

**JACKSONVILLE STATE UNIVERSITY**  
**BOARD OF TRUSTEES**  
**MINUTES**

The Board of Trustees of **JACKSONVILLE STATE UNIVERSITY** held its spring meeting in Jacksonville, Alabama on **Monday, April 16, 2012 at 10:00 am CDT.**

Mr. Jim Bennett, Chairman of the Board of Trustees, called the meeting to order and requested that Dr. William Meehan open the meeting with an invocation.

Roll call showed the following members of the Board of Trustees were:

**PRESENT:**

Mr. Jim Bennett  
Mr. Jim Coxwell  
Mr. Thomas Dedrick  
Mr. Jamie "Red" Etheredge  
Mr. Jim Folsom  
Mr. Randall Jones  
Mr. Randy Owen  
Mr. G. Mack Roberts  
Mr. Ronnie Smith  
Dr. Teresa Gardner, Faculty Senate President  
Mr. Bryant Whaley, Student Government Association

**ABSENT:**

Governor Robert Bentley  
Dr. Thomas Bice

Chairman Bennett welcomed Dr. Teresa Gardner, Faculty Senate President, and stated that this would be her last meeting. He thanked Dr. Gardner for her service on the

Board. She stated that she had enjoyed working with the Board this year and that she appreciated the way they had tried to help improve the lines of communication with the faculty. Dr. Gardner introduced Dr. Benji Blair who will be replacing her as Faculty Senate President.

Chairman Bennett welcomed Mr. Bryant Whaley, President of the Student Government Association, to the Board of Trustee meeting and stated that this was Mr. Whaley's last meeting. Mr. Whaley stated that he had enjoyed working with the Board during the past year. He introduced Mr. Jason Sumner, incoming President of the Student Government Association and the new SGA officers. The new officers are: Ms. Jade A. Wagner, Vice President of Student Senate; Ms. Alexandria B. Rainwater, Vice President of Student Activities; Mr. Jeremy D. Potts, Vice President of Organizational Affairs; Ms. Krystal A. Hardy, Chief Justice; and Ms. Amanda N. Cave, Director of Publicity.

Chairman Bennett welcomed Mrs. Beth Meehan, First Lady of JSU, to the Board of Trustees meeting.

Chairman Bennett recognized Ms. Phyllis Ingram, partner in Carr, Riggs & Ingram, LLC as one of Governor's Bentley's nominees for the Jacksonville State University Board of Trustees.

#### **APPROVAL OF MINUTES**

Chairman Bennett asked that the minutes of the January 23, 2012 Board of Trustee meeting be reviewed. Mr. Randy Jones made a motion to approve the Board of Trustee minutes. Mr. Randy Owen seconded and the minutes were approved.

#### **ACADEMIC AFFAIRS COMMITTEE**

Mr. Randy Owen, Chair of the Academic Affairs Committee, made the following motions for the Board's approval:

### **Motion #1**

That upon the recommendation of the Faculty Senate, a category for promotion of exemplary, long-time Instructors be established. The category of Distinguished Lecturer with the following criteria was recommended for implementation in Academic year 2012-13.

#### **Distinguished Lecturer Criteria**

1. Minimum of twelve (12) years at the rank of Instructor at Jacksonville State University.
2. Must have a continuous and sustained record of teaching and service equivalent to that required for advancement from assistant to associate professor, for the most recent full five-year period.
3. Must have a record of scholarship excellence for the most recent full five-year period equivalent to that expected of someone advancing to the rank of an associate professor.
4. Portfolio review will proceed in the same manner as those applying to faculty advancing in other ranks, including a review of the most recent full five-year period.
5. Must be recommended by the dean of the college for the rank and approved by the Provost/VPASA and the President; and
6. This rank carries a salary adjustment equivalent to the increase provided faculty promoted from assistant professor to associate professor, currently \$3,500.

**Coming from the Academic Affairs Committee the motion did not require a second. After discussion from the Board the motion was approved.**

### **Motion #2**

That upon the recommendation of the Faculty Senate, a category for promotion of exemplary faculty holding the rank of Professor be established. The category of Distinguished Professor with the following criteria was recommended for implementation in Academic year 2012-13.

### **Distinguished Professor Criteria**

1. Minimum of five (5) full years in rank as a Full Professor at Jacksonville State University.
2. Must have a continuous and sustained record of publications and presentations at the regional, national, or international level.
3. Must have a continuous and sustained record of service to the University and to his/her discipline.
4. Portfolio preparation will proceed in the same manner as those applying to faculty advancing in other ranks, including a review of the most recent full five-year period. The portfolio must be positively reviewed by three outside reviewers, two of whom will be selected by the dean of the college.
5. Must be recommended by the dean of the college and approved by the Provost/VPASA and the President; and
6. This rank and the concomitant salary supplement of \$7500 per year is of limited duration (five years), but is renewable for five (5) years from the date of first appointment; however, the process may be repeated for each subsequent five-year period, with a corresponding supplement of \$7,500 per year for five years.

**Coming from the Academic Affairs Committee the motion did not require a second. After discussion by the Board the motion was approved unanimously.**

### **ATHLETIC COMMITTEE**

Mr. Jim Folsom, Chairman of the Athletic Committee, called on Athletic Director Warren Koegel and Architect Yann Cowart, to present renderings to the Board for improvements to JSU's softball and tennis facilities. After the presentation, Mr. Folsom made a motion that the Board consider the following motion for approval:

The Athletic Committee respectfully makes a motion that this Board of Trustees authorizes the President to proceed with plans and bids for renovations to the University Field facilities, (Softball Stadium), which will consist of a structure that will replace the existing bleachers located behind home plate with new seating, bathrooms, a concession

stand, and a press box. The Athletic Committee also respectfully requests that the motion grants to the President authorization to proceed with plans and bids for the rebuilding and resurfacing of the University's tennis courts and other improvements to that facility as discussed.

**Coming from the Athletic Committee the motion did not require a second.  
After discussion from the Board the motion was approved unanimously.**

**BUILDING AND FINANCE COMMITTEE**

Mr. Mack Roberts, Chairman of the Building and Finance Committee, presented the following Resolution for the Board's consideration:

**RESOLUTION 543**

**WHEREAS**, this Board of Trustees is committed to keep tuition at its lowest possible cost while maintaining the highest quality education for our student body; and

**WHEREAS**, current tuition and fees at Jacksonville State University are at the state median as reported by the Alabama Commission on Higher Education; and

**WHEREAS**, the University's Budget Committee and President Meehan believe the institution can operate effectively and efficiently in FY 2012-13 WITHOUT AN INCREASE IN TUTION provided the Alabama Legislature's Education Trust Fund allocation to Jacksonville State University is no less than the current allocation of \$36,689,864;

**THEREFORE BE IT RESOLVED**, that the following increased rates be approved

|                                 |         |
|---------------------------------|---------|
| Resident Dining Meal Plan + tax | \$1,250 |
| ID Replacement Fee              | \$25    |

Residential housing for fall and spring terms:

Apartments-

|               |         |
|---------------|---------|
| Campus Inn    |         |
| Efficiency    | \$1,880 |
| 1 Bedroom     | \$2,420 |
| College       | \$2,310 |
| Colonial Arms | \$2,310 |
| Jax           |         |
| 1 Bedroom     | \$2,310 |

|                            |         |
|----------------------------|---------|
| 2 Bedroom                  | \$2,540 |
| Pannell                    |         |
| Efficiency                 | \$2,195 |
| 1 Bedroom                  | \$2,310 |
| Studio                     | \$2,195 |
| Penn House                 | \$2,310 |
| Stadium Housing            |         |
| Efficiency                 | \$2,730 |
| 4 Bedroom Pod              | \$2,310 |
| 4 Bedroom Concourse        | \$2,310 |
| <u>Residence Halls-</u>    |         |
| Crow                       | \$1,775 |
| Curtiss                    | \$1,775 |
| Daugette                   | \$1,775 |
| Dixon                      | \$1,775 |
| Fitzpatrick                | \$1,775 |
| Logan                      | \$2,040 |
| Patterson                  | \$2,040 |
| Sparkman                   | \$2,290 |
| <u>Specialty Halls</u>     |         |
| International House        | \$1,450 |
| Leadership House for Women | \$2,290 |
| Pi Kappa Phi House         | \$2,200 |
| Sigma Phi Epsilon House    | \$2,200 |

**BE IT FURTHER RESOLVED**, dual enrollment tuition will be charged at half the undergraduate credit hour rate;

**BE IT FURTHER RESOLVED**, that this Board of Trustees WILL NOT INCREASE TUITION RATES for the 2013 academic year provided Jacksonville State University Receives an allocation from the Education Trust Fund of at least \$36,689,864, the same amount allocated for FY 2011-12;

**BE IT FURTHER RESOLVED**, should the Education Trust Fund allocation for FY 2012-13 be less than the current allocation or if the institution is prorated in FY 2011-12 or FY 2012-13, then this Board of Trustees authorizes an increase in tuition necessary to offset the reduction in the Education Trust Fund allocation not to exceed the percentage of the allocation decrease or proration.

**Coming from the Building and Finance Committee the motion did not require a second. After discussion from the Board the Motion was approved unanimously.**

Mr. Roberts also presented the following Resolution for the Board's consideration:

**Resolution 544**

**Be it resolved as follows:**

That the President Pro Tempore or his designee is hereby authorized to assign such work as he shall determine on behalf of the Trustees to the law firm of Waldrep, Stewart & Kendrick, LLC. Further, the Pro Tempore or his designee is authorized to approve the payment for such legal services from the funds of the University.

**Coming from the Building and Finance Committee the motion did not require a second. After discussion from the Board the Motion was approved.**

Mr. Red Etheredge made a motion to introduce a Senate Bill that would eliminate the practice of charging twice the in-state tuition rate to out-of-state students. Mr. Don Killingsworth, Director of Government Relations, with assistance from Waldrep, Stewart & Kendrick, LLC, was instructed to write and introduce the Bill to the Senate.

**Mr. Thomas Dedrick seconded the motion and after discussion from the Board it was approved unanimously.**

**PRESIDENT'S REPORT**

**Capital Projects**

**Ayers Hall Transportation Building Expansion**

Dr. Meehan told the Board that bids were opened on January 26 and the low bidder was Goodgame Company, Inc. of Pell City, Alabama. Contracts have been signed and material is being ordered. Work is scheduled to start April 30 when classes are over.

A pre-construction meeting was held on March 1 with the State Building Inspector, Mr. Will McCall, and contractor.

### **Campus Inn Apartments – Phase I Renovations**

Dr. Meehan stated the Final Inspection of Campus Inn Apartments Phase I Renovations occurred February 17 with contractor completing the project. The apartments are ready to be occupied.

### **Computer Center UPS/Generator**

Dr. Meehan told the Board that the Transfer Switch has been installed in the Computer Center Mechanical Room along with the necessary breaker panels. The Uninterruptable Power Supply (UPS), Battery Cabinet and Power Distribution Unit (PDU) have been delivered. Excavation and demolition of the location of the new generator has been completed. Conduits have been installed from the computer center mechanical room to the location of the new generator.

### **Crow Hall Chiller Replacement**

Dr. Meehan explained that Jake Marshall Service, Inc. of Birmingham was the low bidder on the Crow Hall Chiller Replacement project. The chiller has been ordered and scheduled to arrive April 20. Work will commence on April 30 when the residence hall is closed.

### **Harwell Street Sidewalk Project**

Dr. Meehan announced that a new sidewalk will be installed from Highway 204 to Trustee Circle behind the International House and on the east side of Ayers Hall. This sidewalk will enhance pedestrian traffic and safety. Bids were opened March 22 and low bidder was Logan Construction of Jacksonville.

### **Merrill Hall Roof Replacement**

Dr. Meehan told the Board that the Merrill Hall Roof Replacement project was bid on February 23 and low bidder was Rycars Construction Inc. of Atlanta, GA. Work will commence on April 30 when classes are over.

### **Pannell Hall Roof Replacement**

He also explained that the Pannell Hall Roof Replacement project was bid on February 21 and low bidder was GKL Companies Inc. of Rainbow City, AL. A pre-roofing conference was held on March 21 with the State Building Inspector, Mr. Will McCall, and contractor. Work will commence on April 30 after this residence facility is vacated.



### **Pete Mathews Coliseum Boiler Replacement**

Dr. Meehan stated that the Pete Mathews Coliseum Boiler Replacement project was bid on February 28 and low bidder was Jake Marshall Service Inc. of Birmingham. The project is scheduled to start in May. The new boilers will be energy efficient units and reduce the University's carbon footprint and utility usage.

### **Stephenson Hall Gamecock Diner – Roof Top HVAC Units**

He stated that the recently renovated Gamecock Diner needs two (2) additional separate air conditioning systems for the kitchen to enhance operation. Project was bid on March 27 and low bidder was Coosa Heating and Cooling of Gadsden. Work will commence in May.

### **Stephenson Hall Wellness Center**

Dr. Meehan stated that substantial completion on the Stephenson Hall Wellness Center project occurred on February 13 by the contractor, RFI. A final change order is being assembled and processed. This facility is an attractive addition, well used by our students and is enhancing student life on campus.

### **Stone Center Boiler Replacement**

Dr. Meehan explained that the Stone Center boiler replacement project was bid on February 28 and the low bidder was Jake Marshall Service Inc. of Birmingham. This project is scheduled to start in May. The new boilers will replace the 1978 boiler with an energy efficient unit and reduce the University's carbon footprint and utility usage.

### **Wallace Hall Boiler Replacement**

He also stated that the Wallace Hall Boiler replacement project was bid on February 28 and the low bidder was Hale Building Company of Anniston. The project is scheduled to start in May. The new boilers will replace the 1972 unit with energy efficient boilers and reduce the University's carbon footprint and utility usage.

### **University Activities**

#### **Fall Application Count 2012**

Dr. Meehan told the Board that he had placed under "Tab 4" of their binders an Office of Admissions Application Count. He explained that this report provides a great deal of information, including: the "Conversion Rate" (percentage of accepted applications, first time freshman and first time transfer students that become enrolled students) over the last five years is 53%, accepted fall semester applications for first time freshman and transfer students are a total of 2,667 as of April 11<sup>th</sup>. This is 67% of last

year's final number and 69% of the last five year average with four and a half months of recruiting time remaining.

Dr. Meehan stated that the numbers look good at this time for an increase in enrollment of new students. Three hundred and sixty six (366) students have accepted our tuition scholarship offers. If last year's conversion rates stay level we will have an increase. Whether we will reach our goal of 10,000 students this year will not be known until the last day to register this September. We are relying on new students and returning students so you cannot count your Gamecocks until the old ones come back to roost and the new ones hatch!

### **Government Affairs**

Dr. Meehan announced that Governor Bentley will be our commencement speaker Friday May 4th and will receive the honorary doctorate awarded by our Trustees. He asked that the Board remember to post their calendars for attending the reception in the Governor's honor at 5:00 pm on the Club Level of Stadium Towers.

He stated that the Education Trust Fund Budget has not yet been passed in the House or Senate. If no changes occur from the Governor's recommendation, JSU's budget will be reduced by four percent. Our current appropriation (with line items) is \$36,689,867 which is approximately \$13 million less than 2008. The University has absorbed reductions and/or proration of over 20% in its appropriation since 2008.

Dr. Meehan thanked the Board for their support in attempting to hold our tuition level. It is our hope that the legislature will be able to level fund our University so we can pass no tuition increase to our students.

Dr. Meehan stated that he wanted to make the Board aware of one bill that is before the Alabama Senate. That is SB 499 which would create a board of trustees for Athens State University. This two year upper division institution currently offers junior and senior courses toward a baccalaureate degree only and comes under the authority of the Alabama State Board of Education. This Bill will provide an independent board of trustees for the institution and would allow the offering of graduate courses.

Athens State University is a venerable institute with roots in private education before it joined the Department of Postsecondary Education. JSU has the pleasure of providing graduate education for many of its graduates of Athens in education and business. We certainly respect the desire of this university to chart the course for its future just as we at JSU do. However in these financially challenging times we question the further division of the Education Trust Fund to support the duplication of programs which currently exist at other public colleges and universities in Alabama. I ask that you

consider these points as you discuss current legislation with the members of the Alabama House and Senate in your districts.

### **Academic Affairs and Student Affairs**

Dr. Meehan called on Dr. Rebecca Turner, Provost and Vice President for Academic and Student Affairs, to mention some of significant academic affairs announcements and to introduce some special guests to report on new technology in the classroom and how JSU is becoming, “A Learning Centered Campus” in the 21<sup>st</sup> Century, all of which work toward the implementation of the “Strategic Plan” which the Board of Trustees has approved. He stated that Dr. Turner’s full report is located under Tab 4 of the Trustee binder.

Dr. Turner told the Board that the February 15-17, 2012 SACS Site Visit went exceptionally well. The follow-up report from SACS was great. JSU will now be able to move forward with plans to offer a doctorate in Emergency Management. The Commission on Colleges will meet in June and make the official decision.

Dr. Turner introduced Dr. Gordon Harvey and Dr. Nina King for an Ipad presentation to the Board. Several students from Dr. King’s class demonstrated for the Board how the Ipad are being used in classrooms to help educate our students in the best way possible.

### **Athletics**

Dr. Meehan called on Mr. Warren Koegel, Director of Athletics, for an update on Spring JSU sports and to make two introductions of new faces in our Athletic Department. He stated that Mr. Koegel’s full report was located under Tab 4 of the binder.

Mr. Koegel stated that the Rifle team finished 7<sup>th</sup> in the NCAA Championships and Rifle Coach, Ron Frost, was named Coach of the Year.

Women’s Indoor Track finished 3<sup>rd</sup> at the OVC Championships in Nashville, Tennessee in February.

Mr. Koegel introduced Ms. Donna Callan as Coordinator of Marketing & Promotions and Mr. Ed Lett, as Associated Athletic Director for External Affairs.

### **Information Technology**

Dr. Meehan called on Mr. Vinson Houston, Vice President for Information Technology, for a follow-up report on activities toward Wi-Fi connectivity and broadband access on campus which he presented in January.

Mr. Houston stated that in order to offer the type of technology that is used in the Ipad demonstrations presented by Dr. Harvey and Dr. King we have to have wireless. He stated that wireless installation will be complete on the entire campus in May.

### **University Advancement**

Dr. Meehan asked Dr. Charles Lewis, Vice President for University Advancement to give an update on activities with the JSU Foundation Inc. and in advancement. He stated that Dr. Lewis' full report could be found under Tab 4 of the Trustee binder. Dr. Lewis stated that he is moving forward with the new Capital Campaign. He hopes to be able to submit RFP's for a feasibility study early this summer and plans to present a recommendation for the Board's consideration in January of 2013.

Dr. Lewis stated that the upcoming edition of the *Gem of the Hills* will highlight the 21<sup>st</sup> Century Classroom on the cover.

### **Office of Institutional Research and Assessment**

Dr. Meehan introduced Dr. Alicia Simmons, Director of Institutional Research and Assessment, for updates from her division. Dr. Simmons stated that she is currently working on a five-year plan for the Institution for Research & Collaboration. She stated that a recent study on retention indicated that students who receive scholarships have an 81% retention rate, compared to a retention rate of 63% for those without scholarships.

### **Office of Internal Audit**

Dr. Meehan recognized Mr. Tony Bennett, Director of Internal Audit, and asked him to introduce his new assistant. Mr. Bennett introduced Mrs. Janice Thomas, a CPA who was recently hired to assist in the office of Internal Audit.

Dr. Meehan congratulated Mr. Clint Carlson, Vice President for Administrative and Business Affairs, and Mr. George Lord, Director of Physical Plant, for the recognition JSU received as A Tree Campus USA. He thanked them for the outstanding job they do in keeping our campus so clean and beautiful.

### **BYLAWS**

Dr. Meehan presented the following Board of Trustee Bylaws for the Board's approval:

# **BYLAWS OF THE BOARD OF TRUSTEES OF JACKSONVILLE STATE UNIVERSITY**

## **PREAMBLE**

Jacksonville State University (the “University”) is a public corporation and an instrumentality of the State of Alabama, created and existing by virtue of *Code of Alabama* §§16-52-1 through 16-52-16. The University is governed by a Board of Trustees (the “Board”), which has the exclusive jurisdiction, supervision and control of the University.

## **ARTICLE I**

### **The Board of Trustees**

#### **Section 1 – General Provisions**

The entire management and control over the activities, affairs, operations, business and property of the University shall be completely and absolutely vested in the Board; however, upon general or specific authorization or delegation made or provided for in these Bylaws or other action approved by the full Board, the Board may exercise its management and control by and through such officers, officials, committees and agents as it may deem fit and proper. Any authority delegated by the Board shall always be subject to the ultimate authority of the Board.

#### **Section 2 – Composition**

The Board has as members two Trustees who represent the congressional district in which the University is located. Each remaining congressional district in the State has one Trustee who represents that district. The Board also has as members one at-large Trustee, the State Superintendent of Education, and the Governor of Alabama, who shall be ex officio president of the Board.

#### **Section 3 – Election and Term of Office**

The Trustees shall be appointed by the Governor, by and with the advice and consent of the Senate, and except for a Trustee filling the unexpired term of his or her predecessor, shall hold office for a term of twelve (12) years and until their successors shall be appointed and qualified. No employee of the University shall be eligible to serve on the Board.

Any vacancy in the office of Trustee, occurring during the recess of the Legislature, shall be filled by appointment of the Governor. Such appointee shall hold office until the next session of the Legislature, when the vacancy shall be filled by the Governor by and with the consent of the Senate. A Trustee appointed to fill a vacancy by the Governor, by and with the consent of the Senate, shall hold office during the unexpired term.

#### **Section 4 – Retirement and Trustee Emeritus Status**

A Trustee who has departed the Board and who has attained the age of 70 years or older may be designated by the Board as a Trustee Emeritus and may receive such honorary privileges as may from time to time be conferred by the Board.

#### **Section 5 – Compensation; Conflict of Interest**

No Trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of his or her duties as such. The certificate of the President of the Board or, in his or her absence, of the President Pro Tempore, countersigned by the Secretary, shall entitle the several Trustees to the payment of their actual expenses incurred in the discharge of their duties as such Trustees.

In order to avoid any potential or real conflict of interest involving the position of Trustee and any business or economic interest which any Trustee may have, each Trustee shall fully and publicly disclose any such interest and will not participate in the discussion, debate, or voting upon said matter. Said disclosure shall be duly noted in the minutes of the meeting of the Board of Trustees or committee, as appropriate.

#### **Section 6 – Communication**

Individual members of the Board are entitled to request complete information about the University in any and all of its aspects and are encouraged to make direct requests to the President Pro Tempore, the President of the University or other designated officers of the University for such information as the member of the Board may desire.

#### **Section 7 – Authority and Duties of the Board**

It is the Board's obligation to organize the University by appointing its faculty and officers; fix their salaries and compensation; regulate, alter and modify the government of the University as it may deem advisable; to approve the size and character of the student body; determine the general admissions policies both undergraduate and graduate; determine the number and types of degrees; determine the number and nature of departments, division, schools or colleges through which the curriculum is developed and administered; determine the extent to which the institution should offer distance learning programs; prescribe courses of instruction, rates of tuition and fees; confer such academic and honorary degrees as are usually conferred by institutions of similar character; and take whatever other actions may be deemed best for promoting the interests of the University. The Board may take any and all of these actions, or it may delegate the authority to take any and all of these actions to the Executive Committee.

The Board may create such committees as it shall deem fit and proper and may assign to such committees any authority, duty or responsibility desired by the Board.

The Board shall organize the University by appointing a corps of instructors, who shall be styled the faculty of the University, and such other instructors and officers as the interest of the University may require; and to remove any such instructors or other officers and to fix their salaries or compensation and increase or reduce the same at its discretion; to regulate, alter or modify the government of the university, as it may deem

advisable; to prescribe courses of instruction, rates of tuition and fees; to confer such academic and honorary degrees as are usually conferred by institutions of similar character; and to do whatever else it may deem best for promoting the interest of the University.

It shall be the duty of the Board to make or cause to be made to the Legislature, at each session thereof, a full report of its transactions and of the condition of the University, embracing an itemized account of all receipts and disbursements on account of the University by those charged with the administration of its finances.

No individual member of the Board shall have the authority to commit the Board to a particular action.

Any authority delegated by the Board shall always be subject to the ultimate authority of the Board.

## **ARTICLE II**

### **Meetings of the Board of Trustees**

#### **Section 1 – Annual meeting**

The Board shall hold its regular annual meeting each year at the University on the third Monday of October, unless the Board shall, in regular session, determine to hold its meeting at some other time and place.

#### **Section 2 – Special Meetings**

Special meetings of the Board may be assembled by either one of the two methods outlined as follows:

Special meetings of the Board may be called by the Board President or the President Pro Tempore. In calling such Special Meetings, the Board President or President Pro Tempore shall mail a written notice to each Trustee at least 10 days in advance of the date of such meetings.

Upon the application in writing of any three members of the Board, the Board President or President Pro Tempore shall call a Special Meeting, naming the time and place thereof and causing notices to be issued in writing to the several members of the Board. Such meeting shall not be held on a date less than 10 days subsequent to the notice from the Board President or President Pro Tempore.

In lieu of notice, a written “Waiver of Notice” of any meeting shall be sufficient provided such Waiver is signed by all members of the Board.

### **Section 3 – Adjourned Meetings**

At any meeting, the Board may continue in session as long as it may deem proper for the conducting of the business and for the welfare of the University, and may at any session appoint a date, time and place for a special or adjourned meeting.

### **Section 4 – Quorum**

Six members of the Board shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present.

### **Section 5 – Minutes**

The Secretary shall prepare the Minutes of each meeting of the Board and shall mail a copy of the same to each member of the Board with the request that each member notify the Secretary at the earliest opportunity of any change that may be needed in the Minutes to represent the true action taken by the Board. At a subsequent meeting, the Minutes shall be officially approved and thereafter recorded in a permanent record book over the signature of the presiding officer and the Secretary.

Nothing herein shall prohibit the electronic transmission of Minutes or proposed changes; however, paper copies of the Minutes shall be mailed as first provided herein.

### **Section 6 – Rules of Order**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and other special rules of order the Board may adopt.

### **Section 7 – Public Meetings**

All meetings of the Board shall be open to the public and held in accordance with the Alabama Open Meetings Act, *Code of Alabama* (1975) § 36-25A-1 et seq. The Board may go into Executive Session for the reasons and by the procedure set forth in the Open Meetings Act.

### **Section 8 – Public Records**

All non-excepted documents of the University which qualify as public writings shall be subject to disclosure, in accordance with *Code of Alabama* (1975) § 36-12-40.

### **Section 9 – Agenda**

An agenda for Board meetings will be prepared by the President of the University. The Board may consider any other item or matter proposed by the Board President, President Pro Tempore or members of the Board subject to approval by majority vote of those members of the Board in attendance.



## **Article III**

### **Officers**

The Board shall have the following officers and any other officers that it may, from time to time, choose to elect:

#### **Section 1 – President of the Board (“Board President”)**

The Governor of the State of Alabama is Ex Officio President of the Board. In that capacity, he presides at all Board meetings which he attends and calls Special Meetings of the Board upon the conditions set forth herein.

#### **Section 2 – President Pro Tempore**

The Board shall elect at its annual meeting one of its number to serve as President Pro Tempore, who will serve until the next annual meeting of the Board. The President Pro Tempore shall preside as Chair at all Board meetings in the absence of the Board President, and shall call special meetings of the Board upon the conditions set forth herein. Further, the President Pro Tempore shall serve as Chair of the Executive Committee, and shall appoint such committees as may be authorized by the Board or as the President Pro Tempore may deem desirable, fill vacancies which may occur on such committees, and take all other actions normally taken by the President or presiding officer of a Board of similar kind. As Chair, the President Pro Tempore has the same rights and privileges as all other Trustees have, including the right to make motions, speak in debate and vote on all questions.

#### **Section 3 – Secretary**

The Secretary of the Board shall be the President of the University. The Secretary shall cause notice of meetings of the Board and its committees to be given to the members thereof; shall prepare the agenda; shall attend the Board meetings; shall make, record and retain complete records and minutes of all official actions of the Board and its committees; and shall maintain all other deeds, contracts, books, documents, and records of the Board and its committees. Further, as Secretary, he or she shall be custodian of the Corporate Seal, and wherever required, affix the Seal to documents executed on behalf of the Board and attest to the same, and he or she may certify to any actions of the Board. The Secretary shall have those additional duties assigned by the Board by rule or resolution.

## **Article IV**

### **Committees**

It shall be the purpose of all committees to assist the Board in carrying out its responsibilities and to support the President of the University, faculty, and staff of the University in carrying out their responsibilities. Committees may request any information necessary or appropriate to their deliberations, but all such requests shall be channeled

through the President of the University unless he or she has delegated that responsibility to members of the faculty and staff.

All standing committee reports and recommendations shall be submitted to the full Board and to the President of the University, but they shall be deemed only advisory in nature until after they have been reviewed and confirmed by the full Board. If any standing committee deems a matter sufficiently urgent to require action before the next meeting of the full Board, it shall convey its recommendation to the Executive Committee. Any Board member may attend any committee meeting. The terms of office of committee members will terminate with the term of office of the President Pro Tempore.

### **Section 1 – Executive Committee**

The Executive Committee of the Board shall be composed of no fewer than three members of the Board. Members shall be appointed by the President Pro Tempore who shall serve as Chair of the Executive Committee. While the Board of Trustees is not in session, the Executive Committee is authorized, empowered and instructed to perform any function of the Board when, in the opinion of the Executive Committee, action is advisable or necessary before the next regularly scheduled meeting of the Board or to perform any function delegated to it by the Board or by statute. The committee shall report its action to the Board at the next Board meeting. Without further approval of the Board, the Executive Committee shall have the authority to lease, sell, and convey real property of the Board and to approve any step of the planning, design and construction process for capital projects requiring Board approval.

Any member of the Board, at his or her election, may, without the right to vote as a member of the Executive Committee, attend and fully participate in the discussion and debate of any meeting of the Executive Committee.

### **Section 2 – Standing Committees**

The President Pro Tempore shall appoint the following committees:

Academic Affairs Committee

Athletic Committee

Honors Committee

Building and Finance Committee

## **Article V**

### **Administration**

#### **Section 1 – President of the University**

The administration of the University, under the authority of the Board, is unified in the office of the President of the University, subject to the ultimate authority of the Board.

**Part 1 – Employment.** The President shall be elected by and serve at the pleasure of the Board. The Board shall fix the length and terms of the employment of the President of the University.

**Part 2 – General Duties and Responsibilities.** The President of the University shall have the following duties and responsibilities:

The President of the University shall be the Chief Executive Officer of the University and shall manage, direct and be responsible for the conduct of all the affairs of the University, except those which by law or these Bylaws are retained by the Board or made the specific responsibility of other persons. The President of the University shall have the power, in the name of the University, to make and execute, or authorize the making and execution of, all contracts and written instruments made in the ordinary course of the operations of the University except those which must be specifically approved and authorized by the Board. He shall be responsible to the Board of Trustees for the prompt and effective execution of all resolutions, policies, rules and regulations adopted by the Board for the order and operation for the entire institution and for its governance.

The President of the University shall attend and participate in, without the privilege of voting, all of the meetings of the Board. He shall be an ex officio member of all committees established by the Board, without the authority to vote.

By virtue of his or her position, the President shall preside over meetings of the faculty and/or staff and shall have the right to call meetings of the faculty or any of the councils, committees or other agencies of the University.

The President of the University shall exercise such executive powers as are necessary for the governance of the University. Additionally, he or she shall have a discretionary power and authority broad enough to enable him or her to discharge the responsibilities of the office and to promote the interest of the University. In the exercise of such powers, the President of the University is delegated full authority to formulate and issue regulations and orders not inconsistent with Board policy. The Board shall rely upon the President of the University to ensure that the staff and faculty of the University develop, adapt and administer the academic methods and procedures deemed by them to be the most effective in promoting efficiency of operations and most appropriate to the advancement of learning.

Subject to the approval of a majority of the Board, the President of the University may appoint or employ one or more suitable persons to act as police officers to keep off intruders and prevent trespass upon and damage to the property and grounds of the University. Such action, and any police officers so appointed or employed, are subject to the terms of *Code of Alabama* (1975) §§ 16-52-12, 16-52-12.1.

The President of the University, as Secretary to the Board, shall be the medium through which all matters and items of official business shall be presented to the Board.

**Part 3 – Appointment of Faculty and Staff.** The President of the University has the authority to appoint, promote, set salaries of, suspend, or dismiss employees of the University, except as otherwise set forth herein.

**Part 4 – Granting of Degrees.** The Board delegates authority to the President of the University to confer degrees. The President of the University is authorized to confer such degrees upon recommendation by the faculty.

## **Section 2 – Other Officials**

**Part 1 – Provost.** The Provost shall serve as the Chief Academic Officer of the University and will oversee and advance the interests of undergraduate and graduate students of the University. The Provost shall report to the President of the University. All decisions regarding the appointment, salaries, suspensions, or dismissals of the Provost shall be made upon the recommendation of the President of the University as affirmed by majority vote of the Board.

**Part 2 – Vice-Presidents.** The University shall employ such Vice Presidents as it deems appropriate. Vice Presidents shall report to and be evaluated by the President of the University, who will report the results of such evaluations to the Board. All decisions regarding the appointment, salaries, suspensions, or dismissals of all Vice Presidents shall be by upon the recommendation of the President of the University as affirmed by majority vote of the Board.

## **Article VI**

### **Amendment or Repeal of Bylaws**

New Bylaws may be adopted, and current Bylaws may be amended or repealed, by a majority vote of the members present at any meeting of the Board, provided that any proposal for a change in such Bylaws shall have been proposed in writing and mailed to each member of the Board not less than ten (10) days prior to the meeting at which the proposal will be considered. Any Trustee who desires to propose a change in the Bylaws shall submit such proposal in writing to the President of the University not less than twenty (20) days prior to the meeting at which the proposal will be considered. The President of the University, as Secretary of the Board, shall submit all such proposals in writing to each member of the Board at least ten (10) days prior to the meeting. The requirements for notice herein may be waived at any time by a vote of two-thirds of the entire membership of the Board.

## **Article VII**

### **Repealing Clause**

All rules, orders, regulations, resolutions or any Bylaws heretofore adopted by the Board, which are in conflict with these Bylaws, are hereby repealed but such repeal shall not affect actions heretofore taken pursuant to such rules, orders, regulations, resolutions or Bylaws.

### **Executive Session**

Dr. Meehan presented a statement from Mr. Sam Monk, Acting University Counsel, who certified the Executive Session necessary to discuss pending litigation and controversies not currently being litigated, but likely to be litigated if the Board takes a proposed course of action.

Dr. Meehan called roll for voting to approve the Executive Session. The following persons voted:

Chairman Jim Bennett, Aye  
Mr. Jim Coxwell, Aye  
Mr. Thomas Dedrick, Aye  
Mr. Red Etheredge, Aye  
Mr. Randall Jones, Aye  
Mr. Mack Roberts, Aye  
Mr. Ronnie Smith, Aye  
Mr. Randy Owen, Aye

**Chairman Bennett reported a unanimous vote for the Executive Session and stated the Board members would return for a public vote on any actionable items.**

Upon returning from Executive Session, Mr. Folsom made the following motions:

#### **Motion #1**

**That the proposal presented by the Biology Department to name an outdoor student learning site between Martin Hall and McGee Science Center in honor of**

**retiring Department Head, Dr. Frank Romano, be approved. Mr. Randy Owen seconded the motion and after discussion from the Board the motion was approved.**

**Motion #2**

**That the proposal presented by the Drama Department to name the main stage theatre space in Stone Center after retiring Department Head, Ralph Carlton Ward, Jr., be approved. Mr. Ronnie Smith seconded the motion and after discussion from the Board the motion was approved.**

There being no further business, Chairman Bennett declared that the meeting was adjourned and stated that the next meeting of the Board of Trustees will be held on Monday, July 23, 2012 at 10:00 a.m. on the 11<sup>th</sup> Floor of the Houston Cole Library.

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Secretary

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President Pro Tempore