

**BYLAWS  
OF  
THE BOARD OF TRUSTEES OF  
THE UNIVERSITY OF ALABAMA**



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**B Y L A W S**

**OF THE BOARD OF TRUSTEES**

**OF THE UNIVERSITY OF ALABAMA**

**PREAMBLE**

The people of Alabama have vested full management and control over the "state university" in a "board of trustees" (Ala. Const. Art. 14, Sec. 264); the Legislature of the State of Alabama has characterized the "governor and the state superintendent of education by virtue of their respective offices, and the trustees heretofore appointed from the different congressional districts of the state under the provisions of Sec. 264 of the Constitution, and such other members as may be from time to time added to the board of trustees and their successors in office" as a body corporate and has identified and named the corporation "The Board of Trustees of The University of Alabama" (Code of Alabama, 1940, Title 52, Sec. 486). In order to more effectively manage and control the "state university," in order to provide for a definitive, orderly form of governance, and in order to secure and continue a responsive, progressive, and superior institution of higher education, the board of trustees hereby does promulgate and adopt these Bylaws.

**ARTICLE I**

**The Board of Trustees**

The entire management and control over the activities, affairs, operations, business, and property of The University of Alabama System (hereinafter referred to as the "University") shall be completely and absolutely vested in The Board of Trustees of The University of Alabama (hereinafter referred to as the "Board"); however, upon general or specific authorization or delegation made or provided for in these Bylaws, the Board may exercise its management and control by and through such officers, officials, committees and agents as may seem fit and proper.

**SECTION 1. COMPOSITION OF BOARD.**

The Board consists of two ex officio members, namely, the Governor and the Superintendent of Education of the State of Alabama, who serve by virtue of their respective offices, three members elected by the Board from the congressional district in which the Tuscaloosa campus is located, and two members elected by the Board from each of the other congressional districts in the State of Alabama.

**SECTION 2. ELECTION AND TERM OF OFFICE.**

Ex officio Trustees shall serve only while holding their respective state offices. Elected Trustees shall hold office for a term of six (6) years, commencing on the date of their election except as modified below. When the term of any Trustee shall expire, or in case of a vacancy by death or resignation of a Trustee, or from any other cause, the remaining Trustees shall elect a successor by secret ballot; provided, that any Trustee so elected shall hold office from the date of his or her election until his or her confirmation or rejection by the Senate, and, if confirmed, until the expiration of the term for which elected and until his or her successor is elected, or, in the case of a vacancy, for the unexpired term for which he or she was elected and until his or her successor is elected. If the Senate should reject the name of any Trustee, it shall thereupon elect Trustees in the stead of those rejected. Neither the existence nor continuation of a vacancy in the office of a Trustee shall serve to impair or hinder any provisions of these Bylaws or the validity of the operations and actions of the Board by virtue of that vacancy alone. A Trustee shall not serve more than three consecutive full six (6) year terms on the Board. Other than as described above, no Trustee shall be removed from office except for cause, and then only by the affirmative vote of two-thirds (2/3) of the total number of Trustees (Elected and ex officio) then holding office, with notice and an opportunity to be heard provided.

**SECTION 3. ALTERATION IN CONGRESSIONAL DISTRICT BOUNDARIES.**

In the event that congressional district boundaries are altered:

- A. All elected Trustees shall continue to serve the full terms for which they were elected and shall be recognized as Trustees from the new district in which they reside.
- B. Where new congressional districts are created in which less than the constitutionally appropriate number of elected Trustees reside, the Board shall elect the appropriate number of Trustees from that district to serve a full term.
- C. Where new congressional districts are created in which more than the constitutionally appropriate number of elected Trustees reside, there shall be no election or reelection of Trustees from that district until first the number of Trustees from that district is reduced to the constitutionally appropriate number by expiration of term or otherwise and, thereafter, vacancies occur in one or more of these constitutionally appropriate numbers by expiration of term or otherwise.

**SECTION 4. RETIREMENT AND TRUSTEE EMERITUS STATUS.**

Each elected Trustee shall retire from the Board at the annual meeting following that Trustee's seventieth-fifth birthday. Any elected member who retires or who is not reelected may be designated by the Board as a Trustee Emeritus. Such designation shall confer no responsibilities, duties, rights, or privileges as such but shall constitute recognition of

services and experience and will publicly acknowledge that person as particularly suited for counsel and advice to the Board. The Board encourages the availability of Emeriti Trustees for such counsel and advice and may request special services of them.

**SECTION 5. COMPENSATION OF TRUSTEES.**

No Trustee shall receive pay or emolument other than his or her actual expenses incurred in the discharge of his or her duties as such; such expenses shall be paid or reimbursed from University funds upon the authorization of the Chancellor. Such authorization shall be subject to review and certification annually by the President of the Board, or, in his or her absence, the President pro tempore.

**SECTION 6. PRIMARY FUNCTIONS OF THE BOARD.**

In the exercise of its management and control of the University, the Board recognizes that it must determine major policy, review existing policy, define the missions, role and scope of the University and each of its major divisions or component institutions (hereinafter sometimes referred to as "campus"), and provide ultimate accountability to the public and the political bodies of Alabama. Any authority delegated by the Board shall be subject always to the ultimate authority of the Board.

Within these fundamental responsibilities, the Board will perform where appropriate, many essential functions, including but not limited to the following:

1. Establish policies and goals of the University and direct the Chancellor to implement and achieve those policies and goals;
2. Review and approve academic plans, including new programs and new units, and major modifications in existing programs and units;
3. Approve, upon recommendation of the Presidents, the earned degrees awarded;
4. Designate academic chairs and professorships; award honorary degrees; and name for individuals buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs;
5. Approve admission policies and levy fees and charges;
6. Review and approve legislative requests for appropriations;
7. Review and approve annual budgets and budget changes;
8. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;

9. Approve all loans, borrowing, and issuance of bonds;
10. Approve or authorize the Executive Committee to approve appointments and salaries of principal officials;
11. Approve or designate who shall approve compensation policy for faculty and staff;
12. Approve Campus Master Plans, Facilities Development Programs, and Capital Development Programs;
13. Approve or designate who shall approve all contractual relationships and other major legal obligations executed in the name of the Board;
14. Approve or authorize the Executive Committee to approve all purchases and sales, of real property, and insure that all properties of the University are preserved and maintained; and, by Board Rule, to authorize the Chancellor, after review by the General Counsel, to convey rights-of-way or easements for utilities that serve University facilities, programs, or activities;
15. Establish objectives, policies, and practices which provide for effective and prudent management, control, and preservation of the investment assets of the University;
16. Establish auditing policies and standards and appoint independent auditors;
17. Approve architects, engineers, and project managers, preliminary and final budgets, and award of construction contracts for certain capital projects, as well as the acquisition of certain new equipment and computer software and all land;
18. Approve all depository agreements for the deposit of funds.

## **ARTICLE II**

### **Meetings of the Board of Trustees**

#### **SECTION 1. ANNUAL AND REGULAR MEETINGS.**

The Board shall schedule annually, in advance, regular meetings of the Board to be held during the ensuing year and shall designate one of such meetings as the annual meeting of the Board. A scheduled regular or annual meeting may be cancelled or the date, place and time of holding the same may be altered by the Board without further notice or by the President pro tempore upon written notice, given at least seven (7) days prior to the scheduled or rescheduled date, as the case may be. In any case, the Board shall meet at least once in each year.



**SECTION 2. SPECIAL MEETINGS.**

Upon the written application of four members of the Board, or any three members with his or her concurrence, the President pro tempore shall call a special meeting and issue notice thereof to the Trustees; but such a special meeting shall not be called for a day less than seven days subsequent to the date of the notice. In case there is no President pro tempore of the Board, or in case he or she is incapacitated and unable to act, then the Governor, as President of the Board, shall upon written notice of four members, in like manner, call such special meeting. In such notice the reason for calling the meeting shall be stated.

**SECTION 3. ADJOURNED MEETINGS.**

At any meeting, the Board may continue in session as long as it may deem proper for the welfare of the institution, and may at any session appoint a special or adjourned meeting.

**SECTION 4. PLACE OF MEETINGS.**

Regular meetings of the Board must be held at University, Alabama, but special or adjourned meetings may be held at University, Alabama, Montgomery, Alabama, Birmingham, Alabama or Huntsville, Alabama.

**SECTION 5. ATTENDANCE.**

Members of the Board must be physically present at any Board meeting in order to be considered present and attending or to vote at that meeting; provided however, that the Board may have a meeting by telephone, video conference, or similar means to the extent permitted by law.

**SECTION 6. QUORUM.**

Eight members of the Board of Trustees, exclusive of ex-officio members, shall constitute a quorum, except that the quorum shall be reduced to the number of elected trustees holding office in the event such number shall be less than eight; and every member present shall be required to vote, and a majority of those present shall govern unless a greater number is required hereunder or by any Board Rule provided for herein; except that no Trustee shall be required to vote if there exists a possible conflict of interest; however, in no event shall any action be taken unless the number of votes cast equals or exceeds the number required for a quorum.

**SECTION 7. MINUTES.**

Minutes of all meetings of the Board and its committees shall be promptly prepared and distributed to all members of the Board by the Secretary, and upon approval by the Board or committee, as the case may be, such minutes shall be recorded in substantially bound books retained by the Secretary.

**SECTION 8. EXECUTIVE SESSION.**

All meetings of the Board of Trustees shall be open to the public except that the Board may go into executive session when the character or good name of a woman or man is involved or when otherwise authorized by law.

**SECTION 9. AGENDA.**

The Board shall provide by Board Rule for the preparation and advance distribution to Board members of the agenda for all meetings. The President pro tempore shall have final approval of the agenda except for items proposed by Board members which shall be included. No business other than that on the agenda shall be transacted except by unanimous consent of the members present.

**SECTION 10. RULES OF ORDER.**

Rules of order shall be those normally governing parliamentary procedure, and unless overruled by a majority of Trustees attending, the chairman of the meeting will determine all questions concerning such rules.

**ARTICLE III**

**Officers**

The Board shall have the following officers and any other officer it may from time to time elect. Such officers shall have the powers and shall perform the duties as are set forth herein, together with those which may be authorized and delegated by the Board from time to time and the usual and customary powers and duties which are incident to the office. The offices of Secretary and of General Counsel may be held by the same person.

**SECTION 1. PRESIDENT OF THE BOARD.**

The Governor of the State of Alabama shall be ex officio President of the Board. He or she shall preside at all Board meetings which he or she attends and shall call special meetings of the Board upon the conditions hereinbefore set out.

**SECTION 2. PRESIDENT PRO TEMPORE.**

At each annual meeting of the Board, the Board shall elect one of their number to serve as President pro tempore until the next annual meeting. He or she shall preside at all Board meetings in the absence of the Governor and shall call special meetings of the Board upon the conditions hereinbefore set out. Further, he or she shall serve as Chairman of the Executive Committee and shall appoint such committees as may be authorized by the Board, or as he or she may deem desirable, fill vacancies which may occur on such committees and give final approval to the agenda for Board meetings as set out in Article II, Section 8. A Trustee shall not be elected to the office of President pro tempore for more than three one-year terms in succession. In the event of the death, incapacity or unavailability of the President pro tempore, the following person, if a current Trustee, shall act as President pro tempore in order of succession below:

1. The immediate past President pro tempore;
2. The next preceding President pro tempore
3. Such Trustee as designated by the Executive Committee.

Upon the death of the President pro tempore, the successor President pro tempore shall continue in office until the next annual meeting of the Board. The President pro tempore's incapacity or unavailability is deemed to occur upon (1) written notice by the President pro tempore (*e.g.*, unavailability due to out of town travel; incapacity due to scheduled surgery; etc.) or (2) the good faith determination by the Executive Committee that the President pro tempore is incapacitated or unavailable. If the President pro tempore provided written notice of his incapacity or unavailability, the successor President pro tempore shall continue in office until written notice from the President pro tempore of his or her capacity or availability. If the President pro tempore's incapacity or unavailability were made by the Executive Committee's determination, the successor President pro tempore shall serve in office until the Executive Committee makes a good faith determination that President pro tempore has capacity or is available. Notice under this Section shall be provided to the members of the Executive Committee and to the Chancellor.

### **SECTION 3. SECRETARY.**

The Secretary shall be appointed by the Board and shall serve at its pleasure. He or she shall cause notice of meetings of the Board and its committees to be given to the members thereof; shall cause notice of meetings of the Board and its committees to be given to the public as required by law; shall prepare and distribute agenda; shall attend Board meetings; shall make, record and retain complete records and minutes of all official actions of the Board and its committees; and shall maintain all other deeds, contracts, books, and documents and records of the Board and its committees. Further, as Secretary, he or she shall be custodian of the corporate seal and, where required, affix the seal to documents executed on behalf of the Board and attest the same, and he or she may certify to any action of the Board. He or she shall have those additional duties assigned elsewhere herein or by Board rule or resolution.

### **SECTION 4. GENERAL COUNSEL.**

The General Counsel shall be appointed by the Chancellor with the approval of the Board. The relationship between the General Counsel and the Board of Trustees of the University shall be that of attorney-client and shall be governed at all times by the rules and standards of professional conduct. The General Counsel shall, as authorized by the Board, prosecute and defend claims, and engage outside counsel to represent the University's interests. The General Counsel and its staff will be available at all times to advise the Board on any matter involving the University's interests.

## **ARTICLE IV**

### **Committees**

#### **ORGANIZATION.**

The Board may create such committees as it shall deem fit and proper and may assign to such committees any authority, duty or responsibility desired by the Board; such committees shall have as members thereof any Trustee or (excluding the Executive Committee) any other person whose experience, capabilities or position would be beneficial to the work of the committee. The committees of the Board shall consist of the standing committees created herein and any other committees created by the Board or the President pro tempore from time to time. The standing committees shall have the powers, duties, and responsibilities set forth herein or subsequently assigned by the Board, and other committees shall have the powers, duties, and responsibilities specifically assigned by the Board or President pro tempore. The President pro tempore of the Board shall appoint annually the chairs and all members of standing committees except the Executive Committee, which shall be composed of a chair, who shall be the President pro tempore of the Board, the chair of the Finance Committee, the chair of the Academic Affairs, Student Affairs, and Planning Committee, and two other members elected by the Board for one-year terms at the annual meeting of the Board. Vacancies in committee memberships shall be filled in the same manner as when originally selected except that vacancies on the Executive Committee may be filled at any meeting, with a term to expire at the next annual meeting.

#### **METHOD OF OPERATION.**

The committees and subcommittees shall meet upon the call of the Chancellor, the President pro tempore of the Board, or the chair of the committee or subcommittee. Unless otherwise provided, actions taken by such committees shall not be binding upon the Board but shall be advisory to the Chancellor and the Board. In the interim between meetings of the Board and in the absence of committee meetings, the Chancellor may confer with committee members in areas of committee responsibility. The standing committees of the Board shall consist of the following:

#### **SECTION 1. EXECUTIVE COMMITTEE.**

While the Board is not in session, the Executive Committee is authorized, empowered and instructed to perform any function of the Board when, in the opinion of the Executive Committee, action is advisable before the next regularly scheduled meeting of the Board, or to perform any function delegated to it by the Board or by statute. The committee shall report its action to the Board at the next Board meeting. Without further approval of the Board, the Executive Committee shall have the authority to lease, sell and convey real property of the Board, or any interest therein, except for any part of the principal campus areas at Birmingham, Huntsville, or Tuscaloosa, and to approve any step of the planning, design, and construction process for capital projects requiring Board approval; and shall report such actions at the next Board meeting.

**SECTION 2. ACADEMIC AFFAIRS, STUDENT AFFAIRS, AND PLANNING COMMITTEE.**

The areas of responsibility of this committee shall include reviewing and recommending approval of: long-range/strategic plans; new academic programs; evaluation of and modification to existing academic, research, and service programs; organizational structure; requests for legislative appropriations; mission statements and statements of role and scope; programmatic planning for new facilities; student affairs matters such as admission, safety and security, programs for social and personal development, residence status; institutional research; annual budgets as they apply to the above items; and other matters that may be referred to it by the Chancellor or the Board.

**SECTION 3. FINANCE COMMITTEE.**

The areas of responsibility for this committee shall include the review and recommendation for approval of: annual audited financial statements; annual budgets; financial reports; legislative appropriation requests; budget performance reports; long-range financial plans; student tuition, fees and financial aid programs; development and fund raising; financial exigency; depository approval; gift approval; review of campus indebtedness proposals; review of the campus annual information technology plans and purchases of hardware, software, services or related items; and other matters that may be referred to it by the Chancellor or the Board.

**SECTION 4. PHYSICAL PROPERTIES COMMITTEE.**

The areas of responsibility for this committee shall include evaluation of campus master plans and annual capital development plans; acquisition and disposition of land, facilities and equipment; construction-related contract review; ground leasing and facility leasing; planning and construction of new facilities and renovation of facilities; off-campus land use; and other matters that may be referred to it by the Chancellor or the Board.

**SECTION 5. INVESTMENT COMMITTEE.**

This committee shall be responsible for recommending investment objectives, broad asset allocation changes, policies, and practices to the Board. The committee is responsible for overseeing investment activities and performance; for ensuring the proper control and safekeeping of the investment funds and assets (such as land) retained by the University for investment purposes, for making changes within the broad asset allocation guidelines; and for the selection of external money managers, custodians and such consultants as are necessary to properly manage these funds.

**SECTION 6. UAB HEALTH SYSTEM BOARD LIAISON COMMITTEE.**

This committee shall consist of those persons appointed by the Board to serve on the UAB Health System Board (HSB). Its responsibilities shall be to represent the Board on the HSB and to keep the Board fully informed of the activities of the HSB. The term of membership on this committee shall correspond to the term of membership on the HSB.

**SECTION 7. HONORARY DEGREES AND RECOGNITION COMMITTEE.**

This committee shall be responsible for detailed review, study and recommendation of all matters coming to the Board regarding the authorization, designation of type,

awarding and conferring of honorary degrees; for the naming of buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs for persons who have made outstanding accomplishments in their fields of endeavor or who have made exemplary and major contributions to the University, state, or nation; and for other related matters.

#### **SECTION 8. AUDIT, RISK, AND COMPLIANCE COMMITTEE.**

This committee serves as the primary representative of the Board in meeting its obligations related to audit, risk management, and compliance. The Committee will exercise principal oversight of these efforts throughout the System, including its institutions and the Health System, and among affiliated entities. The Committee's specific duties and responsibilities shall be established by Board Rule, and shall include recommending the appointment of the chief audit executive and such other officers responsible for carrying out these functions. Such officers shall report administratively to the Chancellor or his/her designee, but shall be appointed by and ultimately responsible through this committee to the Board, and shall have direct access to this committee and the Board.

#### **SECTION 9. COMPENSATION COMMITTEE.**

This committee shall be responsible for the establishment of the compensation of the Chancellor and, upon recommendation of the Chancellor, the compensation of the presidents, vice chancellors, board officers, provosts, vice presidents and such other senior academic and administrative officers as the Committee shall designate. In addition, it shall review any extraordinary salary and payment arrangements for University employees. The Committee shall periodically review the fringe benefit policies and such other aspects of the University's compensation programs as the committee shall elect.

#### **SECTION 10. ATHLETICS COMMITTEE.**

This committee exists to assist the Board in its oversight of the intercollegiate athletics programs of each campus. The committee shall serve as liaison between the Board and the respective campuses and their athletic departments. It shall advise and consult with the Chancellor of The University of Alabama System and the campus Presidents on all matters that, in the judgment of the Chancellor and Presidents, have long-term impact on the operations, reputation and standing of The University of Alabama System and the campus athletic programs. Its responsibilities shall include monitoring and reviewing institutional compliance with the laws, rules, regulations, and policies of the Board, the campuses, the NCAA, and any other applicable governmental or regulatory agency or body; reviewing athletic budgets, facilities plans and student athletic fees; making recommendations to the Board as part of the annual budget, facilities, tuition and fee approvals; overseeing academic and other support services provided to student-athletes and monitoring their retention and graduation rates; requesting and reviewing reports on major legal, political, and public matters affecting the athletic departments or their personnel; and keeping the Board informed of relevant changes in conference and NCAA affiliations, structures, rules and regulations.

**SECTION 11. LEGAL AFFAIRS COMMITTEE.**

This committee shall act as liaison between the Board and the General Counsel or other attorneys representing the Board. The committee will keep the Board informed of all pending litigation and legal issues affecting the University System and the Board.

**SECTION 12. NOMINATING COMMITTEE.**

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

**SECTION 13. SUBCOMMITTEES.**

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

**SECTION 14. ATTENDANCE AT COMMITTEE AND SUBCOMMITTEE MEETINGS.**

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

**ARTICLE V**

**The University of Alabama System**

**SECTION 1. ORGANIZATION.**

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

**SECTION 2. AUTHORITY AND DUTIES OF THE CHANCELLOR.**

The Chancellor shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance. In the

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

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

1. Implement Board policies, continuously review the administration and effect of these policies and recommend to the Board, for consideration, modifications of policies and new policies at both campus and System levels;
2. Assume primary responsibility, with the assistance of the Presidents, for external relationships with the Governor's office, the Legislature, the Alabama Commission on Higher Education, federal agencies and other agencies, groups and institutions;
3. Recommend to the Board the mission, role and scope of the University and of its respective campuses;
4. Establish the guidelines and formats, coordinate the development and review, and submit to the Board recommended Campus Master Plans, Facilities Development Programs, and Capital Development Programs;
5. Participate in the implementation of capital projects requiring Board approval;
6. Direct and approve the preparation of a coordinated legislative request for both operating and capital appropriations, and direct the presentation of and justification for the request;
7. Review and recommend to the Board the budgets of each campus;
8. Coordinate all functions of the University to assure an integrated institution of related and cooperating campuses, with coordinated educational programs so that quality and comprehensiveness are emphasized, cooperation is insured, and unnecessary duplication is avoided;
9. Establish financial, budgetary, audit, and business procedures for the efficient and effective management of the University;



10. Recommend to the Board, after an appropriate search process, the appointment and compensation of Presidents. With the approval of the President pro tempore, and with prior notice to the Board, terminate the employment of Presidents;
11. Receive and review recommendations from the Presidents and transmit such recommendations to the Board along with his/her recommendations for appointment and compensation of campus vice presidents and other principal campus academic and administrative staff;
12. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements; and
13. Coordinate the development and recommend to the Investment Committee for adoption by the Board objectives, policies, and practices which will provide for effective and prudent management, control, and preservation of the investment assets of the University. Provide staff assistance to the Investment Committee for overseeing investment activities and performance, and for ensuring the proper control and safekeeping of the investment assets of the University. Supervise the implementation of established investment policies and practices.

**SECTION 3. AUTHORITY AND DUTIES OF THE PRESIDENTS.**

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

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

services, placement, foreign students, and the evaluation and certification of academic credit from other institutions;

3. Financial management of the campus and its component parts in conformity with University management policies and practices. This function shall include but is not limited to the preparation of budgets and legislative requests, assistance in legislative presentations, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports;
4. Personnel administration including employment and termination, wage determination, and conditions of employment for faculty and other employees of the campus;
5. Operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus;
6. Fund raising, intercollegiate athletics, auxiliary enterprises, and alumni activities;
7. Participate in the development of objectives, policies, and practices which will provide for effective and prudent management, control, and preservation of the investment assets of the University. Implement assigned investment responsibilities and ensure compliance with restrictions established by external donors, as well as limitations placed by the Board on funds functioning as endowment;
8. Develop and submit to the Chancellor Campus Master Plans, Facilities Development Programs, and Capital Development Programs.

## **ARTICLE VI**

### **Seals**

#### **SECTION 1. OFFICIAL CORPORATE SEAL.**

The official corporate seal of The Board of Trustees of The University of Alabama shall be circular in form, encircled with a rope-like band enclosing the words "THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ALABAMA," and the date of opening for classes, "1831." Within the circle formed by this boundary, the Roman goddess of wisdom, Minerva, in classical flowing robe, and with one hand on a globe, stands on a low pedestal with a bound book leaning against it. Lying on the ground to her left is an open scroll and in her hand she holds an olive branch. In the background to her right the sun casts its rays and in the words of Governor Israel Pickens, "represents the light of science beaming

on this hemisphere so lately emerged from a heathenish wilderness." The corporate seal shall be used on all contracts requiring a seal and all Board and System certifications.

**SECTION 2. INSTITUTIONAL SEALS.**

The official institutional seal to be used by the campuses shall be the same as the official corporate seal, except that the words "THE BOARD OF TRUSTEES OF" shall be deleted, as shown below, and except that The University of Alabama at Birmingham and The University of Alabama in Huntsville may elect to delete the date, "1831", and substitute therefore the words "BIRMINGHAM" or "HUNTSVILLE", respectively, as shown below. The Helvetica Bold lettering style for these substituted words must be uniform and must be reduced in size to fit the available space, as shown below.

The institutional seals may be reproduced in color but shall not be varicolored, except in the following instance. When the seal is displayed using metallic engraving or embossing, a single designated color may be used in the background of the encircling band where the institution's name is displayed. Only one color chosen by the institution shall be used in the background in such an instance. The official institutional seal shall be used in all diplomas, transcripts, and institutional certificates.

Each institution shall report the form and color of seal it has adopted and shall use only that form and color until a change has been approved by the Board.



Official Corporate Seal



Official Institutional Seal



UAB Option



UAH Option

## ARTICLE VII

### Rules of the Board of Trustees

The Board of Trustees may, from time to time, establish policy and procedure, through actions to be known as “Board Rules.” Board Rules shall be adopted by the Board and may be amended or repealed, in whole or in part, at any meeting of the Board. All policies and procedures heretofore or hereafter established by adoption of resolutions of the Board or Executive Committee shall be and remain in full effect unless specifically rescinded or unless such shall be in conflict with the Bylaws or Board Rules.

## ARTICLE VIII

### Amendment or Repeal of Bylaws

New bylaws may be adopted and existing bylaws may be amended or repealed at any meeting of the Board, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or notice in writing of the substance of the proposed change shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change, provided, however, that by unanimous consent of the entire membership of the Board, the requirements for such notice may be waived.

