

RADFORD UNIVERSITY  
BOARD OF VISITORS BYLAWS

PREAMBLE

7KH %RDUG RI 9LVLWRUV RI 5DGIRUG 8QLYHUVLW\ ³WKH %F the orderly, consistent and efficient conduct of its business as the governing body of Radford University ³WKH 8QLYHUVLW\´

As public trustees the Board has the responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation, development of evolving policies, and financial oversight of the University. Much of this authority necessarily is delegated to the President, who serves as the agent of the Board and as Chief Executive Officer of the University.

Legal Status, Composition and General Operation

A. Legal Status and Composition. The Board of Visitors of Radford University created by Va. Code §23.1-2100. Membership of the Board, method and terms of appointment, and the method of filling vacancies are provided by statute (Va. Code §2300).

B. General Operations. The Board is required by law to, and does:

1. Strive to be transparent in its operations, and operate entirely openly to the extent required by law.
2. & R P S O \ Z L W K W K H & R P P R Q Z H D O W K R I 9 L U J L Q L D ¶ V ) U H H §2.2-3700, et seq.), including but not limited to the following:
  - a. Record minutes R I H D F K R S H Q P H H W L Q J D Q G S R V W W K H P L Q X accordance with subsection 1 of §2.2-3707 and §2.2-3707.1;
  - b. Conduct all discussions and actions on any topic not specifically exempted by §2.2-3711 in open meeting;
  - c. Give public notice of all meetings in accordance with subsection C of §2.2-3707; and
  - d. Approve in open meeting any action taken in closed meeting before it can have any force and effect in accordance with subsection B of §2.2-3711.

3. Notify and invite the Attorney General (and the institution) to all meetings of the Board, Executive Committee, and other Board committees.

C. Annual Executive Summary. The Board is required by statute to submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. This report shall be submitted in accordance with procedures stipulated by law.

D. Removal of Board Members. If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs for governing boards presented by the State Council of Higher Education for Virginia, and required by Virginia Code §23.1-100, for the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the Board shall record such failure in minutes at the next meeting. The vacancy shall be filled by the Board within 90 days of the date the position is vacated.

In accordance with Virginia Code §23.1-100(C), the Governor has the authority to remove from office for malfeasance, misfeasance, incompetency, or gross neglect of duty any member of the Board and fill the vacancy resulting from the removal. Each appointment to fill a vacancy will be subject to confirmation by the General Assembly. The Governor will set forth, in a written public statement, the reasons for the removal pursuant to this statute at the time the removal occurs. The Governor will be the sole judge of the sufficiency of the cause for removal as set forth in this statute.

E. Resignation. Any Board member may resign at any time by providing notice of the date of resignation to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary for it to take effect.

## Section 2 Powers and Responsibilities

Responsibilities of the Board include, but are not limited to, the following:

1. Control and expend funds of the University;
2. Establish fees, tuition, and other charges imposed on students;
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4. Appoint the President of the University;
5. Approve the strategic plans of the University;
6. Confer degrees;

7. Promote the purpose and mission of the University;

8.

b. The Board shall record the reason

9. The Board does not convene a ~~virtual~~ public meeting (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number whichever is greater, or (ii) consecutively with another ~~virtual~~ public meeting; and
10. Minutes of a ~~virtual~~ public meetings held by electronic communication means are taken as required during a regular; in



during his/her term on the Board of Visitors, the new faculty senate president shall fill the remaining term on the Board of Visitors of the individual who resigned; in the event an individual assumes the role as faculty representative for a period of 180 days or more, that period will count as one full term.

The student representatives are appointed from a list of three students submitted by the President after consultation with appropriate members of the administration and such other individuals as the President deems necessary. The three nominees for student representative shall make a brief presentation to the Board of Visitors at the annual meeting at which the student representative will be appointed.

- B. Responsibilities. Advisory representatives have the responsibility to support the best interests of the University and to work with members of the Board for the continuing operation and development of the institution as a comprehensive state university. They are expected to participate in all regular meetings of the Board. Each advisory representative will be appointed as a non-voting member of at least one standing committee, but may not chair a committee. Advisory representatives may submit agenda for discussion and information to be considered by the Board by presenting them to the President in advance of meetings, but may not make motions or introduce new items at meetings. Advisory representatives may not attend closed meetings except by invitation of the Board.

## Section 6 - Committees

- A. Executive Committee. The Executive Committee is comprised of the Rector, the Vice Rector, and the chairs of the standing committees. The immediate past Rector serves as an ex-officio member. The Rector serves as Chair of the Committee.
1. The Executive Committee is authorized and required to:
    - a. Organize the working processes of the Board;
    - b. Recommend best practices for Board governance;
    - c. Develop and recommend to the Board a statement of governance setting forth the Board's role;
    - d. Periodically review the Board's Bylaws and recommend amendments;
    - e. Provide advice to the Board on committee structure, appointments, and meetings;
    - f. Develop an orientation and continuing education process for Board members that

- h. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.
    - i. Conduct an annual evaluation of the President as ~~set by~~ these Bylaws in a closed meeting and present its findings and recommendations to the Board.
  2. Additionally, the Executive Committee is authorized to convene and exercise the full power and authority of the Board between meetings of the ~~Board~~ whenever circumstances require immediate action to address matters of an urgent nature, or as the Board may otherwise direct.

A simple majority constitutes a quorum. In the event that a quorum is not present, other members of the Board may be appointed by the Rector to serve in the place of absent members on an ad hoc and temporary basis in order that a quorum may be attained.

The Secretary to the Board is to inform promptly all members of the Board of any action taken by the Executive Committee. The ~~Chair~~ is to report actions taken by the Executive Committee at the next full meeting of the Board.

#### B. Standing Committees.

## Section 7 ±Policies and Procedures.

Subject to state law and these Bylaws, the Board may adopt rules and regulations and may establish specific policies or procedures for the operation of the University and, to the extent not L Q F R Q V L V W H Q W Z L W K W K H V g v e n a c c d z n s u c h p o l i c i e s a n d % R D U G ¶ V R procedures in existence on the date of the adoption of these Bylaws, and all policies and procedures subsequently adopted by the Board must be published and are binding on all affected university constituents. The President shall be responsible for the publication and implementation of all policies and procedures of the Board.

## Article II ±Employees

### Section 1 ±The President

The President serves at the pleasure of the Board of Visitors or pursuant to contract with the Board. The President is the Chief Executive Officer of the University and oversees the overall operation of the University. The President is expected to provide leadership to the University community in the development of its mission and programs. The President directs the University's administration, faculty and staff, and oversees the financial affairs of the University and the use and maintenance of its physical facilities. The President supports training and advancement efforts of public and private entities on behalf of the University and serves as the University's representative and official spokesperson. The President must act in accord with the policies and direction of the Board. The President must perform the duties and exercise the authority of the office in accordance with all applicable federal and state laws and regulations.

The President may delegate specific duties, in whole or in part, to other employees of the University. However, the President remains responsible for the performance of the delegate as to all matters within the President's authority.

The Board shall meet with the President, at least annually, in a closed meeting, and deliver an HYDOXDWLRQ RI WKH 3 U H V L G H Q W ¶ V F R Q W U D F W V K D O O E H P D G H E \ W K H ([ H F X W L Y H & R P P L W W H H W R W K H % R D U G Z K L F K U H S review and evaluation. Objectives for the coming year will also be presented to the Board by the President at the time of the evaluation.

Any changes W R W K H 3 U H V L G H Q W ¶ V F R Q W U D F W V K D O O E H P D G H of the Board.

### Section 2 ±Provost, Vice Presidents and Direct Reports to the President

The Provost, Vice Presidents and all direct reports to the President are selected by the President, subject to approval by the Board, and serve at the pleasure of the President, or upon such other terms as agreed by the employee, the President, and the Board.

### Section 3 ±University Auditor

The University Auditor is responsible for the University's internal audit function, which provides independent appraisals and reviews of University operations. The University Auditor is administratively responsible to the President, but is functionally accountable to the Board of Visitors. The Un