THE BOARD OF TRUSTEES OF
THE UNIVERSITY OF ALABAMA

BOARD MANUAL

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BYLAWS
OF
THE BOARD OF TRUSTEES OF
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SECTION 11. LEGAL AFFAIRS COMMITTEE.
This committee shall act as liaison between the Board and the General Counsel or other attorneys representing the Board. The committee will keep the Board informed of all pending litigation and legal issues affecting the University System and the Board.

SECTION 12. NOMINATING COMMITTEE.
This committee shall make nominations to the Board for election to all positions which the Board has the responsibility to elect under Board Rules, statute, or the Constitution; including Board officers, new Trustees, Executive Committee members, and members of the UAB Health System Board, and such other nominations as assigned by the President pro tempore.

SECTION 13. SUBCOMMITTEES.
Subcommittees of the standing committees of the Board may be established from time to time as needed or as may be provided for by Board Rules.

SECTION 14. ATTENDANCE AT COMMITTEE AND SUBCOMMITTEE MEETINGS.
Committee and subcommittee meetings may be held in person or by means of a telephone or video conference or similar means that permits the members of the committee or subcommittee to simultaneously hear one another during the meeting and that permits any member of the public, including representatives of the media, that same opportunity. Either the chair or the majority of the members of a committee or subcommittee can determine in advance of a meeting whether attendance will be in person or by telephone, video, or similar means.

ARTICLE V
The University of Alabama System

SECTION 1. ORGANIZATION.
The University shall maintain its principal offices in Tuscaloosa County, Alabama. It shall be charged with the responsibility of providing to the State of Alabama comprehensive undergraduate, graduate and professional programs and other instructional, research, and service programs, all of the highest quality, through the operation of major components or campuses with varying missions at such locations as may be approved by the Board from time to time. The University of Alabama System includes The University of Alabama, with headquarters at University, Alabama; The University of Alabama at Birmingham, with headquarters at Birmingham, Alabama; and The University of Alabama in Huntsville, with headquarters at Huntsville, Alabama, each with a role and scope to be prescribed by the Board, and each administered by a President who shall report directly to the Chancellor. System coordination shall be effected by the Chancellor.

SECTION 2. AUTHORITY AND DUTIES OF THE CHANCELLOR.
The Chancellor shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance. In the
exercise of such powers, the Chancellor is delegated full authority to formulate and issue regulations and orders not inconsistent with Board policy. The Chancellor shall be the principal link between the Board's responsibility for policy and each President's responsibility for operations. The Chancellor shall report directly to the Board the current affairs of all components of the University, and shall discuss with the Board basic issues, new or alternative directions and recommendations on new policies. To facilitate such reporting and discussion, the Chancellor, or the Chancellor's designee, shall be a member of the board of directors and the executive committee of all foundations and other organizations affiliated with the System or any of the campuses. He/She shall direct, coordinate, and implement the planning, development, and appraisal of all activities of the System.

Within the general authority granted by the Board, the Chancellor shall perform duties and responsibilities including, but not limited to, the following:

1. Implement Board policies, continuously review the administration and effect of these policies and recommend to the Board, for consideration, modifications of policies and new policies at both campus and System levels;

2. Assume primary responsibility, with the assistance of the Presidents, for external relationships with the Governor's office, the Legislature, the Alabama Commission on Higher Education, federal agencies and other agencies, groups and institutions;

3. Recommend to the Board the mission, role and scope of the University and of its respective campuses;

4. Establish the guidelines and formats, coordinate the development and review, and submit to the Board recommended Campus Master Plans, Facilities Development Programs, and Capital Development Programs;

5. Participate in the implementation of capital projects requiring Board approval;

6. Direct and approve the preparation of a coordinated legislative request for both operating and capital appropriations, and direct the presentation of and justification for the request;

7. Review and recommend to the Board the budgets of each campus;

8. Coordinate all functions of the University to assure an integrated institution of related and cooperating campuses, with coordinated educational programs so that quality and comprehensiveness are emphasized, cooperation is insured, and unnecessary duplication is avoided;
9. Establish financial, budgetary, audit, and business procedures for the efficient and effective management of the University;

10. Recommend to the Board, after an appropriate search process, the appointment and compensation of Presidents. With the approval of the President pro tempore, and with prior notice to the Board, terminate the employment of Presidents;

11. Receive and review recommendations from the Presidents and transmit such recommendations to the Board along with his/her recommendations for appointment and compensation of campus vice presidents and other principal campus academic and administrative staff;

12. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements; and

13. Coordinate the development and recommend to the Investment Committee for adoption by the Board objectives, policies, and practices which will provide for effective and prudent management, control, and preservation of the investment assets of the University. Provide staff assistance to the Investment Committee for overseeing investment activities and performance, and for ensuring the proper control and safekeeping of the investment assets of the University. Supervise the implementation of established investment policies and practices.

SECTION 3. AUTHORITY AND DUTIES OF THE PRESIDENTS.

There shall be a President of each component institution who shall be chief executive officer thereof and who shall have full authority to administer campus affairs and to formulate and issue regulations and orders not inconsistent with the Bylaws, rules, policies and procedures of the Board and the Chancellor. The President shall be responsible for the participation of his campus in the overall planning, resource allocation, and program evaluation of the University. The President shall report directly to the Chancellor and through him to the Board of Trustees. The Chancellor shall provide an opportunity for the President to present his views on any matter which affects the University. Within the general authority granted by the Board and the Chancellor, the President shall perform duties and responsibilities including but not limited to the following:

1. Primary responsibility for all of the factors that contribute to the quality of academic (teaching, research, and public service) and support programs of the campus. Such factors include the general supervision of all campus faculties, the allocation and utilization of available resources within the campus, and any and all matters related to the welfare of the campus;
2. General supervision of all relationships between students and the various levels of campus administration. Such supervision includes but is not limited to admissions, registration and records, academic progress and advising, counseling, housing, scholarships and financial aids, student activities and services, placement, foreign students, and the evaluation and certification of academic credit from other institutions;

3. Financial management of the campus and its component parts in conformity with University management policies and practices. This function shall include but is not limited to the preparation of budgets and legislative requests, assistance in legislative presentations, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports;

4. Personnel administration including employment and termination, wage determination, and conditions of employment for faculty and other employees of the campus;

5. Operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus;

6. Fund raising, intercollegiate athletics, auxiliary enterprises, and alumni activities;

7. Participate in the development of objectives, policies, and practices which will provide for effective and prudent management, control, and preservation of the investment assets of the University. Implement assigned investment responsibilities and ensure compliance with restrictions established by external donors, as well as limitations placed by the Board on funds functioning as endowment;

8. Develop and submit to the Chancellor Campus Master Plans, Facilities Development Programs, and Capital Development Programs;

ARTICLE VI
Seals

SECTION 1. OFFICIAL CORPORATE SEAL.
The official corporate seal of The Board of Trustees of The University of Alabama shall be circular in form, encircled with a rope-like band enclosing the words "THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ALABAMA," and the date of