THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF ALABAMA
BOARD MANUAL

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BYLAWS

OF THE BOARD OF TRUSTEES

OF THE UNIVERSITY OF ALABAMA

PREAMBLE

The people of Alabama have vested full management and control over the "state university" in a "board of trustees" ( Ala. Const. Art. 14, Sec. 264); the Legislature of the State of Alabama has characterized the "governor and the state superintendent of education by virtue of their respective offices, and the trustees heretofore appointed from the different congressional districts of the state under the provisions of Sec. 264 of the Constitution, and such other members as may be from time to time added to the board of trustees and their successors in office" as a body corporate and has identified and named the corporation "The Board of Trustees of The University of Alabama" (Code of Alabama, 1940, Title 52, Sec. 486). In order to more effectively manage and control the "state university," in order to provide for a definitive, orderly form of governance, and in order to secure and continue a responsive, progressive, and superior institution of higher education, the board of trustees hereby does promulgate and adopt these Bylaws.

ARTICLE I

The Board of Trustees

The entire management and control over the activities, affairs, operations, business, and property of The University of Alabama System (hereinafter referred to as the "University") shall be completely and absolutely vested in The Board of Trustees of The University of Alabama (hereinafter referred to as the "Board"); however, upon general or specific authorization or delegation made or provided for in these Bylaws, the Board may exercise its management and control by and through such officers, officials, committees and agents as may seem fit and proper.

SECTION 1. COMPOSITION OF BOARD.

The Board consists of two ex officio members, namely, the Governor and the Superintendent of Education of the State of Alabama, who serve by virtue of their respective offices, three members elected by the Board from the congressional district in which Tuscaloosa County is located, and two members elected by the Board from each of the other congressional districts in the State of Alabama.
SECTION 2. ELECTION AND TERM OF OFFICE.

Ex officio Trustees shall serve only while holding their respective state offices. Elected Trustees shall hold office for a term of six (6) years, commencing on the date of their election except as modified below. When the term of any Trustee shall expire, or in case of a vacancy by death or resignation of a Trustee, or from any other cause, the remaining Trustees shall elect a successor by secret ballot; provided, that any Trustee so elected shall hold office from the date of his election until his confirmation or rejection by the Senate, and, if confirmed, until the expiration of the term for which elected and until his successor is elected, or, in the case of a vacancy, for the unexpired term for which he was elected and until his successor is elected. If the Senate should reject the name of any Trustee, it shall thereupon elect Trustees in the stead of those rejected. Neither the existence nor continuation of a vacancy in the office of a Trustee shall serve to impair or hinder any provisions of these Bylaws or the validity of the operations and actions of the Board by virtue of that vacancy alone. A Trustee shall not serve more than three consecutive full six (6) year terms on the Board. Other than as described above, no Trustee shall be removed from office except for cause, and then only by the affirmative vote of two-thirds (2/3) of the total number of Trustees (Elected and ex officio) then holding office, with notice and an opportunity to be heard provided.

SECTION 3. ALTERATION IN CONGRESSIONAL DISTRICT BOUNDARIES.

In the event that congressional district boundaries are altered:

A. All elected Trustees shall continue to serve the full terms for which they were elected and shall be recognized as Trustees from the new district in which they reside.

B. Where new congressional districts are created in which less than the constitutionally appropriate number of elected Trustees reside, the Board shall elect the appropriate number of Trustees from that district to serve a full term.

C. Where new congressional districts are created in which more than the constitutionally appropriate number of elected Trustees reside, there shall be no election or reelection of Trustees from that district until first the number of Trustees from that district is reduced to the constitutionally appropriate number by expiration of term or otherwise and, thereafter, vacancies occur in one or more of these constitutionally appropriate numbers by expiration of term or otherwise.

SECTION 4. RETIREMENT AND TRUSTEE EMERITUS STATUS.

Each elected Trustee shall retire from the Board at the annual meeting following that Trustee's seventieth birthday. Any elected member who retires or who is not reelected may be designated by the Board as a Trustee Emeritus. Such designation shall confer no responsibilities, duties, rights, or privileges as such but shall constitute recognition of
services and experience and will publicly acknowledge that person as particularly suited for counsel and advice to the Board. The Board encourages the availability of Emeriti Trustees for such counsel and advice and may request special services of them.

SECTION 5. COMPENSATION OF TRUSTEES.
No Trustee shall receive pay or emolument other than his actual expenses incurred in the discharge of his duties as such; such expenses shall be paid or reimbursed from University funds upon the authorization of the Chancellor. Such authorization shall be subject to review and certification annually by the President of the Board, or, in his absence, the President pro tempore.

SECTION 6. PRIMARY FUNCTIONS OF THE BOARD.
In the exercise of its management and control of the University, the Board recognizes that it must determine major policy, review existing policy, define the missions, role and scope of the University and each of its major divisions or component institutions (hereinafter sometimes referred to as "campus"), and provide ultimate accountability to the public and the political bodies of Alabama. Any authority delegated by the Board shall be subject always to the ultimate authority of the Board.

Within these fundamental responsibilities, the Board will perform where appropriate, many essential functions, including but not limited to the following:

1. Establish policies and goals of the University and direct the Chancellor to implement and achieve those policies and goals;
2. Review and approve academic plans, including new programs and new units, and major modifications in existing programs and units;
3. Approve, upon recommendation of the Presidents, the earned degrees awarded;
4. Designate academic chairs and professorships; award honorary degrees; and name for individuals buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs;
5. Approve admission policies and levy fees and charges;
6. Review and approve legislative requests for appropriations;
7. Review and approve annual budgets and budget changes;
8. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;
9. Approve all loans, borrowing, and issuance of bonds;

10. Approve or authorize the Executive Committee to approve appointments and salaries of principal officials;

11. Approve or designate who shall approve compensation policy for faculty and staff;

12. Approve Campus Master Plans, Facilities Development Programs, and Capital Development Programs;

13. Approve or designate who shall approve all contractual relationships and other major legal obligations executed in the name of the Board;

14. Approve or authorize the Executive Committee to approve all purchases and sales, of real property, and insure that all properties of the University are preserved and maintained; and, by Board Rule, to authorize the Chancellor, after review by the General Counsel, to convey rights-of-way or easements for utilities that serve University facilities, programs, or activities;

15. Establish objectives, policies, and practices which provide for effective and prudent management, control, and preservation of the investment assets of the University;

16. Establish auditing policies and standards and appoint independent auditors;

17. Approve architects, engineers, and project managers, preliminary and final budgets, and award of construction contracts for certain capital projects, as well as the acquisition of certain new equipment and computer software and all land;

18. Approve all depository agreements for the deposit of funds.

ARTICLE II

Meetings of the Board of Trustees

SECTION 1. ANNUAL AND REGULAR MEETINGS.

The Board shall schedule annually, in advance, regular meetings of the Board to be held during the ensuing year and shall designate one of such meetings as the annual meeting of the Board. A scheduled regular or annual meeting may be cancelled or the date, place and time of holding the same may be altered by the Board without further notice or by the President pro tempore upon written notice, given at least seven (7) days prior to the