

**BYLAWS
OF THE NORFOLK STATE UNIVERSITY
BOARD OF VISITORS**

**ARTICLE I
Corporate Name and Governing Principles**

§ 1.01. Corporate Name. The University is established by §§ 23-174.1. through 23-174.7, *Code of Virginia, 1950, Annotated* (hereafter referred to as the “*Code of Virginia*”), as a corporation consisting of the Board of Visitors of Norfolk State University under the style of “The Visitors of Norfolk State University.”

§ 1.02. Governing Body. The Board of Visitors is an executive branch supervisory board responsible for University operations including requests for appropriations as described by § 2.2-2100., *Code of Virginia*. As a public institution, Norfolk State University is accountable to Virginia’s taxpayers through institutional direction from its active, informed, and engaged Board of Visitors.

§ 1.03. Status. The University is a public institution of the Commonwealth of Virginia governed by the applicable sections of the *Code of Virginia* and is, at all times, subject to the control of the General Assembly (§ 23-174.1).

§ 1.04. Mission. Norfolk State University’s Mission is to provide an affordable, high-quality education for an ethnically and culturally diverse student population, equipping them with the capability to become productive citizens who continuously contribute to a global and rapidly-changing society.

**ARTICLE II
Power, Authority, and Duties**

§ 2.01. Power, Authority and Duties. The authority of the Board of Visitors lies within the body of the Board, not in individual members regardless of their position. Individual members only have authority delegated by the Board. The Board of Visitors has the power to establish rules and regulations for the University as detailed in § 23-9.2:3, *Code of Virginia* and other powers, authority and duties as specified in §§ 23-174.1 through 23-174.7, *Code of Virginia*. The Board has corporate powers given to similar corporations in the Commonwealth to the extent applicable. § 23-174.5. The Board’s power to conduct investigations into institutional management practices or the conduct of university officers and employees is set forth in § 2.2-2105., *Code of Virginia*. Other related powers, authority, and duties are found in §§ 23-1. et. seq., *Code of Virginia* and the current annual edition of the General Assembly Appropriation Act.

§ 2.02. Role and Responsibilities. The Board of Visitors is the body responsible for the University. The Board's trust includes the following responsibilities.

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (§§ 2.02. (e) and 7.01 of these Bylaws) and oversight (§ 7.01. (f) of these Bylaws) of the University President. The President reports only to the Board and it is the responsibility of the Board to ensure that the President is implementing the Board's policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service. The Board will review the Norfolk State University Mission Statement when the Strategic Plan is updated or every five years, whichever comes first.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) Policies and Employment. Upon the recommendation of the President, establish policies regarding the appointment, salaries, duties, terms and conditions of employment, promotion, tenure and dismissal of faculty¹ and staff² of the University.

(e) Appoint the President. Appoint the President, who shall be the chief executive officer of the University, and remove as appropriate.

(f) University Budget. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall periodically review and approve the University's annual budget and work in conjunction with the President and his/her administration that are accountable for directing a process that seeks input from the Board early and often.

1. Faculty are of three types: (1) teaching faculty involved directly in the formal instruction of students; (2) administrative faculty involved in the administration of higher education in line positions in direct support functions for the University and teaching faculty, and (3) professional faculty usually in staff positions without line responsibility, such as coaches, physicians, lawyers, librarians, counselors and the like.

2. As the term is used here, "staff" refers to University employees that are part of the "Classified" cadre, in a support role to faculty.

(g) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the educational programs offered by the University.

(h) Institutional Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the institution's accomplishments, sharing its vision for the future, relating the community to the campus and the campus to the community, maintaining constituent trust, and engaging the larger local, national and international community in partnerships to achieve University goals and objectives.

(i) Performance. Appointees accept the responsibility to be fully knowledgeable of the applicable sections of the *Code of Virginia*, these Bylaws, and the Board Policies and Procedures and to fully participate in Board of Visitors activities including, at a minimum, regular Board meetings, standing and special committee meetings, commencements, and Board retreats. Appointees also have the responsibility to attend as many University functions as possible.

(j) Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing, former members of the Board may be designated Visitors Emeriti by favorable recorded majority vote by current members of the Board. They shall be invited to meet at least once each year with current members of the Board at a social or other function hosted by the Board of Visitors.

(k) The Student Government Association President shall be a non-voting member of the Board of Visitors. Such student may attend and participate in a non-voting capacity in all open session meetings.

(l) The President of the Faculty Senate may participate in the Board of Visitors meetings in an advisory capacity as a non-voting member in all open session meetings.

ARTICLE III

Meetings

§ 3.01 Regular Meetings. Meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Board of Visitors. Meetings in excess of the four published meetings shall be announced to Board members, University staff, and the public in accordance with the three day statutory notification to assure maximum participation. The meeting during the month of May of each year shall be the annual meeting.

§ 3.02 Special Meetings. Special meetings of the Board may be called by the Rector, or, in his/her absence or disability, by the Vice Rector, or in the absence or disability of the Rector and Vice Rector, by the Secretary, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting in accordance with § 2.2-3707., *Code of Virginia*.

§ 3.03 Quorum. A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum. No member may vote by proxy.

§ 3.04 Order of Business. The normal order of business at a regular meeting of the Board shall be as follows unless modified by the Rector of the Board.

1. Roll call and quorum count
2. Approval of minutes of the preceding meeting
3. Rector's report
4. President's report
5. Report of the Executive Committee
6. Report of Standing Committees
7. Report of other committees
8. Old business
9. New business
10. Adjourn

§ 3.05 Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, and *Robert's Rules of Order Newly Revised for Deliberative Assemblies* ("Robert's Rules"), in order of descending precedence. The Vice Rector shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules*. Electronic communications meetings are subject to the provisions of §2.2-3708., *Code of Virginia*. The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of University officers, unless otherwise directed by the Attorney General. At the Board's discretion, it may request the presence of the University's legal representative during evaluations.

§ 3.06. Closed Meetings. Meetings (which include working and educational sessions and retreats or portions thereof) from which all persons are properly excluded except Board members and interested parties invited by the Board to attend are closed meetings. The conduct of closed meetings by the Board shall be governed by the provisions of the Freedom of Information Act found in Title 2.2, Chapter 37, *Code of Virginia*. Closed meetings shall not be called to discuss Board officer selection or discuss matters related to individual Board members. Any resolution, rule, contract, regulation, or motion discussed in a closed meeting shall not become effective unless the Board, following the closed meeting, reconvenes in open meeting, identifies the substance of the action to be taken, and takes a vote of the membership on such resolution, motion, or other form of action (§ 2.2-3711.B., *Code of Virginia*). Closed meeting procedures to be followed and certification of proceedings are contained in § 2.2-3712., *Code of Virginia*.

§ 3.07. Voting Procedures. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote, however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (§ 2.2-3708.D., *Code of Virginia*). No proxies, secret, or written ballots are authorized in any Board meeting (§ 2.2-3710., *Code of Virginia*). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll. Should members attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the

Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes.

ARTICLE IV Committees

§ 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of five members of the Board, which shall consist of the Rector, who shall be the Chairperson, the Vice Rector, the Secretary and two (2) members appointed by the Rector. The members shall serve for the same term as the Rector. A majority of the Executive Committee shall constitute a quorum for the transaction of business. In the absence of a quorum, the Rector may appoint a member of the Board of Visitors to serve as a substitute member of the Executive Committee for a particular meeting.

(b) Duties and Authority. The Executive Committee shall meet upon the call of the Rector or the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of the University between meetings of the Board. The Executive Committee may exercise the powers and transact the business of the Board when the Board is not in session, except the Executive Committee shall not take final action on any question radically affecting the policies of the University. The chairpersons of the standing committees shall serve as ex-officio members without vote of the Executive Committee.

§ 4.02. Standing Committees. In addition to the Executive Committee, the standing committees of the Board shall consist of five Committees; Academic Affairs, Research and Technology, University Advancement, Finance and Business, and Student Affairs.

The chairs and members of the five standing committees shall be appointed by the Rector for terms of two years and shall serve until their successors have been duly appointed. All Board members shall serve on at least two standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector. A quorum of each of the standing committees shall consist of a majority of voting Visitors who are committee members. In the absence of a quorum the Rector may appoint a member of the Board of Visitors to serve as a substitute member of the standing committee for a particular meeting. The Rector is deemed a committee member on all committees, but without vote (except on the Executive Committee). The agenda for each regular Board meeting shall include a report by each committee, to the Board. Unless otherwise specifically provided by the Board, decisions/recommendations of standing committees (except decisions by the Academic Affairs Committee on review of negative tenure decisions) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic Affairs Committee. The Academic Affairs Committee supports the Board's responsibility to advance and protect the academic quality of the education offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies and procedures, including

tenure appointments, policies, and procedures; and on student recruitment and admissions criteria and policies. The Academic Affairs Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions. The Committee's decisions, on review of negative tenure decisions, shall be final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) Research and Technology Committee. The Research and Technology Committee shall consider and make recommendations to the Board on all matters relating to University research and technology initiatives and programs, as may be brought before it by the President, or the Vice President for Research and Technology, or referred to it by the Rector or the Board.

(c) University Advancement Committee. The University Advancement Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to fund raising, community (including military) and public relations, and alumni activities.

(d) Finance and Business Committee. The Finance and Business Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on matters pertaining to the purchase, lease, sale, construction, and maintenance of University owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, audits, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose. This Committee also constitutes and serves as the Board's Audit Committee overseeing the internal audit function and receiving the annual audit report of the Auditor of Public Accounts. The Internal Auditor shall report to the Board through the Audit Committee. The Audit Committee shall have direct access to external auditors to assess the auditors' performance, the scope of each audit, and the adequacy of the system of internal controls.

(e) Student Affairs Committee. The Student Affairs Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability. The Committee is responsible for making recommendations to the Board on matters and policies pertaining to students and shall continuously assess and appraise the quality of student life. It shall review policies relating to student rights, responsibilities, conduct, and discipline, including matters related to the student honor system. The Committee shall consider issues concerning student organizations and their funding, extracurricular activities, and matters related to student government and appropriate student participation in University governance by all types of students. The Committee shall review athletic policy and programs, both intramural and intercollegiate, and shall make appropriate recommendations to the Board.

(f) Additional Responsibilities. Each standing committee shall periodically review Board Policies and Procedures in its areas of responsibility and recommend revisions as necessary. The standing committees shall have such other duties and responsibilities as are assigned to them by the Board or by the Rector, subject to the Board's approval. In accordance with the

preceding and after consulting with their respective committees and appropriate University officials, committee chairs shall present goals/objectives for the coming year at the Executive Committee meeting set by the Rector. Goals/objectives shall be initiatives consistent with the mission of each standing committee as set forth in subparagraphs (a) through (e) in this Bylaws section, and previously initiated goals and objectives of the University and the Board's Standing Committees.

§ 4.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officers' positions. In odd numbered years, at the regular spring (March) meeting of the Board preceding the annual meeting of the Board, a Nominating Committee of an odd number of not less than three members along with two alternates shall be appointed by the Rector. The Committee shall meet at the same meeting during which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Presentation of Nominations. The recommendation of the Nominating Committee shall be distributed with the announcement of the annual meeting of the Board of Visitors in the odd numbered year in which the election of officers is to be held. At the annual meeting, the nominating committee shall present one candidate for each office for election. Nominations from the floor may be made prior to such election.

(b) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall immediately resign from the committee and the Rector shall immediately appoint a replacement.

(c) Officer Vacancies. The Nominating Committee may be appointed by the Rector at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required.

§ 4.04. Special Committees. Special or *ad hoc* committees may be created at any time by action of the Rector. The Rector shall also have the power to change the membership of special committees at any time. In making initial or subsequent assignments of individuals to special committees, the Rector shall take volunteers into account. Special committees shall have a life specified by the Rector at the time of constitution, shall be subject to annual reviews, and may be renewed for a specified period by action of the Rector. At the time the special committee is created, its mission shall be specifically established and articulated by the Rector. The Rector shall specify the time the special committee is to make its report to the Board.

§ 4.05. Subcommittees. Committees may appoint subcommittees to consider such specific business as required, subject to Board approval of such subcommittee's creation.

§ 4.06. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 4.07. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority of the membership of the committee or subcommittee may call meetings. Committee meetings shall be noticed in the same manner as Board meetings. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

ARTICLE V

Board Officers

§ 5.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be a Rector, a Vice Rector, and a Secretary. At the annual meeting during odd numbered years when elections are to be held, the Board shall elect its officers from its own body. Newly elected officers shall take office effective July 1 of the year in which they are elected and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least seven (7) voting members of the Board. Officers may serve for no more than two consecutive terms. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

§ 5.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least seven (7) voting members of the Board of Visitors.

§ 5.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

§ 5.04. Vacancies. Vacancies in the offices of Rector, Vice-Rector or Secretary shall be filled by the Board at the next regularly scheduled meeting, or at a special meeting called for that purpose, for the unexpired term. In this circumstance, if the Rector does not appoint a nominating committee, all nominations for the vacant position shall be from the floor.

§ 5.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules*. The Rector is the liaison between the Board and the President who works for the entire Board (§ 2.2-2100., *Code of Virginia*). The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members (Board Policies and Procedures Manual).

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board, except the Nominating and Presidential Search Committees, and appoint all standing and *ad hoc* committee members.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to be brought before meetings of the Board, act as the Board's spokesperson, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

(e) Board of Visitors Operating Budget. The Rector shall provide guidance to the Vice Rector and the Secretary to the Board in the development of a budget for Board operations annually as required by the budgeting cycle.

§ 5.06. Vice Rector. The Vice Rector shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector. The Vice Rector shall serve as Board parliamentarian. He/she shall be responsible for presenting Executive Committee reports at regular meetings and tracking and reporting unfinished business. The Vice Rector shall be responsible for formulating the Board of Visitors Operating Budget for presentation to the Board for approval, and shall regularly ensure that the status of the Board Budget Account is reported at each regular and Executive Committee meeting.

§ 5.07. Secretary. The Secretary shall take or supervise the taking of minutes of the open meetings of the Board and the Executive Committee, have constructive custody of all books and records of the Board, supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting, have constructive custody of the Seal of the University and affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incident to the office or as may from time to time be assigned by the Rector.

§ 5.08. Other Representatives of the Board. From time to time, the Rector may designate a member of the Board, who is not an officer, to represent the Board on special occasions or for special ceremonies. Any member so designated shall be limited in his/her actions on behalf of the Board by the express role delegated by the Board for each occasion. The Rector only shall delegate his/her role as Board spokesperson for policy and other Board matters to other Board officers.

ARTICLE VI
University President

§ 6.01. The President. The President of the University is appointed by the Board of Visitors and may be removed only by an affirmative vote of at least nine (9) voting Board members. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The President shall submit to the Board, in writing, an annual report on the condition of the University.

- (a) Responsibilities of the President include, but are not limited to:
- (1) Providing leadership in the development of the University's mission and programs;
 - (2) Establishing and modifying as he/she deems necessary the internal administrative structure of the University and shall appoint or provide for the appointment of all administrative officers, making a report of his/her actions thereon to the Board at the next regular meeting;
 - (3) Providing leadership for the governance of the University's faculty, all other University employees, and students;
 - (4) Balancing the University's revenues and expenditures, managing the University's funds and other resources, assuring the financial integrity of the University, and reporting the financial condition of the University to the Board, on a regular basis.
 - (5) Managing and personally participating in public and private fund-raising;
 - (6) Managing the University's facilities;
 - (7) Implementing the Policies and Procedures of the Board relating to University operations.
 - (8) Making recommendations to the Board concerning the comprehensive fee to be charged to students and setting other fees including, but not limited to, fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction;
 - (9) Establishing a management structure for the University and the organization of the University's academic programs into colleges, schools, departments, divisions, and centers of instruction;

- (10) Submitting to the Board in advance of the annual meeting in each year an annual budget for the operation of the University for the following fiscal year.
- (11) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;
- (12) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;
- (13) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;
- (14) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;
- (15) Reviewing, accepting, modifying, or rejecting recommendations of the campus governance bodies, or to cause such activities to be done, with respect to any matter concerning academic policy, programs, or procedures. To present to the Board all formal recommendations on such matters, ensuring that significant dissenting positions are reported. In turn, the President formally shall inform the faculty and other governance bodies of the Board's position in those areas where their interests and well-being are affected; and
- (16) Performing such other specific responsibilities as are required by the policies and procedures of the Board or by the laws and regulations of the Commonwealth of Virginia.

(b) As the University's designated representative, the President is delegated the general authority to act on behalf of the University and the Board of Visitors, except in the selection and contracting of a new president.

(c) The authority of the President to act on behalf of the University and the Board includes, but is not limited to, the authority:

- (1) To appoint and to reappoint all faculty of all types and fix their salaries, subject to Board ratification;
- (2) To make recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;
- (3) To approve promotions in rank of faculty;

- (4) To take final actions on behalf of the University in all other personnel matters concerning the University employees.
- (5) To recommend to the Board for approval the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty, and the authority to confer such degrees and certificates (§ 23-174.7., *Code of Virginia*);
- (6) To approve the use of University facilities;
- (7) To approve the use of the University's name and visual identification;
- (8) To execute contracts, leases and other legal instruments;
- (9) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;
- (10) To accept gifts on behalf of the university;
- (11) To write off uncollectible debts and to settle claims;
- (12) To make final decisions on student disciplinary matters;
- (13) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction; and
- (14) To exercise such other authority as is provided by the policies and procedures of the Board or by the statutes and regulations of the Commonwealth of Virginia.

(d) The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, provided that the President shall be responsible to the Board for the actions of his/her designee.

(e) The authority of the President, as provided herein, shall be exercised in accordance with all applicable federal and state laws and regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(f) Evaluation of the President. Annually, beginning with the second quarter meeting of the Board (usually in May) the Rector shall lead the Board in an informal process of assessing the President's performance over the past year, and establishing goals for the ensuing twelve months. The assessment and goal setting process shall be completed by the third quarter meeting of the Board, usually in August. The President shall be formally evaluated by the Board at

least every four years or at any time deemed desirable by the Board. The evaluation may be conducted by an outside evaluator who will be appointed by the Board.

ARTICLE VII

Staff Personnel Supporting the Board

§ 7.01. University Auditor. The University Auditor is appointed by the Board of Visitors and is the internal auditor for the University. The University Auditor is functionally accountable and reports to the Board, but is a University employee reporting administratively to the President. The incumbent serves as an independent appraiser within the University for the review of University operations as a service to the Board and the President. The Board shall hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position with consideration of the Finance and Business Committee, and/or the President. The budget for and authorization of positions in the Office of the University Auditor shall be reviewed and recommended to the Board for approval via the Finance and Business Committee.

(a) Removal. Termination of the incumbent is the responsibility of the Board of Visitors. The University Auditor may be removed only by assent of at least seven (7) voting Board members.

(b) Resignation. A resignation by the University Auditor must be submitted to the President, the chair of the Finance and Business Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector may appoint a special committee from the Finance and Business Committee, with the chair's concurrence, to seek and recommend a person to fill the vacancy. Approval of a candidate for hire requires the vote of at least seven (7) voting members of the Board.

§ 7.02. University Counsel. The University Counsel is appointed by the Attorney General. The Board in consultation with the President may establish a contract that employs the University Counsel as an employee of the University. The University Counsel is the University's primary legal counsel and provides legal representation to the University in all matters subject to the direction and authority of the Attorney General, who, as provided by law, is the chief legal counsel for the University. The University Counsel shall regularly review the Board's policies and procedures to assure that they are in compliance with applicable laws and regulations and shall recommend necessary changes to the appropriate standing committee of the Board. The University Counsel shall have such other duties and responsibilities incident to the office as may be assigned by the Board, the Attorney General, or the President.

ARTICLE-VIII
Board Policies and Procedures

§ 8.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. All Policies of the Board in existence on the date of the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

§ 8.02. Adoption. Board Policies and Procedures may be adopted, amended, modified or repealed, in whole or in part, at any meeting of the Board by an affirmative vote of at least seven (7) of the voting members of the Board provided that notice of the proposed change has been given at least 15 calendar days prior to the meeting. Each member of the Board shall be provided a copy in manual form along with subsequent updates of the Board Policies and Procedures which shall be indexed so that Board members can find and use them expeditiously.

§ 8.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board, or the Executive Committee when the Board is not in session, unless a different date is fixed by the Board.

§ 8.04. Publication of Policies and Procedures. The President or her/his designee shall supervise the maintenance of all Policies and Procedures and may direct the publication of all or any part of same from time to time.

ARTICLE IX
Miscellaneous Provisions

§ 9.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by an affirmative vote of seven (7) members provided that no section shall be suspended unless at least-seven (7) members vote affirmatively therefore.

§ 9.02. Institutional Review. The Board shall commission an institutional review at such time(s) as it deems appropriate, but not less than every six years.

§ 9.03. Board Evaluation. The Board should conduct a self evaluation annually at a Board retreat. At least every three years, the Board should have a formal evaluation of its processes and procedures conducted by an external evaluator at the discretion of the Executive Committee. In these endeavors, the candid opinions regarding the Board should be sought from the University President, University Staff, Faculty, and Students along with the public at large.

§ 9.04. Board of Visitors Budget. The Office of the Board of Visitors shall be allocated funds in the annual University budget adopted by the Board. The Vice Rector shall be responsible for formulating the Board of Visitors Base Budget for the coming year predicated on guidance developed by the Rector grounded on past spending patterns and anticipated needs. The Board of Visitors Budget shall be developed during the University's budget formulation process and shall be presented by the Vice Rector to the Board at the spring regular meeting for approval. The Vice

Rector, based on reports prepared by the Vice President for Finance and Business, shall regularly report on the status of the Board Budget Account at each regular and Executive Committee meeting.

§ 9.05. Communications to the Board. All communications of an official nature directed to the Board of Visitors shall be channeled through the Office of the President.

ARTICLE X

Amendments and Procedural Irregularities

§-10.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least eight (8) voting members of the Board of Visitors duly appointed provided that notice of the proposed amendment has been given at least 30 calendar days prior to the meeting.

§ 10.02. Legislative Amendments. In the event any portion of the legislation pertaining to Norfolk State University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President; however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Norfolk State University.

§ 10.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process and must pass by a majority vote of voting members all biennium budget requests submitted by the University to appropriate state agencies. The Board shall review planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board prior to submission to appropriate state agencies.

§10.04. Ratification of *Ultra Vires* Act. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least seven (7) voting members of the Board.

§ 10.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 20th day of March, 2009. All former Bylaws of the Board of Visitors are hereby repealed.