# 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
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
scheduled or rescheduled date, as the case may be. In any case, the Board shall meet at least once in each year.

**SECTION 2. SPECIAL MEETINGS.**

Upon the written application of four members of the Board, or any three members with his concurrence, the President pro tempore shall call a special meeting and issue notice thereof to the Trustees; but such a special meeting shall not be called for a day less than seven days subsequent to the date of the notice. In case there is no President pro tempore of the Board, or in case he is incapacitated and unable to act, then the Governor, as President of the Board, shall upon written notice of four members, in like manner, call such special meeting. In such notice the reason for calling the meeting shall be stated.

**SECTION 3. ADJOURNED MEETINGS.**

At any meeting, the Board may continue in session as long as it may deem proper for the welfare of the institution, and may at any session appoint a special or adjourned meeting.

**SECTION 4. PLACE OF MEETINGS.**

Regular meetings of the Board must be held at University, Alabama, but special or adjourned meetings may be held at University, Alabama, Montgomery, Alabama, Birmingham, Alabama or Huntsville, Alabama.

**SECTION 5. ATTENDANCE.**

Members of the Board must be physically present at any Board meeting in order to be considered present and attending or to vote at that meeting; provided however, that the Board may have a meeting by telephone, video conference, or similar means to the extent permitted by law.

**SECTION 6. QUORUM.**

Eight members of the Board of Trustees, exclusive of ex-officio members, shall constitute a quorum, except that the quorum shall be reduced to the number of elected trustees holding office in the event such number shall be less than eight; and every member present shall be required to vote, and a majority of those present shall govern unless a greater number is required hereunder or by any Board Rule provided for herein; except that no Trustee shall be required to vote if there exists a possible conflict of interest; however, in no event shall any action be taken unless the number of votes cast equals or exceeds the number required for a quorum.

**SECTION 7. MINUTES.**

Minutes of all meetings of the Board and its committees shall be promptly prepared and distributed to all members of the Board by the Secretary, and upon approval by the Board or committee, as the case may be, such minutes shall be recorded in substantially bound books retained by the Secretary.
SECTION 8. EXECUTIVE SESSION.

All meetings of the Board of Trustees shall be open to the public except that the Board may go into executive session when the character or good name of a woman or man is involved or when otherwise authorized by law.

SECTION 9. AGENDA.

The Board shall provide by Board Rule for the preparation and advance distribution to Board members of the agenda for all meetings. The President pro tempore shall have final approval of the agenda except for items proposed by Board members which shall be included. No business other than that on the agenda shall be transacted except by unanimous consent of the members present.

SECTION 10. RULES OF ORDER.

Rules of order shall be those normally governing parliamentary procedure, and unless overruled by a majority of Trustees attending, the chairman of the meeting will determine all questions concerning such rules.

ARTICLE III

Officers

The Board shall have the following officers and any other officer it may from time to time elect. Such officers shall have the powers and shall perform the duties as are set forth herein, together with those which may be authorized and delegated by the Board from time to time and the usual and customary powers and duties which are incident to the office. The offices of Secretary and of General Counsel may be held by the same person.

SECTION 1. PRESIDENT OF THE BOARD.

The Governor of the State of Alabama shall be ex officio President of the Board. He shall preside at all Board meetings which he attends and shall call special meetings of the Board upon the conditions hereinbefore set out.

SECTION 2. PRESIDENT PRO TEMPORE.

At each annual meeting of the Board, the Board shall elect one of their number to serve as President pro tempore until the next annual meeting. He shall preside at all Board meetings in the absence of the Governor and shall call special meetings of the Board upon the conditions hereinbefore set out. Further, he shall serve as Chairman of the Executive Committee and shall appoint such committees as may be authorized by the Board, or as he may deem desirable, fill vacancies which may occur on such committees and give final approval to the agenda for Board meetings as set out in Article II, Section 8. A Trustee shall not be elected to the office of President pro tempore for more than three one-year terms in succession. In the event of the death, incapacity or unavailability of the President pro tempore, the following person, if a current Trustee, shall act as President pro tempore in order of succession below: