylaws (except those required or governed by The Code of The Board of Governors, the N.C. General Statutes, or other governing authority) may be amended by a vote of two-thirds of the voting membership of the Board then in office, provided that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the Board. However, conforming amendments prompted by changes to state or federal law, or the Code of the Board of Governors, may be made by the University General Counsel in consultation with, and with the approval of, the Chancellor and Board Chair. Amendments made pursuant to this section will be promptly reported to the Board of Trustees.

Section 2. Suspension

Any provision of these bylaws (except Section I of Article VII immediately above, and except those provisions required or governed by The Code of The Board of Governors, the N.C. General Statutes, or other governing authority) may be suspended at any meeting of the Board for that meeting by affirmative vote of two-thirds of the voting membership of the Board present.

ARTICLE IX. SUBORDINATION TO UNIVERSITY CODE

To the extent that any of these bylaws may be inconsistent with The Code of the Board of Governors of The University of North Carolina, The Code shall control.

APPROVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF NORTH CAROLINA AT ASHEVILLE

[Adopted on March 23, 2009]

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Rules of Procedure of the Board of Trustees of The University of North Carolina at Asheville

[Adopted on March 23, 2009]

Rules of procedure for deliberative bodies should allow deliberation of questions of interest so as to arrive at the sense or will of the body by majority rule, while maintaining respect for the minority. Rules should enable group decisions to be made with full and fair debate and the least possible friction.

To those ends, the Board of Trustees of the University of North Carolina at Asheville hereby adopts the following rules of procedure:

1. When an action is to be taken, it will require a motion and a second. Except as set forth in the bylaws and in these rules, a simple majority of the members present and voting will carry the motion.
 2. Debate or discussion of the motion may not be ended until each member present has had at least one opportunity to address the motion. The Chair may, in the Chair's sole discretion, declare a final round of comment, and allow each member a final chance to comment on the motion, before putting the motion to a final vote. The Chair may also limit each member's time for comment in this final "round of comment."
 3. Motions may, in the course of the debate or discussion, be amended before being put to final vote, but only with the permission of the members who made the motion and made the second.
 4. At any meeting, the full Board can be forced to abandon these rules of procedure and to be bound instead by Robert's Rules of Order Newly Revised (as implemented by Robert's Rules of Order Newly Revised In Brief) by a vote (following a proper motion and second) of one less than the majority of those present at the meeting. Robert's Rules of Order Newly Revised In Brief will be available through the University General Counsel.
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Appendix 1 to The Code-Delegations of Duty and Authority to Boards of the Trustees

[Adopted on March 23, 2009]

Pursuant to authority vested in it by the General Statutes, and consistent with the provisions of The Code of the University of North Carolina, the Board of Governors hereby delegates to the boards of trustees of the constituent institutions of the University of North Carolina the following duties and powers:

I. ACADEMIC AND ADMINISTRATIVE PERSONNEL

A. Appointment and Compensation

1. Upon recommendation of the chancellor, the board of trustees of a special responsibility constituent institution with management flexibility for personnel appointments shall, for all positions exempt from the State Personnel Act except the position of the chancellor, appoint, promote, and set the compensation for such employees consistent with the policies and salary ranges set by the Board of Governors and the regulations and guidelines established by the Office of the President.

2. Personnel actions at a constituent institution, other than a special responsibility constituent institution with management flexibility, shall be governed as follows:

a. With respect to all faculty positions with permanent tenure and all senior administrative positions, namely vice chancellors, provosts, deans and directors of major educational and public service activities, the chancellor, following consultation with the board of trustees, shall forward to the president recommendations with respect to such appointments, promotions, and compensation; if the president concurs in such recommendations, the president shall forward them to the Board of Governors for approval. Notwithstanding the requirements of this paragraph, a board of trustees may promote in rank a faculty member with permanent tenure, upon the recommendation of the chancellor, and without approval by the Board of Governors.

b. With respect to all faculty and administrative positions other than those identified in subparagraph 2a above, and other than those subject to the State Personnel Act, the chancellor shall forward the chancellor's recommendations for appointment, promotion and compensation to the board of trustees; subject to applicable provisions of the University Code and to such policies as may be established by the Board of Governors, the action of the board of trustees with respect to such personnel actions shall be final.

B. Discharge or Suspension

Subject to regulations of the board of trustees and consistent with applicable policies of the Board of Governors, all discharges or suspensions of faculty members and administrative personnel, other than those subject to the State Personnel Act, shall be effected by the chancellor. A discharged or suspended employee shall have such rights of appeal from the action of the chancellor as may be prescribed by the University Code, policies of the Board of Governors, or regulations of the board of trustees.

C. Personnel Policies

The board of trustees may adopt personnel policies not otherwise prescribed by state law, the University Code, or policies of the Board of Governors, for personnel in all categories of university employment. Policies adopted by a board of trustees regarding academic tenure and promotion shall be effective upon review by the senior vice president for academic affairs and the vice president and general counsel, and approved by the president.

D. Chancellor Selection

In the event of a vacancy in the chancellorship, the board of trustees shall establish, in consultation with the president, a search committee composed of representatives of the board of trustees, the faculty, the student body, staff, the alumni, and such other representatives of campus constituencies as may be appropriate. Upon the establishment of the search committee, the chair of the board of trustees, in consultation with the president, shall establish a budget and identify staff for the committee.

The search committee, through the chair of the board of trustees, shall make a preliminary report to the president when the committee is preparing a schedule of initial interviews. At the completion of the campus interview process, the search committee shall recommend a slate of three candidates to the trustees for consideration.

The board of trustees, following receipt of the report of the search committee, shall recommend at least three names for consideration by the president in designating a nominee for the chancellorship, for approval by the Board of Governors.

II. ACADEMIC PROGRAM

The board of trustees shall be responsible for ensuring the institution's compliance with the educational, 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.

III. ACADEMIC DEGREES AND GRADING

Subject to authorization by the Board of Governors of the nature and general content of specific degree programs which may be offered by an institution, each institution shall determine whether an individual student shall be entitled to receipt of a particular degree. Each institution also shall determine what grade a student will be assigned in a particular course. No appeal from any of these decisions or any other academic determination is allowable to the president or to the Board of Governors.

IV. HONORARY DEGREES, AWARDS AND DISTINCTIONS

The board of trustees shall be responsible for approving the names of all individuals on whom it is proposed that an honorary degree or other honorary or memorial distinction be conferred by the institution, subject to such policies as may be established by the Board of Governors.

V. BUDGET ADMINISTRATION

The board of trustees shall advise the chancellor with respect to the development of budget estimates for the institution and with respect to the execution and administration of the budget of the constituent institution, as approved by the General Assembly and the Board of Governors.

VI. PROPERTY AND BUILDINGS

The board of trustees of a constituent institution shall be responsible, subject to policies of the Board of Governors and all legal requirements relative to the construction of state-owned buildings, for the following matters concerning campus capital construction projects which have been approved by the Board of Governors and authorized by the state of North Carolina: (1) the selection of architects or engineers for buildings and improvements requiring such professional services; (2) the approval of building sites; (3) the approval of plans and specifications; and (4) the final acceptance of all completed buildings and projects.

The board of trustees shall be responsible to the Board of Governors for preparing and maintaining a master plan for the physical development of the institution, consistent with the total academic and service mission of the institution as defined and approved by the Board of Governors.

Any proposal involving the acquisition or disposition by an institution of any interest in real property shall be recommended by the board of trustees to and must be approved by the Board of Governors; provided, that

- (a) if the proposal involves an interest in real property which is valued at less than \$50,000, the board of trustees may authorize such transaction and proceed to obtain the necessary approvals from appropriate state officials and agencies, without first obtaining the approval of the Board of Governors;
- (b) if the proposal involves an interest in real property, the president may approve or execute leases with a value higher than \$50,000 up to \$150,000, and may approve or execute contracts to acquire real property with a value higher than \$50,000 up to \$250,000, without first obtaining approval of the Board of Governors; and
- (c) and the Board of Governors, under circumstances which it considers appropriate and following notice from it to the board of trustees, may take action necessary to effect the acquisition or disposition of an interest in real property which is related to or which affects the institution, without receipt of a recommendation from the board of trustees.¹⁸

VII. ENDOWMENTS AND TRUST FUNDS

Subject to applicable provisions of state law and to such terms and conditions as may be prescribed from time to time by the Board of Governors, each board of trustees shall be responsible for the preservation, maintenance, and management of

all properties, both real and personal, funds and other things of value which, either separately or in combination, constitute all or any part of the authorized endowment or trust funds, either currently in existence or to be established in the future, for the benefit of the individual constituent institution. [See G.S. 116- 11(2); 116-12; 116-36; 116-36. 1; 116-36. 2; 116-36. 3]

VIII. ADMISSIONS

Subject to such enrollment levels and minimum general criteria for admission as may be established for a constituent institution by the Board of Governors, each constituent institution of the University of North Carolina shall establish admissions policies and resolve individual admission questions for all schools and divisions within the institution. No appeal concerning an individual admission case shall lie beyond the institutional board of trustees.

IX. TUITION, FEES AND DEPOSITS

A. General Authority of Boards of Trustees

The boards of trustees of the constituent institutions other than the board of the North Carolina School of Science and Mathematics shall 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. [See G.S. 116-11(7) and G.S. 116-143]

B. Tuition and Fee Deposits

Each board of trustees shall require the payment of such advance deposits, at such times and under such conditions as it determines are appropriate or as may be required by state law or by the Board of Governors. [See G.S. 116-143]

C. Application Fee

Each board of trustees shall 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. [See G.S. 116-143]

D. Acceptance of Obligations in Lieu of Cash

Subject to policies prescribed by the Board of Governors, the boards of trustees shall establish 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. [See G.S. 116-143]

E. Fee Recommendations

Subject to policies prescribed by the Board of Governors, each board of trustees, in consultation with the chancellor, shall recommend to the president the amounts to be charged at the constituent institution for application, athletics, health services, student activities, educational and technology, retirement of debt incurred for capital improvements projects authorized by the General Assembly, course, and special fees. In carrying out this responsibility, each board of trustees and the chancellor shall ascertain that the benefits of the activity or service are commensurate with the recommended fee which is required to support the activity or service. Recommended fees should be consistent with the philosophy set forth in the North Carolina Constitution which states that the benefits of the University of North Carolina should be extended to the people of the state free of expense, as far as practicable.

X. STUDENT FINANCIAL AID

All scholarships and other forms of financial aid to students which are limited in their application to or are supported from sources generated by an individual campus shall be administered by the constituent institution pursuant to such regulations as may be prescribed by the board of trustees and subject to the terms of any applicable laws and to policies of the Board of Governors.

XI. STUDENT SERVICES

Each board of trustees, upon recommendation of the chancellor, shall determine the type, level, and extent of student services (such as health care, athletic programs, and counseling) to be maintained for the benefit of students at the institution, subject to general provisions concerning types and levels of student services as may be prescribed by the Board of Governors.

XII. STUDENT ACTIVITIES AND GOVERNMENT

Under such policies as may be prescribed by the Board of Governors and the board of trustees, the chancellor shall be responsible for the regulation and approval of organized, institutionally-recognized student activities, the definition of roles and functions of any institutionally-recognized system of student self-government and student participation in the governance of any aspect of the institutional programs and services. No appeal concerning such activities are allowable to the president or to the Board of Governors.

XIII. INTERCOLLEGIATE ATHLETICS

Subject to such policies as may be prescribed by the Board of Governors and the board of trustees, the chancellor shall be responsible for the establishment and supervision of the institution's program of intercollegiate athletics.

XIV. TRAFFIC AND PARKING REGULATIONS 19

XV. CAMPUS SECURITY

Subject to applicable provisions of state law and such policies as may be adopted by the Board of Governors or the board of trustees, the chancellor shall be responsible for the maintenance of campus security.

XVI. AUXILIARY ENTERPRISES, UTILITIES AND MISCELLANEOUS FACILITIES

Pursuant to applicable provisions of state law and policies of the Board of Governors, the boards of trustees of affected constituent institutions shall have authority and responsibility for the adoption of policies applicable to and the control and supervision of campus electric power plants and water and sewer systems, other utilities and facilities [G.S. 116-35], and child development centers [G.S. 116-38].

18 By resolution adopted November 13, 1981, the Board of Governors elaborated upon this provision concerning the acquisition and disposition of interest in real estate. The resolution says, among other things, that the value of an interest in real estate shall, with respect to a lease, be deemed the annual rental thereof. Further, the resolution expressly authorizes the board of trustees to delegate to their respective chancellors the power to authorize for the institutions the acquisition or disposition by lease of institutions the acquisition or disposition by lease or interests in real estate valued at less than \$25,000, subject to any necessary approval from state officials and agencies.

19 Legislation adopted by the 1973 session of the General Assembly, on recommendation of the Board of Governors, gave the boards of trustees broad authority in this area and superseded the authority originally granted in this paragraph; hence it is omitted here. [See G.S. 116-44.3 et. seq.]