# BOARD MANUAL

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BYLAWS OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ALABAMA

EXCERPTS FROM THE BOARD MANUAL BYLAWS ARTICLE III, SECTION 1 and 2
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:
1. The immediate past President pro tempore;
2. The next preceding President pro tempore
3. Such Trustee as designated by the Executive Committee.

Upon the death of the President pro tempore, the successor President pro tempore shall continue in office until the next annual meeting of the Board. The President pro tempore's incapacity or unavailability is deemed to occur upon (1) written notice by the President pro tempore (e.g., unavailability due to out of town travel; incapacity due to scheduled surgery; etc.) or (2) the good faith determination by the Executive Committee that the President pro tempore is incapacitated or unavailable. If the President pro tempore provided written notice of his incapacity or unavailability, the successor President pro tempore shall continue in office until written notice from the President pro tempore of his capacity or availability. If the President pro tempore’s incapacity or unavailability were made by the Executive Committee’s determination, the successor President pro tempore shall serve in office until the Executive Committee makes a good faith determination that President pro tempore has capacity or is available. Notice under this Section shall be provided to the members of the Executive Committee and to the Chancellor.

SECTION 3. SECRETARY.

The Secretary shall be appointed by the Board and shall serve at its pleasure. He shall cause notice of meetings of the Board and its committees to be given to the members thereof; shall cause notice of meetings of the Board and its committees to be given to the public as required by law; shall prepare and distribute agenda; shall attend 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, and documents and records of the Board and its committees. Further, as Secretary, he shall be custodian of the corporate seal and, where required, affix the seal to documents executed on behalf of the Board and attest the same, and he may certify to any action of the Board. He shall have those additional duties assigned elsewhere herein or by Board rule or resolution.

SECTION 4. GENERAL COUNSEL.

The General Counsel shall be appointed by the Chancellor with the approval of the Board. The relationship between the General Counsel and the Board of Trustees of the University shall be that of attorney-client and shall be governed at all times by the rules and standards of professional conduct. The General Counsel shall, as authorized by the Board, prosecute and defend claims, and engage outside counsel to represent the University’s interests. The General Counsel and its staff will be available at all times to advise the Board on any matter involving the University’s interests.