

BYLAWS OF THE BOARD OF TRUSTEES

OF

EAST CAROLINA UNIVERSITY

Adopted - 7/8/93

ARTICLE I.

ORGANIZATION

Section 101. Membership. (A) EAST CAROLINA UNIVERSITY shall have a Board of Trustees composed of thirteen (13) persons chosen as follows: (i) eight (8) elected by the Board of Governors of The University of North Carolina, (ii) four (4) appointed by the Governor, and (iii) the President of the Student Government Association ex officio.

(B) In every odd-numbered year, the Board of Governors shall elect four (4) persons to the Board of Trustees and the Governor shall appoint two (2) persons to the Board of Trustees; and the term of office of all such elected or appointed trustees (excluding the ex-officio trustee) shall commence on July 1 of such odd-numbered year and shall be for four (4) years and until the successor is elected or appointed.

(C) Whenever any vacancy occurs in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board of Trustees to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term, and whenever any vacancy occurs among those elected by the Board of Governors, it shall be the duty of the Secretary of the Board of Trustees 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. If for any reason other than ill health or service in the interest of the State or nation, a member fails to be physically present for three (3) successive regular meetings of the Board of Trustees, his/her place as a member shall be deemed vacant.

(D) Any person who has served two (2) full four-year (4) terms in succession as a member of the Board of Trustees shall be ineligible, for a period of one (1) year, for election or appointment to the Board but may be elected or appointed to the Board of another institution.

(E) No member of the General Assembly or officer or employee of the State or of any constituent institution of The University of North Carolina or spouse of any such member, officer or employee shall be eligible for election or appointment as a member of the Board of Trustees. Any trustee who is elected or appointed to the General Assembly or who becomes an officer or employee of the State or of any constituent institution of The University of North Carolina or whose spouse is elected or appointed to the General Assembly or becomes such officer or employee shall be deemed thereupon to have resigned as a member of the Board of Trustees.

(F) No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected or appointed to the Board of Governors shall be deemed to have resigned as a trustee effective as of that date that his/her term commences as a member of the Board of Governors.

Section 102. Officers. (A) At the first meeting after June 30 of each year, the Board of Trustees shall elect from its membership a Chair, a Vice Chair and a Secretary, each of whom shall serve for a term of one (1) year and until his/her successor is elected. If the Chair's term on the Board of Trustees expires on June 30 of that year, the Vice-Chair will serve as Chair until elections are held. If the terms of the Chair and the Vice-Chair on the Board of Trustees both expire on June 30 of that year, the Secretary will serve as Chair until elections are held. If the terms of the Chair, the Vice-Chair, and the Secretary all expire on June 30 of that year, the Assistant Secretary of the Board will notify the Executive Committee prior to June 30 of that year and the Executive Committee will nominate a trustee to serve as Chair from July 1 until elections are held. The Executive Committee's nominee will be approved by the Board prior to June 30 of that year.

(B) If a vacancy occurs in the office of Chair during a term, the Vice Chair shall succeed to the office of Chair for the remainder of the unexpired term. Vacancies in the office of Vice Chair, Secretary or member at large of the Executive Committee during their terms shall be filled by election by the Board of Trustees, and persons so elected shall serve for the remainder of the unexpired term. No trustees shall serve for more than two (2) elected terms in succession in the same office.

(C) The Board of Trustees may also elect an Assistant Secretary from among the members of the

Chancellor's staff. Copies of all minutes, papers and documents of the Board of Trustees may be certified by its Assistant Secretary with the same force and effect as though such certification were made by the Secretary of the Board.

Section 103 Committees. The Chair, with the approval of the Board of Trustees, shall establish the committees of the Board and identify their duties and jurisdiction consistent with any Board of Governors requirements. The members and chairs of the committees shall be appointed by the Chair of the Board.

Section 104. Endowment Fund Board. The Trustees of the Endowment Fund Board shall consist of six members, one of whom shall be the Chair of the Board of Trustees, who shall serve as the ex-officio Chair of the Endowment Fund Board; one of whom shall be the Chancellor; one of whom shall be the Vice Chair of the Board of Trustees; and three of whom shall be elected by the Board of Trustees. One of those elected may be (but need not be) a member of the Board of Trustees and the other two shall be members of the Investment Committee of the ECU Foundation. The terms of the three elected members shall be for staggered three-year terms.

The Trustees of the Endowment Fund Board shall make decisions concerning the receipt and administering of Endowment Fund gifts and property bequests, exclusive always of monies received through State appropriations and from tuition and fees.

The Endowment Fund Board shall function in accordance with North Carolina General Statute 116-36 and regulations of the Board of Governors of the University of North Carolina.

ARTICLE II.

POWERS AND DUTIES

Section 201. General Powers and Duties. The Board of Trustees shall promote the sound development of East Carolina 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 of Trustees shall serve as advisor to the Board of Governors on matters pertaining to East Carolina University and shall also serve as advisor to the Chancellor concerning the management and development of the institution.

Section 202. Other Powers and Duties. The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of The Code of The University of North Carolina or as defined and delegated by the Board of Governors.

ARTICLE III.

MEETINGS

Section 301. Regular Meetings. There shall be not fewer than three (3) regular meetings of the Board of Trustees each year. At each regular meeting a tentative date shall be announced for the next regular meeting. The Chair of the Board, in consultation with the Chancellor, is authorized to change the date if necessary because of schedule conflicts and to give immediate notice to the members of the Board. A notice specifying the time and place of each regular meeting of the Board shall be mailed by the Secretary or Assistant Secretary to each member of the Board at least seven (7) days in advance of the meeting date. Any matter of business may be considered at a regular meeting of the Board.

Section 302. Special Meetings. A special meeting of the Board of Trustees may be called by the Chair, and shall be called by the Secretary or Assistant Secretary upon the written request of not fewer than six (6) members of the Board. A special meeting called by the Secretary or Assistant Secretary shall be held within ten (10) days of receipt by the Secretary or Assistant Secretary of the sixth written request for such special meeting. A notice specifying the time and place of a special meeting of the Board shall be mailed by the Secretary or

Assistant Secretary to each member of the Board at least seven (7) days in advance of the meeting date, but 48 hours notice may be given by telephone or telegram when, in the opinion of the Chair, an emergency exists. Any matter of business may be considered at a special meeting of the Board.

Section 303. Agenda. (A) At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be mailed to each member of the Board by the Secretary or Assistant Secretary. Insofar as is practicable, a copy of the agenda of each special meeting of the Board shall be mailed to each member of the Board at least four (4) days in advance of the special meeting; however, if such advance mailing is not practicable, the agenda for a special meeting may be presented to the members of the Board as the first order of business at the meeting.

(B) The agenda for every meeting of the Board shall be prepared by the Chancellor or his staff after consultation with the Chair. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chancellor sufficiently far in advance of the meeting to permit a determination to be made by the Chancellor with respect to the propriety and practicability of including that item on the agenda for the meeting.

(C) Any member of the Board of Trustees may present to any meeting of the Board any item whether or not the same is on the agenda of the meeting.

Section 304. Conduct of Business. (A) A quorum of the Board of Trustees or of its several committees shall consist of a majority of the members of the Board or of its several committees.

(B) The Chair shall preside over all regular and special meetings of the Board of Trustees. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, a presiding officer shall be elected by and from the membership of the Board of Trustees.

(C) All members of the Board of Trustees may vote on all matters coming before the Board for consideration. No member may vote by proxy.

(D) Except as modified by specific rules and regulations enacted by the Board of Trustees, Robert's Rules of Order Newly Revised (latest edition) shall constitute the rules of the parliamentary procedure

applicable to all meetings of the Board of Trustees and its several committees.

Section 305. Minutes. (A) The Secretary or Assistant Secretary shall keep minutes of all meetings of the Board of Trustee; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and, when required, shall attest the execution of all legal documents and instruments of East Carolina University.

(B) Within thirty (30) days and after each meeting of the Board of Trustees, the Secretary or Assistant Secretary shall transcribe the minutes of the meeting and mail a copy to each member of the Board.

Section 306. Executive Session. By the vote of a majority of the members present during any regular or special meeting when a quorum is present, the Board may hold an executive session, consistent with State Law.

Section 307. Keeping Board of Governors Informed. The Secretary of the Board of Trustees shall keep the Board of Governors, through the Secretary of The University of North Carolina, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or its committee structure or Bylaws, notices of meetings and a copy of the minutes of all meetings.

ARTICLE IV.

RELATIONSHIP OF THE CHANCELLOR TO THE BOARD OF TRUSTEES

Section 401. Relationship of the Chancellor to the Board of Trustees. (A) It shall be the duty of the Chancellor to attend all meetings of the Board of Trustees and to be responsible for keeping the Board of Trustees fully informed on the operation of the institution and its needs.

(B) As of June 30 of each year the Chancellor shall prepare for the Board of Trustees a detailed report on the operation of the institution for the preceding year. The Chancellor shall also submit such additional reports to the Board of Trustees as he/she may deem wise or as the Board may require. He/she shall seek the counsel of the Board of Trustees concerning the affairs of the institution.

(C) The Chancellor shall be responsible to the Board of Trustees for enforcing all policies, rules and regulations of the Board of Trustees.

(D) The Chancellor shall be the official medium of communication between the Board of Trustees and all individuals, officials, agencies and organizations, both within and without the institution.

ARTICLE V.

AMENDMENT OF BYLAWS

Section 501. Amendment of Bylaw. These Bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the members of the Board if the substance of the amendment has been filed in writing with the Secretary or Assistant Secretary and a copy has been mailed to each member of the Board at least seven (7) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE VI.

SUBORDINATION TO UNIVERSITY CODE

Section 601. Subordination to University Code. To the extent that any of these Bylaws may be inconsistent with The Code of The University of North Carolina, as the same may be amended from time to time, said Code shall control.

ARTICLE VII.

HONORARY DEGREES, AWARDS AND DISTINCTIONS

Section 701. Authority to Confer Honors. The Board of Trustees shall be responsible for approving the names of all individuals on whom it is proposed that an honorary degree or any other honorary or memorial distinction be conferred by East Carolina University. Examples of such degrees or honorary or memorial distinctions include, but shall not be limited to, (a) all honorary doctorates and other degrees of every kind, (b) the naming of buildings or rooms or other portions of buildings, streets and other campus property or facilities, or any unit or other organization within the University, and (c) honorary alumni (excluding those certain distinctions provided for in the existing Bylaws of the ECU Alumni Association and the ECU Educational Foundation). Trustee resolutions honoring members of the administration, faculty, alumni and friends of East Carolina University, and the awarding of emeritus status to faculty members is hereby delegated to the Chancellor.

Section 702. Nominations for Honorary Degrees. Nominations for the conferral of an honorary degree shall be made in accordance with the following policy and procedure:

(A) The Honorary Degrees, Awards, and Distinctions Committee shall be constituted as follows:
Dean of the Graduate School, Chair, ex-officio voting; five (5) faculty members selected by the Faculty Senate;
and five (5) trustees selected by the Chair of the Board of Trustees.

The Faculty Senate shall establish terms to be served by their representatives, and the Chair of the Board of Trustees shall establish the terms for representatives of the Board.

(B) The Honorary Degrees, Awards, and Distinctions Committee shall receive nominations each academic year and otherwise identify persons to be nominated for honorary degrees. Nominations for honorary degrees may be made to the Committee by any interested person or organization.

(C) The honorary degrees to be awarded by East Carolina University are:

Doctor of Letters (Litt.D.)

Doctor of Science (D.Sci.)

In exceptional circumstances, other designated degrees may be awarded or a different honorary or memorial distinction designated by the Board of Trustees.

(D) Eminent achievement in scholarship, public affairs, service to the University, service to the State or Nation, or in activities recognized as significant in the educational world, shall constitute the primary basis for an honorary degree from East Carolina University.

(E) Honorary degrees shall be limited to no more than three (3) per year, except as otherwise recommended by the Board of Trustees.

(F) No person shall be eligible to be awarded an honorary degree or other honorary or memorial distinction by East Carolina University while that person is serving as a member of the Board of Governors of The University of North Carolina or of the Board of Trustees of any one (1) of the constituent institutions or as a member of the faculty, staff or administration of The University of North Carolina or of any one (1) of its constituent institutions; and no such person shall be eligible for such an award until after the second academic year after the termination of any such relationship with The University of North Carolina or any of its constituent institutions.

(G) The Honorary Degrees, Awards, and Distinctions Committee shall submit names of nominees

approved by it, with supporting documentation, to the Chancellor for review. The Chancellor shall forward the names of the nominees approved by him/her to the Executive Committee of the Board of Trustees. The Executive Committee, in turn, shall review and evaluate each such recommendation, coordinate its action with the Chancellor, and then make its written recommendation to the full Board for action at a regular or special meeting. Each member of the Board shall be given notice of the recommendation of the Executive Committee either by telephone or by mail at least seven (7) days prior to the date of the meeting at which the recommendation is to be voted upon.

(H) The Board shall consider the recommendations and take action thereon in Executive Session. The Chancellor, after consulting with the Chair of the Board of Trustees, shall make appropriate public disclosure of all recommendations approved by the Board after acceptance of the invitation for conferral of an honorary degree by the person so nominated.

(I) Persons nominated for honorary degrees by the Honorary Degrees, Awards, and Distinctions Committee to the Chancellor and who are not thereafter approved either by the Chancellor or the Executive Committee or the Board of Trustees shall not thereafter be eligible for nomination; provided, however, the Chancellor shall have the authority to extend invitations to nominees approved by the Board to accept the University's honorary degree at such time or times and in such order as he/she may deem appropriate in his/her discretion.

Section 703. Nomination for Other Honors. The policy and procedure for nominations for the conferral of an honorary degree shall be as provided in Section 702. The policy and procedure for nominations for the conferral of all other honorary or memorial distinctions, as defined in Section 701 above, shall first be made by the Chancellor, individual trustees, or a subcommittee consisting of those members of the Board of Trustees designated by the Chair to serve on the Honorary Degrees, Awards, and Distinctions Committee to the Executive Committee in writing at least thirty (30) days prior to the next regularly scheduled meeting of the Board at which action on such recommendation is desired. The Executive Committee, in turn, shall review and evaluate each such recommendation, conferring and coordinating its action with the Chancellor and appropriate standing Committees, and then make its recommendation to the full Board for action at a regular or special

meeting. The recommendations of the Executive Committee shall be mailed to each member of the Board at least seven (7) days prior to the date of the meeting at which the recommendations is to be voted upon. The Board shall consider recommendations and take action thereon in executive session. The Chancellor, after consulting with the Chair of the Board of Trustees, shall make appropriate public disclosure of all recommendations approved by the Board.

J. Craig Souza
Chairman of The Board of Trustees

William P. Furr
Secretary to The Board of Trustees

GUIDELINES FOR COMMITTEES
EAST CAROLINA UNIVERSITY BOARD OF TRUSTEES
2nd REVISION

These guidelines spell out the duties, responsibilities and authorities of the standing committees of the East Carolina University Board of Trustees. The committees and their jurisdictions were approved by a vote of the Board on September 23, 2011.

EXECUTIVE COMMITTEE

The Committee shall meet upon the call of the Chair, and a majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee may act for the Board in urgent situations when it is impracticable for the Board to act. The Committee, however, cannot take any action that is inconsistent with the existing policies of the Board of Governors or the Board of Trustees.

The Committee shall report on all meetings and actions taken by it to the full Board at regular meetings.

ATHLETICS AND ADVANCEMENT COMMITTEE

The Committee's jurisdiction shall include intercollegiate athletics, advancement and naming.

The Chancellor, who is specifically charged with the responsibility for the establishment and supervision of the institution's program of intercollegiate athletics, shall consult with the Committee on matters relating to intercollegiate athletics. The committee shall consider any proposed multi-year contracts for the Athletics Director and head coaches and make recommendations on these contracts to the full Board.

The Chancellor shall consult with the Committee on advancement activities, including but not limited to fund-raising, relationships with the University's tax-exempt affiliates, alumni affairs, and the Board of Visitors. The Committee shall make recommendations to the full Board regarding these policies. The Chancellor also may seek the advice of the Committee relating to issues involving advancement. The Committee also shall advise the Chancellor and the Board in confidence with respect to proposals to name or change the name of university facilities or activities consistent with the procedures and guidelines established in the Board of Trustees Policy on Naming University Facilities and Activities.

AUDIT COMMITTEE

The Committee's jurisdiction shall include audit, compliance, ethics, and conflicts of interest.

The Committee shall meet with representatives of the State Auditor's office to review the institution's annual audit report and discuss corrective actions if needed; review audit reports of University-associated entities; receive quarterly reports from the University's internal auditor; develop and maintain a charter to define roles and responsibilities, including the assurance that the institution is performing self assessments of operating risks and evaluations of internal controls on a regular basis; assure that internal audit functions will be carried out in a way that meets professional standards; at the beginning of the audit cycle, review and approve a summary of the annual internal audit plan for the campus; at the end of the cycle, review a comparison of the

plan advanced to the internal audits performed; prepare and forward to the Board of Governors an annual summary of the work performed by the Audit Committee, including a report of the work of the campus internal auditor that indicates any identified material reportable conditions and how they were addressed.

The Committee shall meet upon the call of the Chair and a majority of the members of the Audit Committee shall constitute a quorum for the transaction of business. The Committee shall meet no fewer than four times a year.

The internal auditor shall report to the Chancellor but shall also have a reporting relationship to the Chair of the Committee to enable the auditor to freely discuss professional issues with the Committee Chair.

The Chancellor shall consult with the Committee regularly concerning all matters related to the Committee's responsibilities and annually at the Board's fall meeting concerning East Carolina University's efforts to assure the adequacy of management staff and the existence of sufficient fiscal controls to administer additional authorities authorized under North Carolina General Statutes G.S. 116-30.1.

UNIVERSITY AFFAIRS COMMITTEE

The Committee's jurisdiction includes academic affairs, student affairs, financial aid, campus safety, research and graduate studies.

The Chancellor shall consult regularly with the Committee on policies relating to academic programs, public service activities, and student affairs. The Committee shall make recommendations to the full Board regarding these policies. The Committee shall review all appeals from faculty members to the Board and make recommendations to the full Board. The Chancellor also may seek the advice of the Committee on matters relating to student self-government.

The Committee shall review the proposed conferral of tenure for faculty members in academic units in the Division of Academic Affairs and make recommendations to the full Board.

The Chancellor shall consult with and may seek the advice of the Committee on policies relating to research and graduate studies.

FINANCE AND FACILITIES COMMITTEE

The Committee's jurisdiction shall include budget and finance including tuition and fees, master planning, property acquisition and disposition, site selection, designer selection, building plans, parking, and information technology.

The Committee shall maintain for the Board a master plan for the physical development of East Carolina University and advise and assist the Chancellor and submit recommendations to the Board with respect to real property transactions and other capital transactions within the jurisdiction of the Trustees.

The Committee may act for the Board in the selection of architects or engineers for buildings and improvements requiring such professional services and may act for the Board in approving all proposals

involving the acquisition or disposition of any interest in real property, provided that said transactions involving interests in real property valued at \$50,000 or more are recommended to the Board for its approval and forwarded to the Board of Governors.

Subject to the prior approval of the Chancellor, the Vice Chancellor for Administration and Finance is authorized to act on behalf of the Board to approve building plans and specifications and to certify final acceptance of completed buildings and projects.

HEALTH SCIENCES COMMITTEE

The Committee's jurisdiction shall include health sciences, ECU Physicians, and liaison with Pitt County Memorial Hospital.

The Chancellor shall consult with the Committee on policies relating to academic programs, admissions, clinical affiliations and agreements, community and public service activities, development and foundations. The Committee shall make recommendations to the full Board regarding these policies.

The Committee shall review the proposed conferral of tenure for faculty members in academic units in the Division of Health Sciences and make recommendations to the full Board.

AMENDMENTS MADE TO THE BYLAWS

1. Academic Affairs and Student Life Committee expanded to include Research and Graduate Studies. Full name of committee is now Academic Affairs, Research, Graduate Studies, and Student Life Committee.

Approved by the Board of Trustees on September 27, 1996.

2. Section 102, Officers. Election and Terms of.

Approved by the Board of Trustees on March 7, 1997

3. The name of Executive Committee of the Board be changed to the Executive and Audit Committee and that the By-laws of the Board of Trustees be amended by inserting the following between the third and fourth paragraphs:

The Chancellor shall also consult annually with the Executive and Audit Committee at the Board's October meeting concerning East Carolina University's efforts to assure the adequacy of management staff and the existence of sufficient fiscal controls to administer additional authorities authorized under G.S. 116-30.2, 116-30.4 and 143-51.1.

Approved by the Board of Trustees on October 9, 1998.

4. That the Institutional Advancement Committee be added to the Board – see Section 103 E.

That the Endowment Fund Board be revised – Section 104.

Approved by the Board of Trustees on December 10, 1999.

5. The Notice of a Special Meeting of The Board of Trustees be changed from three (3) days to a 48 hours notice to be consistent with the Open-Meetings Law – see page 9 line 3.

Approved by the Board of Trustees on March 16, 2001.

6. The Academic Affairs, Research, Graduate Studies, and Student Life Committee was split into the Academic Affairs and Student Life Committee and the Research, Economic Development and Community Engagement Committee with appropriate changes to the Bylaws to be developed accordingly.

Approved by the Board of Trustees on July 23, 2002.

7. Section 103.B of the Bylaws, formally Academic Affairs, Research, Graduate Studies, and Student Life Committee was split into two divisions with descriptive changes developed approval: Academic Affairs and Student Life Committee, and the Research, Economic Development and Community Engagement Committee, to coincide with the Bylaw amendment that was approved on July 23, 2002.

Approved by the Board of Trustees on October 18, 2002.

8. The name of Institutional Advancement Committee of the Board was changed to the University Advancement Committee.

Approved by the Board of Trustees on July 30, 2003.

9. 101.C of the Bylaws now states that “. . . If for any reason other than ill health or service in the interest of the State or nation, a member fails to be *physically* present for three (3) successive regular meetings of the Board of Trustees, his/her place as a member shall be deemed vacant.

Approved by the Board of Trustees on May 7, 2004.

10. 103.F of the Bylaws gives a description of the newly combined Advancement and Naming Committee that replaces the description of the University Advancement Committee.

Approved by the Board of Trustees on December 16, 2005.

11. The name of the Executive and Audit Committee of the Board was changed to the Executive Committee. 103 A of the Bylaws was modified to reflect the addition of 103 B, a separate Audit Committee. All other sections of 103 are renumbered.

Approved by the Board of Trustees on May 5, 2006.

12. Section 103 of the Bylaws was revised to define the duty of the Chair of the Board of Trustees to appoint committees and chairs of committees.

Approved by the Board of Trustees on August 22, 2007.

13. Section 104 of the Bylaws was revised to define the makeup of the Endowment Fund Board to include two members of the ECU Foundation's Investment Committee.

Approved by the Board of Trustees on April 15, 2011.