

**BYLAWS OF
THE BOARD OF TRUSTEES
OF
WINSTON-SALEM STATE UNIVERSITY**

**ARTICLE I
Name**

This board shall be known as *The Board of Trustees of Winston-Salem State University* (hereafter “Board”).

**ARTICLE II
Purpose**

The purpose of the Board is to perform the duties and exercise the powers prescribed by the applicable provisions of Chapter 116 of the North Carolina General Statutes and by The Code of the Board of Governors of The University of North Carolina.

**ARTICLE III
Organization, Meetings, and Powers**

Section 1. Appointment and Term of Office

- a) The Board shall consist of thirteen (13) persons chosen as follows:
 - 1. Eight (8) elected by the Board of Governors of the University of North Carolina.
 - 2. Four (4) appointed by the General Assembly; and
 - 3. The President of the Student Government Association of the University, ex officio. [See G.S. §116-31(d)]

- b) In every odd numbered year, the Board of Governors shall elect four (4) persons to the Board and the General Assembly shall appoint one (1) person upon the recommendation of the President Pro Tempore of the Senate and one (1) person upon the recommendation of the Speaker of the House of Representatives to the Board; and the term of office of all such elected or appointed trustees (excluding ex-officio trustees) shall be four (4) years, commencing July 1 of such odd numbered year. [See G.S. §116-31(e) and (f)]

- c) Whenever any vacancy shall occur in the membership of the Board among those appointed by the General Assembly, it shall be the duty of the Assistant Secretary of the Board to inform the General Assembly of the existence of the vacancy, and the vacancy shall be filled as provided in N.C. Gen. Stat. § 120-122. Whenever any vacancy shall occur among those elected by the Board of Governors, it shall be the duty of the Assistant Secretary of the Board to inform the Board of Governors of the existence of the vacancy, and the Board of Governors shall elect a person to fill the unexpired term. Whenever a member shall

fail, for any reason other than ill health or service in the interest of the State or nation, to be present for three (3) successive regular meetings of the Board, his or her place as a member shall be deemed vacant. [See G.S. §116-31(j)]

d) Any person who has served two (2) full terms for four (4) years in succession as a member of the Board shall, for a period of one (1) year, be ineligible for election or appointment to the Board. [See G.S. §116-31(g)]

e) No member of the General Assembly or officer or employee of the State, The University of North Carolina, or any constituent institution, shall be eligible for election or appointment as a trustee. No spouse of a member of the General Assembly, or of an officer or employee of a constituent institution may be a trustee of that constituent institution. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State, The University of North Carolina, or any constituent institution or whose spouse is elected or appointed to the General Assembly or becomes an officer or employee shall be deemed thereupon to resign from his or her membership on the Board. [See G.S. §116-31(h)]

f) No person may serve simultaneously as a member of the Board and as a member of the Board of Governors. Any trustee who is elected to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that his or her term commences as a member of the Board of Governors. [See G.S. §116-31(i)]

g) The Board may recommend to the appointing authority that a member be removed for cause.

Section 2. Meetings

a) The Board shall hold not fewer than three (3) regular meetings a year and may hold such additional meetings as may be deemed desirable [See G.S. §116-32]. The Board, at these meetings, shall consider recommendations of the Chancellor and such other matters as may properly come before it. Meetings may be held in person, by conference telephone, or by electronic means that allows for real-time voice communication. All meetings of the Board shall be open to the public unless, consistent with the requirements of State law, a meeting is closed to the public by a motion duly made and adopted by the Board in an open meeting.

b) A calendar of regular meeting dates for the Board and Board committees will be established and publicized in accordance with State law. [See G.S. § 143-318.12(a)(1)] After the schedule of regular meetings is established for the coming year, a copy of that schedule, showing the time and place of regular meetings, shall be kept on file with the Secretary of State and posted on the WSSU website. If the date of a regular meeting is changed, the Assistant Secretary shall change the posting and notify the Secretary of State, the Board, and public at least seven (7) calendar days in advance of the new meeting date. [See G.S. § 143-318.12]

Whenever the Chairperson deems the business of the Board not to require a regular meeting, the Chairperson may cancel such meeting with five (5) days' written notice provided that no two (2) consecutive regular meetings shall be so canceled. In the event of unforeseen circumstances, the Chairperson may cancel a meeting with 24-hour notice to members.

c) A special meeting may be called by the Chairperson of the Board. A notice specifying the time and place of a special meeting of the Board shall be mailed or otherwise delivered by the Secretary or the Assistant Secretary to each member of the Board at least forty-eight (48) hours before the meeting. A notice and posting specifying the time and place of a special meeting of the Board shall be provided in accordance with state law. [See GS § 143-318.12(b)(2)] Additionally, a special meeting of the Board may be requested upon the written request of not fewer than six (6) members of the Board directed to the attention of the Assistant Secretary. A special meeting requested by members to be called by the Assistant Secretary shall be held within fourteen (14) days of receipt by the Assistant Secretary of the sixth written request for such special meeting. Any matter of business may be considered at a special meeting of the Board.

d) Emergency meetings of the Board may be called by the Chairperson when generally unexpected circumstances require immediate consideration by the Board. A notice specifying the time and place of an emergency meeting of the Board may be given by telephone, electronic means, or other method in sufficient time for a majority of the Board to reasonably be expected to be able to attend the meeting. Only business connected with the emergency may be considered at an emergency meeting [See GS § 143-318.12(b)(3)].

e) Agenda

1. A copy of the agenda for each regular meeting of the Board, including notice of all expiring terms on or vacancies in membership of Board committees and, insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as a part of the agenda, shall be mailed or otherwise delivered by the Secretary or Assistant Secretary to each member of the Board at least seven (7) days in advance of the regular meeting. If practicable, a copy of the agenda for each special meeting of the Board, with reports and other materials to be presented, shall be mailed or otherwise delivered to each member of the Board at least four (4) days in advance of the special meeting; however, if such delivery is not practicable, the agenda for a special or an emergency meeting may be presented to the Board as the first order of business at the meeting.
2. The agenda for meetings of the Board shall be prepared in consultation with the Chancellor and the Chairperson. All requests for inclusion of a given item on the agenda of a particular meeting shall be filed, with supporting documents, if any, with the Assistant Secretary.

f) A quorum of the Board is required for conducting business. A quorum shall consist of a majority of the members of the Board currently in office.

g) The Chairperson shall preside at all meetings of the Board. In the absence of the Chairperson, the Vice Chairperson shall preside and in the absence of both, the Secretary shall preside. In the absence of an elected officer, a presiding officer shall be elected by and from the voting membership of the Board.

h) All members of the Board may vote on all matters coming before the Board for consideration, but no member may vote by proxy. Any voting member of the Board who attends a meeting by telephone, video conference, or other electronic means that allows for two-way voice interaction may cast the member's vote by that means. No vote concerning any matter under consideration by the Board or by a committee of the Board may be cast in absentia, by mail, email fax, or telegraph.

i) Except as modified by specific rules and regulations of the Board and State law, *Roberts Rules of Order* (latest edition) shall constitute the rules of parliamentary procedures applicable to the meetings of the Board and its committees.

j) The Assistant Secretary shall take minutes of all meetings of the Board; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; and shall be custodian of all records of the Board. The Secretary or Assistant Secretary shall keep the Board of Governors, through the Secretary of the University of North Carolina, fully and promptly informed concerning activities of the Board, including notice of any changes in the membership of the Board or in its bylaws or committee structure, and notice of meetings [See The UNC Code 402C].

Section 3. Officers and Committees

a) At the first meeting after June 30 of each year, the Board shall elect from its membership a Chairperson, a Vice Chairperson and a Secretary [See G.S. § 116-32], each of whom shall serve for a term of one (1) year and until a successor is elected. If the position of Chair becomes vacant, then the Vice Chair shall become the Interim Chair until the Chair's successor is elected. In all other circumstances, if a vacancy occurs in any of these offices, the Board shall elect a person to serve for the remainder of the unexpired term.

b) The Board may also elect an Assistant Secretary of the Board from among the members of the Chancellor's staff. Copies of the minutes, papers and documents of the Board may be certified by the Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

- c) The duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. The respective committees shall report their recommendations for the consideration of the Board, but committee action or approval is not required prior to approval or action by the Board.
- d) Special committees may be created by the Committee on Trustees and Governance to perform specific functions not requiring the continuous existence of a committee. The Chairperson and members of a special committee shall be appointed by the Chairperson of the Board from the membership of the Board unless the Board otherwise provides. Every special committee shall cease to exist one (1) year after the date of its creation, unless continued by affirmative action of the Board or the Chairperson of the Board.
- e) The Chairperson shall appoint committee members, and shall appoint Committee Chairs and Vice Chairs. The Chairperson shall be a non-voting ex-officio member of each committee with the exception of the Executive Committee where the Chairperson shall be the Chair.
- f) The Board may, at its discretion, authorize any of its committees to act in its stead in any matters which the Board may direct, except those powers expressly delegated to the Board by the Board of Governors without the power to sub-delegate.

Section 4. Powers and Duties of the Board

- a) The Board shall promote the sound development of the University within the functions prescribed for it, helping it to serve the people of the State in a way that will complement the activities of the other institutions, and aiding it to perform at a high level of excellence in every area of endeavor. The Board shall serve as advisor to the Board of Governors on matters pertaining to its University and shall also serve as advisor to the Chancellor concerning the management and development of the University. [See G.S. 116-33]
- b) The Board shall have such other powers and duties, not inconsistent with provisions of *The Code of the Board of Governors of the University of North Carolina* or with applicable provisions of State law, as are specified in said *Code* or as shall be defined and delegated by the Board of Governors. [See Chapter IV and Appendix 1 of *The UNC Code*]
- c) The authority of the Board is conferred upon the Board; Trustees bind the Board and the University only by acting together as a Board. No individual Trustee shall commit the Board to any policy, declaration, or action without prior approval of the Board.

Section 5. Powers and Duties of the Standing Committees

The identification and general powers of the standing committees of the Board follow. Such powers

may be modified or clarified by committee charters as the Board deems appropriate.

- a) **Executive Committee:** The Executive Committee, consisting of all officers and Chairs of the Standing Committees, is authorized to act on behalf of the full Board between regular Board meetings when immediate action of the Board is required and a quorum of the full Board cannot be obtained. Executive Committee actions shall be reported to the full Board at the next regular meeting.
- b) **Academic and Student Experience Committee:** The Academic Affairs Committee provides policy advice and reports to the Board on academic, strategic, and operational matters related to admissions, grading and degrees, student services, athletics, tenure and promotion, and student success.
- c) **External Relations Committee:** The External Relations Committee provides policy advice and reports to the Board on matters involving alumni and donor engagement as well as community and government relations.
- d) **Finance, Administration, and Stewardship Committee:** The Finance and Stewardship Committee provides policy advice and reports to the Board on matters involving personnel actions; personnel policies; budget development; endowments and trust funds; capital projects and property; tuition, fees, and deposits; and campus security.
- e) **Audit and Grievance Committee:** The Audit and Grievance Committee is authorized to act on behalf of the full Board to decide cases and appeals over which the Board has jurisdiction. The Committee shall also assist the Board in fulfilling its oversight responsibilities related to audit, risk management, compliance, legal and ethical functions of the University
- f) **Committee on Trustees and Governance:** The Committee on Trustees and Governance makes recommendations to promote efficient, effective, and ethical Board operations by addressing any unassigned or miscellaneous responsibilities that fall outside of other Committees as determined by the Board Chair. The Committee on Trustees and Governance also presents a slate of nominees to fill the offices of Chairperson, Vice Chairperson, and Secretary with office terms beginning the first Board meeting after June 30. The Board Chairperson shall not serve as a member of the Committee on Trustees and Governance.

ARTICLE IV Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board by the affirmative vote of two-thirds, provided that the substance of the proposed amendment is filed with the Assistant Secretary and a copy is mailed or otherwise delivered to each member not less than seven (7) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE V
Subordination to University Code

To the extent that any of these bylaws may be inconsistent with *The Code of the Board of Governors of the University of North Carolina*, as the same may be amended from time to time, said *Code* shall control.

Amended: March 3, 2025