

**BYLAWS
OF THE BOARD OF TRUSTEES
ALABAMA AGRICULTURAL AND MECHANICAL UNIVERSITY**



NORMAL, ALABAMA 35762

MOTTO: "SERVICE IS SOVEREIGNTY"

UNIVERSITY VISION

The vision of Alabama Agricultural and Mechanical University is to be recognized as the premier Land-Grant institution of choice for students, faculty, staff, and future employers of its students. The University will be recognized nationally and internationally for excellence in teaching, research, outreach, exceptional academic programs and globally competitive students.

UNIVERSITY MISSION

Alabama Agricultural and Mechanical University is a public, comprehensive 1890 Land-Grant institution, committed to access and opportunity, and dedicated to intellectual inquiry. The application of knowledge and excellence in teaching, research and service is responsive to the needs of a diverse student population and the social and economic needs of the state and region. The University offers contemporary baccalaureate, masters, educational specialist and doctoral level degrees to prepare students for careers in the arts, sciences, business, engineering, education, agriculture and technology. As a center of excellence, the University is dedicated to providing a student-centered educational environment for the emergence of scholars, scientists, leaders and critical thinkers, who are equipped to excel through their contributions and leadership in a 21st century national and global society.

CORE VALUES

STUDENT CENTERED ▶ The University strives to promote the intellectual, physical, social, and emotional development of students in all facets of University life.

EXCELLENCE ▶ The University is committed to excellence in all aspects of operations.

INTEGRITY ▶ The University maintains the highest standards of ethical professional practices in all that we do.

ENGAGEMENT ▶ The University extends its reach and impact through partnerships and collaboration with individuals, public and nonprofit agencies, community activist groups, educators, and businesses.

CUSTOMER SERVICE ▶ The University provides respectful, polite, and consistently excellent service to our internal and external constituents.

GLOBAL ▶ The University prepares globally aware and astute students for the 21st century.

DIVERSITY ▶ The University respects and embraces diversity and actively supports efforts that create an inclusive learning environment.

ACCOUNTABILITY ▶ The University is a responsible steward of the public's resources and public trust.

**THE BOARD OF TRUSTEES
ALABAMA AGRICULTURAL AND MECHANICAL UNIVERSITY**

The Honorable Kay Ivey
Governor of Alabama
Ex Officio President of the Board

Dr. Jerome B. Williams
President Pro Tempore

Mr. Chris Robinson
Secretary

Mr. Kevin Ball

Dr. Scherrie Banks Pickett

Mr. Richard Crunkleton

Ms. Tiffany Johnson Cole

Ms. Nichelle Gainey

Mr. John Hackett, Jr.

Ms. Ginger Harper

Dr. Roderick Dewayne (Wayne) Watts

Mr. Frank Williams

Dr. Jeanette Jones, Ex Officio

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ALABAMA AGRICULTURAL AND MECHANICAL UNIVERSITY
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**BYLAWS
OF THE BOARD OF TRUSTEES
ALABAMA AGRICULTURAL AND MECHANICAL UNIVERSITY**

PREAMBLE

The Legislature of the State of Alabama has created a Board of Trustees for Alabama Agricultural and Mechanical University, a state land-grant institution at Huntsville pursuant to Title 16, Chapter 49. The Governor, by virtue of his or her office, and the trustees appointed from the congressional districts of the state as constituted on September 5, 1975 and reconstituted thereafter, and the nation at large, pursuant to Section 16-49-20 constitute a body corporate under the name of "Board of Trustees for Alabama Agricultural and Mechanical University." The Board of Trustees thus created shall have exclusive jurisdiction, power and authority with regard to the supervision, management and control of Alabama Agricultural and Mechanical University. In order to effectively manage and control the University, provide for a definitive, orderly form of governance, and secure, advance, and continue a state institution of higher learning, the Board of trustees do hereby promulgate and adopt these Bylaws.

**ARTICLE I
THE BOARD OF TRUSTEES**

SECTION 1. COMPOSITION OF BOARD

The Board of Trustees shall consist of 12 members, the Governor, who shall be ex officio president of the Board; two members who shall reside in the congressional district in which the institution is situated; one member shall reside in each of the remaining congressional districts in the state as constituted on September 5, 1975, and reconstituted thereafter; and shall be a bona fide resident and qualified elector of that district, with a verifiable physical presence in that district, during the entire term of office; and three at-large members who may be selected from outside the state. The president of the student government association and the president of the faculty senate shall be ex officio nonvoting members of the Board. If a trustee appointed from a congressional district ceases to be a bona fide resident and qualified elector of the district from which appointed, or ceases to have a verifiable physical presence in that district, the trustee shall vacate his or her office. Before the effective date (June 9, 2011) of the act amending this subsection, the trustees shall be appointed by the Governor, by and with the advice and consent of the Senate. The membership of the Board shall include at least three members who have earned a degree from Alabama Agricultural and Mechanical University.

No member of the governing Board, no officer of any public postsecondary educational institution, and no elected or appointed official having the power of review of the Alabama Agricultural and Mechanical University budget, other than the Governor, shall be eligible to serve on the Board of Trustees.

SECTION 2. APPOINTMENT AND TERM OF OFFICE

Ex officio Trustees shall serve only while holding their respective offices in the State of Alabama. In accordance with Section 16-49-20 of the Code of Alabama, each trustee shall be appointed by the Governor from a list of three persons nominated by a nominating committee. The nominating committee shall consist of the following members: a) One member of the Board of Trustees as elected by the membership of the Board of Trustees; b) One member as selected jointly by the faculty senate and the staff senate and certified to the committee by the president of the faculty senate and the president of the staff senate; c) The president of the student government association; d) The president of the Huntsville-Madison County Chamber of Commerce, or his or her designee; e) One member of the Madison County Legislative Delegation, as selected by the delegation; f) The president of the national alumni association, or his or her designee; and g) A community representative as selected by the other members of the nominating committee. The nominating committee, by majority vote of those present at the meeting, shall nominate to the Governor the names of three individuals who are qualified pursuant to subsection (a) of Section 16-49-20 to fill the respective position on the Board of Trustees. The Governor shall appoint one of the nominated persons to the Board by and with the advice and consent of the Senate. All appointments shall be effective as provided by applicable law. The Board shall be divided into three classes so that at least one third shall be appointed biennially. Trustees are appointed for a six year term. A trustee may be appointed to serve a second term of six years, but no trustee shall be appointed to serve more than a total of 12 years, except as otherwise provided in paragraph b. of subdivision (4) of subsection (b) of Section 16-49-20.

SECTION 3. COMPENSATION OF TRUSTEES

No trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of his or her duties; such expenses for the several trustees and ex officio shall be paid upon certification by the president of the Board or in his/her absence, the president pro tempore, countersigned by the secretary. For the purposes of this provision only, the President of the University shall be designated as the secretary, and may act in this regard on behalf of the Secretary. The actual expenses incurred shall be paid in conformity with regulations governing travel expenses of state officials.

SECTION 4. PRIMARY FUNCTIONS OF THE BOARD

The Board acts as a public body corporate and no individual member of the Board in their capacity as an individual Board member has the authority to act for the Board or the University. As such, no individual Board member in their capacity as an individual Board member may issue any directive to any employee of the University or any employee of any affiliate entity of the University.

As established by Section 16-49-24 of the Code of Alabama and other applicable law, the Board of Trustees has exclusive jurisdiction, power and authority with regard to the supervision, management and control of Alabama Agricultural and Mechanical University, which includes all power, authority and duties heretofore conferred on, vested in or required of the State Board of Education under any laws of this State with regard to the supervision, management and control of the University, except as otherwise provided in the University's enabling statutes. As set forth in

Section 16-49-23 of the Code of Alabama, the Board shall not engage in activity that interferes with the day-to-day operation of the University. The primary responsibility of the Board of Trustees is to set policy for the University and prescribe rates of tuition and fees. Within these fundamental responsibilities, the Board will perform many essential functions, including, but not limited to, the following:

1. Organize the University by appointing a president and fixing the compensation and terms of his or her employment;
2. Conduct evaluations of the President consistent with the Criteria adopted by the Board for doing so;
3. Approve policies and goals of the University and direct the President to implement and achieve those policies and goals;
4. Approve and review annually, the Mission, Vision, and Strategic Plans of the University;
5. Approve new academic programs and majors and significant modifications or elimination in existing programs and majors;
6. Review and provide concurrence of the organization of the University as presented by the President, including organization charts and structures.
7. Approve the name of buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs, for example, the _____ College of _____.
8. Approve tuition, fees, and other charges.
9. Review and provide concurrence with requests for legislative appropriations;
10. Review and approve annual budgets and major budget changes;
11. Approve all gifts where restrictions are indicated, such as a requirement for the naming of a structure.
12. Approve all loans, borrowing, and issuance of bonds;
13. Approve Campus Master Plans, Facilities Development Programs, and Capital Development Programs;
14. Approve or designate who shall approve all contractual relationships and other major legal obligations executed with related entities that bear the University's name, such as foundations.
15. Delegate the president as the approval authority for the employment of police officers and as secretary only for the purpose of countersigning the certificate of payment for reimbursement of expenses of trustees.
16. 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 President, after review by the General Counsel, to convey rights-of-way or easements for utilities that serve University facilities, programs, or activities;
17. Establish objectives, policies, and practices which provide for effective and prudent management, control, and preservation of the investment assets of the University;
18. Establish auditing policies and standards and appoint independent auditors to conduct the annual audits;
19. Approve the construction of new facilities and major renovation of existing facilities;
20. Ensure that the President, Vice President for Business and Finance and other designated financial officers and employees of the University are bonded;
21. Provide for the conduct of annual training sessions regarding the fiduciary responsibility of a trustee to the University and any other topic deemed appropriate by the Board;

22. Serve as an appellate body or designate a committee to serve as such a body for appeals provided for in the policy of the University, if the Board elects to grant such an appeal. The Board may deny to hearing an appeal for any reason or no reason;
23. Jointly with the Board of Trustees for Auburn University, approve the recommendation of the appointment of the Director of the Alabama Cooperative Extension System as proposed by the Presidents of Auburn University and Alabama A&M University;
24. Confer citations, resolutions and other recognition as appropriate;
25. Approval of all policies to be included in faculty, staff and/or other employee handbooks, as well as involvement in review of such handbooks prior to their implementation to insure compliance with such policies.

ARTICLE II PROFESSIONAL DEVELOPMENT AND CODE OF ETHICS

SECTION 1. CONFLICT OF INTEREST

It shall be unlawful for any member of the Board to derive financial benefit in any form from a contract or transaction affecting the interest of the University; to procure, or to be a party in any way, to procuring the appointment of any relative to any position of financial trust or profit; or to influence the appointment or reappointment, retention, dismissal or compensation of any employee of the University except through the prescribed procedures for such purposes.

Board members should abstain from participation in voting or otherwise attempting to influence the outcome (including attempting to influence other Board members) of any transaction within the purview of the foregoing, should Board approval of the transaction be required. The minutes of the meeting should reflect the non-voting status of the member on the matter due to the potential conflict.

If it is unclear whether a conflict exists, then members of the Board of Trustees must disclose in writing any potential conflict of interest to the President pro tempore of the Board of Trustees for a determination. The President pro tempore can make a determination or refer the matter to the Executive Committee. If the conflict involves the President pro tempore, then the matter will be referred to the executive committee which has final authority for determining whether a conflict of interest exists. The Executive Committee can consult with a Public Review Committee in troublesome cases. Detailed procedures and guidelines for determining possible conflicts of interest are included in Attachment A.

Upon appointment to the Board and thereafter at each annual meeting, each member of the Board shall affirm that s/he has reviewed the Conflict of Interest set forth and will comply with its requirements on a form and in a manner set forth by the Board of Trustees or a duly charged committee thereof.

SECTION 2. REMOVAL FROM OFFICE

Trustees of Alabama Agricultural and Mechanical University can be removed if found in violation of conflict of interest provisions as determined in Article II, Section 1 of the Bylaws. Trustees found in violation of this policy may be removed by the Governor.

Further, the Board of Trustees may ask the Governor to replace a member who has been absent from three consecutive regular meetings of the Board.

SECTION 3. CODE OF ETHICS

The Board of Trustees of Alabama Agricultural and Mechanical University recognizes that effective governance of the University depends upon the willingness of the Board to give of its time and energy for the benefit of the institution and the people of the state. The members of Board acknowledge that they hold positions of public trust and act in a fiduciary capacity that requires unquestioned confidence in their professional integrity on the part of all of the constituencies of the University. Trustees are stewards of the University and must dedicate time and resources while displaying attributes of leadership, objectivity, accountability, openness and honesty. Committed to these principles, the Board of Trustees voluntarily commits to the following Code of Ethic:

1. To become familiar with, committed to, and abide by the major responsibilities and duties of the Board as set out in the Bylaws of Alabama Agricultural and Mechanical University.
2. To understand and commit to the vision and mission of Alabama Agricultural and Mechanical University, a historically black land grant University.
3. To accept the spirit of academic freedom and shared governance as fundamental characteristics of University governance.
4. To prepare carefully for, regularly attend, and actively participate in Board meetings and committee assignments.
5. To vote and speak according to one's individual conviction, yet to be willing to support the majority decision of the Board and work with fellow Board members in a spirit of cooperation.
6. To maintain confidentiality when called for, and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
7. To understand the role of the Board as a policy-making body and to avoid participation in the administration of policy.
8. To understand that the President is the exclusive agent of the Board in the conduct of all University affairs.
9. To insure that any relationships that could be perceived as conflicts of interest are to the distinct and obvious advantage of the University.
10. To actively and positively promote the University to alumni, prospective students, donors, the media, the business community, elected officials, foundations, and the public at large.
11. To provide the leadership and provide financial support to the University through personal contributions to the University's annual giving campaigns, capital campaigns and special fundraising campaigns and through participation in the solicitation of other individuals and organizations.
12. To learn and consistently use designated institutional channels when conducting Board business.
13. To refrain from actions and involvements that might prove embarrassing to the University and to resign if such actions or involvements develop.
14. To make judgments always on the basis of what is best for the University as a whole and for the advancement of higher education rather than to serve special interests.

Procedure for Responding to Breaches of the Code of Ethics

1. Should evidence or allegations of violations of the Code of Ethics by a Trustee of Alabama Agricultural and Mechanical University come to the attention of the President Pro Tempore of the Board, which after further review by the President Pro Tempore appears to constitute a breach of the Code of Ethics, the President Pro Tempore, the Vice-President Pro Tempore and the Secretary shall discuss the matter with the Trustee to obtain additional facts and perspective and to seek a mutually agreeable resolution. Should the apparent breach involve an officer of the Board, then the Executive Committee shall discuss the matter with the Trustee.
2. Should the Code continue to be violated by the Trustee after discussion with the President Pro Tempore, the Vice-President Pro Tempore and the Secretary or the Executive Committee as indicated in number 1 above, the President Pro Tempore, Vice President Pro Tempore or Secretary, after appropriate consultation, will place the matter on the agenda for appropriate action by the Board of Trustees. If the matter is one which may appropriately be discussed in Executive Session, the initial step will be to adjourn the Board into Executive Session to the issues related to good name and character with the member charged with violation of the Code of Ethics. At the conclusion of the Executive Session, the Board may discuss the matter in open session, allowing the Trustee whose conduct is at issue to provide an explanation of the conduct if it elects to do so. The Board may then by majority vote censure the Trustee.
3. Should the Board censure the Trustee, formal notification of the censure shall be communicated to the Governor, as ex-officio President of the Board, and to any separate recommendatory or appointive authority of the Trustee, e.g., the Nominating Committee as provided for in Section 16-49-20 of Alabama statute, and the Senate of Alabama.

SECTION 4. BOARD TRAINING

The Board recognizes that the higher education enterprise is very complex. The academy is a unique, dynamic, organizational structure characterized by many diverse constituencies and the interaction and interconnectedness of these constituencies. While Board members bring unique talents, expertise and insights gleaned from their professions to the position, successful trusteeship will be predicated upon a thorough knowledge of and appreciation for the unique American organizational structure called the academy. Board training is therefore paramount to successful trusteeship.

A Board orientation will be provided for each newly appointed trustee. The Board orientation, conducted by the president pro tempore or designee and the president of the University will include an overview of the University, mission, goals, organizational structures, review of the Board bylaws with emphasis on policy role versus administration, and legal issues such as conflict of interest.

On an annual basis, the Board shall provide for the conduct of training sessions for all trustees regarding the fiduciary responsibility of a trustee to the University or any other topic deemed appropriate by the Board.

ARTICLE III MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. ANNUAL AND REGULAR MEETING

The Board of Trustees of Alabama Agricultural and Mechanical University shall hold three regular meetings at the University on the fourth Thursday in February, June, and October, unless the Board or Governor as ex officio president, shall determine to hold its meetings at another time. The first regular meeting in October shall be designated as the Annual meeting at which the officers of the Board will be elected. The Board may also elect at the Annual or any other meeting to schedule in advance the dates and location of the regular meetings to be held during the year, if, the dates differ from the statutory dates in Section 16-49-26. Public notice of the meeting must be given prior to the meeting in accordance with applicable state law. No annual or regular meeting of the Board may be held in any manner other than in person and members must be physically present to be counted in attendance or to cast a vote at any such meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be assembled by either one of the two methods outlined as follows:

(1) Special meetings of the Board may be called by the Governor. In calling special meetings, the Governor shall mail a written notice to each trustee naming the time and place at least 10 days in advance of the date of the meeting.

(2) Upon the application in writing of any four members of the Board, the Governor shall call a special meeting, naming the time and place and issuing notices in writing to the several members of the Board. The meeting shall not be held on a date less than 10 days subsequent to the notices from the Governor. In the event of an emergency, the Governor, as ex officio president, may call an emergency meeting.

Public notice of the meeting must be given prior to the meeting in accordance with applicable state law, Alabama Open Meetings Act, Section 36-25A-3(2).

SECTION 3. CONFERENCE CALLS

When special matters of policy arise upon which the action of the Board is required, and it is unfeasible to hold a special meeting of the Board and a regular meeting is not scheduled within 14 days, the President of the University or the President Pro Tempore may request and seek action of the Board consistent with the requirements of applicable law by means of a telephone or video conference or similar means that permits the members to simultaneously hear one another during the meeting and that permits any member of the public, including representatives of the media that same opportunity. Public notice of the meeting must be given no less than 24 hours prior to the

meeting in accordance with applicable state law, Alabama Open Meetings Act, Section 36-25A-6(b).

SECTION 4. QUORUM

Seven members, exclusive of the Governor and the ex officio members, of the Board of Trustees shall constitute a quorum, for all regular and special meetings of the Board, but a smaller number may adjourn from day to day until a quorum is present. The quorum for committee meetings is the majority (more than half) of the members serving on the committee.

SECTION 5. MINUTES

Minutes of the proceeding of the Board shall be kept by its Secretary. Minutes of the meetings of the Board itself shall be taken by the Secretary (or the Secretary's designee) and prepared by and finally deposited with the Secretary of the Board. The Secretary will mail or deliver electronically to each Board member in such a manner that the Board member has access to a copy of the minutes of a meeting not less than 10 days prior to the next regularly scheduled meeting with the request that each member notify the Secretary immediately of any change that may be needed in the minutes to represent the true action taken by the Board.

The approved minutes of the Board of Trustees shall be signed by the President Pro Tempore and Secretary upon approval and will constitute the official record of the Board of Trustees. The minutes will be in custody of the Secretary of the Board and s/he shall keep the same in a suitable and safe place in the President's office or other location designated by the Board, as a permanent record of action taken by Alabama Agricultural and Mechanical University Board of Trustees.

Minutes or an appropriate record of the proceeding of the Committees of the Board shall be kept by a secretary designated by each such Committee. Such minutes or record shall be presented to the Committee in question at its next regularly scheduled meeting for approval. The approved minutes of the Committee shall be submitted to the Secretary of the Board and remain in the custody of the Secretary of the Board and kept in a suitable and safe place in the President's office or other location designated by the Board, as a record of the action taken by the Committee of the Board. A copy of the minutes of any meeting of a Committee of the Board will be provided to any Member of the Board of Trustees upon request to the Secretary of the Board.

SECTION 6. 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, to consult with its legal counsel, or when otherwise authorized by applicable state or federal law. No action or vote may be taken during an executive session of the Board. Any formal action by the Board resulting from any executive session discussions shall be taken by the Board in an open meeting and made a part of the official minutes.

SECTION 7. AGENDA

An agenda for Board meetings will be prepared by the President Pro Tempore in consultation with the President of the University and the Chairs of the committees. Item(s) from individual members should be referred to the most appropriate committee of the Board for initial consideration. If the committee concurs, then the item will be forwarded with the committee's agenda items for the meeting at least 10 days prior to the scheduled meeting. If a member of the Board wishes to propose an item for consultation for inclusion on the agenda by the Board after such item has been previously referred to and considered by an appropriate committee of the Board and the committee has failed or declined to refer the item for inclusion on the agenda, a member may present this item to the Secretary at least ten (10) days prior to the Board meeting and the item will be circulated to the Board with the other proposed agenda items. An item so proposed may be considered if adopted by the Board as part of the agenda at the meeting in question. The proposed agenda will be mailed or forwarded electronically at least one week (7 days) prior to the time of the meeting by the Secretary of the Board through the Office of the President of the University. The Board will adopt its agenda for a given meeting from the items listed in the proposed agenda by majority vote of the members present in accordance with the Order of Business below. Any item which does not appear on the agenda mailed or forwarded electronically to each member of the Board will require unanimous consent of all members present for consideration by the Board at a given meeting.

The business at each regular or special meeting of the Board shall be conducted in the following manner unless otherwise authorized by appropriate Board action:

Order of Business

- A. Roll call of members
- B. Adoption of Agenda
- C. Reading and approval of minutes of last meeting
- D. Election of officers (annual meeting)
- E. Report and recommendations of the President of the University
- F. Report of the President pro Tempore
- G. Reports and Committees
 - 1. Permanent Committees
 - 2. Special and ad hoc committees
- H. Communications, appeals, petitions, etc.
- I. Unfinished Business
- J. New Business
- K. Adjournment

SECTION 8. ACTION IN REGULAR AND SPECIAL MEETINGS

At all regular and special meetings, it shall be lawful for the Board to act on any subject within its power (except where excluded by these by-laws.) It shall be the policy of the Board to

act only upon matters set forth in the agenda or any other matters for which any absent member or members shall have had adequate prior notice. Vote by proxy shall not be permitted. Vote by telephone or video conference or similar means that permits the members to simultaneously hear one another shall not be allowed for regular or special Board meetings but may be allowed for committee meetings.

SECTION 9. RULES OF ORDER

Board meetings shall proceed in accordance with Roberts' Rules of Order as amended except as modified by these By-laws. The "ayes" and the "noes" shall be entered upon each vote and any motion involving the expenditure of money shall be by roll call. Others may be by voice vote, unless a roll call vote is requested by a member.

ARTICLE IV OFFICERS

SECTION 1. ELECTION OF OFFICERS

The Board shall at its annual meeting in October (or at such other time as the October meeting shall be scheduled and held by the Board) elect officers from its own membership and by a majority vote of those present. The Board shall have the following officers: President Pro Tempore, Vice-President Pro Tempore, and Secretary. The terms of the office shall be for one year and if a vacancy occurs during the term of any office, an election to complete the term of that office will be held at the next meeting of the Board. The officers of the Board shall perform the duties expressly enjoined upon them by the By-laws of the Board and other incidental duties as pertain to their respective offices.

SECTION 2. PRESIDENT PRO TEMPORE

The president pro tempore shall conduct and preside at all meetings of the Board. The President Pro Tempore shall be the sole spokesperson for the Board of Trustees. He/she shall preside over all meetings of the Board, chair and call the Board or Executive Committee into regular or special session at such times as he/she may deem it necessary or at any time upon petition of any four members of the Board. The President Pro Tempore shall appoint such committees as may be authorized by the Board By-laws or special or ad hoc committees as deemed desirable, fill vacancies which occur on such committees and give final approval to the agenda for the Board meeting. The president pro tempore serves as the ex officio chair of all committees. The president pro tempore signs the certificate authorizing the payment of actual expenses for Board members incurred in the discharge of their duties. The president pro tempore shall have the authority to decide any disputes as to the application of meaning of the Bylaws and other legislation of the Board. Also, thirty days before the expiration of the term of a Board member, or within 20 days following the creation of a vacancy in a term of office by death, resignation, or other cause, the president pro tempore of the Board of trustees shall call a meeting of the nominating committee, giving at least 10 days' notice.

SECTION 3. VICE-PRESIDENT PRO TEMPORE

The Vice-President Pro Tempore of the Board shall attend all meetings of the Board and serve in the absence of the President Pro Tempore at any meeting of the Board. The Vice-President Pro Tempore shall serve on the Executive Committee. The Vice-President Pro Tempore shall also perform other duties generally associated with this position and as otherwise authorized or as required by the Board.

Further, if the position of President Pro Tempore shall become vacant or the President Pro Tempore is incapacitated or unable to serve for any reason, the Vice-President Pro Tempore shall perform all duties of the President Pro Tempore until such time as the serving President Pro Tempore is able to resume his/her duties or a new President Pro Tempore is elected by the Board, whichever shall occur first. The Board may hold an election to replace any vacancy in the position of President Pro Tempore at its next meeting following the occurrence of the vacancy.

SECTION 4. SECRETARY

The Secretary of the Board shall attend all meetings of the Board and keep a full and accurate record of the proceedings of the Board. The Secretary shall serve on the Executive Committee. The Secretary (or his/her designee, the President of the University) shall countersign the certificate authorizing the payment of actual expenses for Board members incurred in the discharge of their duties. Through the Office of the President of the University, he/she shall be responsible for the distribution of notices of Board meetings, agendas, and minutes pursuant to Article III, Sections 1, 2, 5, and 7. He/she shall keep a record of the names and addresses of all members of the Board of Trustees, the dates of their appointment, and the dates of the expiration of their terms of office and a file of all reports made by the committees of the Board. The Secretary shall also perform other duties generally associated with this position and as otherwise authorized or as required by the Board.

In the absence of the President Pro Tempore and the Vice-President Pro Tempore, the Secretary shall assume the duties of the President Pro Tempore at any meeting of the Board and an acting secretary shall be designated by the Board.

ARTICLE V COMMITTEES

The Board may create such committees as it deems proper and may assign to such committees any authority, duty or responsibility desired by the Board. The committees of the Board shall consist of the standing committees created herein and other committees created by the Board or 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 through adoption and approval of amendments to these Bylaws. Vacancies in memberships shall be filled in the same manner as when appointments were originally made. Committee members and chairs of each committee, with the exception of the Executive Committee which is chaired by the President Pro Tempore pursuant to the Bylaws, shall be appointed by the President Pro Tempore.

Subject to providing public notice of not less than 24 hours, all committees may meet in person or telephone or video conference or similar means that permits the members to simultaneously hear one another. Standing committees will meet as scheduled prior to regularly scheduled Board of Trustees meetings.

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall be permanent in nature and shall consist of the President Pro Tempore, the Vice-President Pro Tempore, the Secretary and two other members of the Board appointed by the President Pro Tempore with the consent of the Board, at the annual meeting of the Board. The Executive Committee shall meet upon call of the President Pro Tempore and notice shall be given as may be required by law. The Executive Committee shall review annually the vision, mission, goals and strategic plan of the University. The Executive Committee shall have authority to transact such routine business as may arise during the recess of the Board and to act for the Board in all matters of any emergency nature upon which immediate decisions are necessary for the present welfare of the University. The decision of the Executive Committee regarding what matters are within the scope of the above authority shall be final unless otherwise decided by the Board.

An affirmative decision by the President Pro Tempore on this question, in the absence of any prior contrary determination by the Board, together with the concurrence of a majority of the executive committee on the action to be taken, shall be sufficient to authorize the execution by the President Pro Tempore of contracts or other legal documents necessary to the implementation of the action desired.

All actions taken by the Executive Committee shall be reported in writing to the Board at its next regular or special meeting and shall be entered in full upon the minutes of such meeting of the Board.

SECTION 2. ACADEMIC AFFAIRS AND RESEARCH

The areas of responsibility of this committee shall include reviewing and recommending to the Board of Trustees approval of new academic programs; evaluation of and major modifications to existing academic, research and service programs; Extension and 1890 Programs; assessment of student performance and learning outcomes; sponsored programs; and matters related to the general welfare of academic affairs.

SECTION 3: STUDENT AFFAIRS

The areas of responsibility of this committee shall include matters such as safety and security, programs for social and personal development; residence halls and student dedicated buildings; financial aid program; and any matters related to the general welfare of student affairs.

SECTION 4. BUSINESS, FINANCE AND FACILITIES

The areas of responsibility for this committee shall include the review and recommendation for approval of annual budgets, financial reports, legislative appropriation requests, student tuition,

fees; financial exigency; depository approval, review of campus indebtedness proposals; evaluation of campus master plans, acquisition and disposition of land, facilities, and equipment, ground leasing and facility leasing; planning and construction of new facilities and renovation of facilities and any matters related to financial affairs and facilities.

SECTION 5. DEVELOPMENT, MARKETING, COMMUNICATION, ADVANCEMENT AND TECHNOLOGY

The areas of responsibility of this committee shall include fund raising, capital campaign, marketing and image enhancement; review of the campus information technology plans, and any matter related to marketing, communication advancement and technology.

SECTION 6. AUDIT AND INVESTMENT

The areas of responsibility of this committee shall include recommending the external auditing firm; reviewing the annual audits; establishing policies and guidelines to manage the University's investment and overseeing investment activities and performance; and any matter related to the auditing function and investment.

SECTION 7. ATHLETICS

The areas of responsibility of this committee shall include reviewing institutional compliance with the laws, rules, regulations, and polices of the Board, the University, the NCAA, SWAC, and other applicable governmental or regulatory agency or body related to athletics; review athletic budgets, facilities plans, reviewing academic and other support services provided to student-athletes and monitoring their retention and graduation rates; enhancing athletic revenue; and any matter related to the general welfare of athletics and the athletics program.

SECTION 8. AD HOC COMMITTEES

Special or ad hoc committees may be appointed by the President Pro Tempore for a stated period of time. They shall be appointed only to relate to specific areas of special importance.

ARTICLE VI THE BOARD AND THE PRESIDENT

SECTION 1. AUTHORITY AND DUTIES OF THE PRESIDENT

The President of the University shall be the chief executive officer of the University and shall be responsible and accountable for all of the administrative activities, day-to-day operations, and affairs of the University. The President shall be responsible for the execution of policies of the Board and performing all those matters necessary to carry out the ends and purposes for which the University was established.

Pursuant to and consistent with applicable law including, without limitation, Section 16-49-23, of the Code of Alabama and these Bylaws, the President of the University has responsibility for the following:

1. Recommend policies and goals of the University to the Board for approval; implement and achieve those policies and goals as directed; evaluate policies periodically and report results to the Board for possible revision or refinement.
2. Recommend to the Board the Mission, Vision, and Strategic Plan of the University
3. Serve as the official and sole spokesperson for the University or designate someone as appropriate from time to time.
4. Provide the administration and day-to-day operations of the University.
5. Appoint or designate who shall appoint, faculty, staff, and officers, fix their salaries or compensation and define the authority or duty of such.
6. Approve faculty and staff handbooks containing applicable University procedures and pertinent University policies as approved by the Board, following consultation with the Board.
7. Approve the recommendation of faculty for promotion consistent with established University policies and procedures and render the final decision regarding promotion status.
8. Approve the tenure of faculty consistent with established University policies and render the final decision regarding tenure status.
9. Regulate, alter and modify the organization of the University, subject to review and concurrence of the Board.
10. Prescribe courses of instruction within academic programs that have been approved by the Board.
11. Confer academic degrees and such honorary degrees as are usually conferred by institutions of similar character upon the recommendation of the faculty.
12. Confer citations, resolutions, and other recognition as appropriate.
13. Exercise ultimate responsibility for and appropriate administrative and fiscal control over the University's intercollegiate athletic programs.
14. Exercise ultimate control of the University's fundraising activities in accordance with the standards, policies and goals as established by the Board.
15. Recommend new academic programs and majors and significant modifications or elimination in existing programs and majors;
16. Recommend the name of buildings and other structures (and major portions thereof), streets, geographic areas, and academic, research, and service programs, for example, the _____ College of _____.
17. Recommend tuition, fees, and other charges.
18. Prepare legislative requests for appropriations with review and concurrence of the Board
19. Recommend for Board approval annual budgets and major budget changes;
20. Recommend the acceptance and approval of all gifts where restrictions are indicated, such as a requirement for the naming of a structure.
21. Recommend the approval of all loans, borrowing, and issuance of bonds;
22. Develop and recommend for approval the Campus Master Plans, Facilities Development Programs, and Capital Development Programs;
23. Recommend the approval of purchases and sales of real property, and insure that all properties of the University are preserved and maintained; and the conveying of rights-of-way or easements for utilities that serve University facilities, programs, or activities;

24. Recommend for Board approval the construction of new facilities and major renovation of existing facilities.
25. Jointly with the President of Auburn University recommend the appointment of the Director of the Alabama Cooperative Extension System.

SECTION 2. BOARD COMMUNICATION AND ATTENDANCE AT BOARD MEETINGS

The President of the University shall attend all meetings of the Board unless instructed to the contrary by the Board. The President of the University shall serve as the channel of communication between the Board and all subordinate administrative officers and personnel of their respective units of the institution. Thus, the President shall inform and advise the Board with respect to the internal operations of the University and its relationships. Discussions concerning policy issues between Board members and administrative staff should generally be conducted within the context of committees or Board meetings at which the President or his/her duly authorized representative is present. Discussions outside of that context pertaining to issues which fall within the business responsibility of staff members shall be coordinated with the President's office so that the President is aware of the discussion and the issues involved and can take part in the discussion if he or she so desires.

SECTION 3. PRESIDENTIAL EVALUATION

The Board is committed to continuous improvement and thus affirms its process for the periodic evaluation of the President as embodied in the "Criteria for Presidential Evaluation" attached hereto as Attachment B and incorporated by this reference herein. Consistent with the Criteria detailed in this Attachment, the Board of Trustees will evaluate the University President on an annual basis on agreed upon goals and objectives. The evaluation process is designed and intended to facilitate clear communication between the Board and the President, reflect best practices and promote execution of the University strategic plan. The President Pro tempore will appoint a committee of three Board members to facilitate the evaluation process.

As set forth in the Criteria, every fourth year, the Board will conduct a formal evaluation of the President's tenure. The President Pro Tempore shall appoint an evaluation team consisting of two members of the Board of Trustees, two present or former college presidents who are not currently serving in connection with any institution within the State of Alabama, and an external consultant to be retained to administer the evaluation process. The referenced evaluation team shall establish specific criteria in coordination with the President upon which an evaluation is to be undertaken. The evaluation team is encouraged to receive input from the various constituencies of the University including administration, faculty, staff, students, alumni and the public.

ARTICLE VII AMENDMENT

The Bylaws of the Board may be changed or amended and additional Bylaws may be adopted at any regular or special meeting of the Board, provided that a notice of the intention to change, amend, or add to the Bylaws in whole or part (which notice should be included in the call for the meeting) shall have been given to the members of the Board by mail postmarked not less than ten

days prior to a meeting or by electronic mail with verification of receipt not less than ten (10) days prior to the meeting. Such notice shall be in writing and shall include the exact wording of the legislation proposed. Amending the Bylaws shall require approval by 2/3 of the body.

ARTICLE VIII JUDICIAL AUTHORITY

The Board retains the final judicial authority with respect to the interpretation and enforcement of the Bylaws of the Board with respect to any controversy which may arise therefrom.

The Board shall serve as the appellate body in those rare and very specific instances where an appeal is provided for in Board policy or Bylaws. The Board delegates to the Executive Committee the authority to carry out this function for the Board; to determine whether to hear the appeal, which may be denied for any reason or no reason; and if granted, in very rare cases, to hear the appeal and render a decision for the Board. The decision of the Executive Committee of the Board relative to the appellate function shall be final.

ARTICLE IX CODE OF ALABAMA - TITLE 16: EDUCATION – CHAPTER 49 ALABAMA AGRICULTURAL AND MECHANICAL UNIVERSITY

The formation and operation of the University are controlled by the University's enabling statute found in Title 16, Chapter 49 of the Code of Alabama, Sections 16-49-1 et seq., as well as other applicable state and federal laws. It is the Board's intention in adopting these Bylaws to create a system which is consistent with and in compliance with any such applicable laws, and expressly determines that all Bylaws are to be interpreted and applied in such manner as to achieve compliance with any such laws, as they may be amended or changed from time to time. For reference, the current enactment of Sections 16-49-1 et seq. of the Code of Alabama is attached hereto as Attachment C. It is the intention of the Board that these Bylaws be automatically amended to reflect current law if the University's enabling statute is amended in a manner which conflicts with any express provision of the Bylaws as set forth above.

ATTACHMENTS

ATTACHMENT A. CONFLICT OF INTEREST POLICY, PROCEDURES AND FORM

Alabama A&M University seeks and needs individuals of wide experience and successful involvement in business, industry, education, the professions and government on its Board of Trustees. It follows directly that such Board members also bring broad exposure to decisions that directly or indirectly affect their outside responsibilities or property interests. It is these matters to which this rule is addressed, recognizing that, in some instances, the question may, of necessity, be resolved on a case-by-case basis.

The University recognizes that members of governing Boards of institutions of higher education hold positions of public trust of high order, requiring unquestioned confidence in their professional integrity by all the institution's constituencies. The exercise of their responsibility in managing the institution's affairs must be done in such fashion and in such an atmosphere as continuously to demonstrate that their decisions are based solely on their understanding of what is in the best interest of the institution, uncluttered by any other considerations and unencumbered by conflicting obligations or interests.

Particular attention has been given by the public and media in recent time to apparent failures of corporate leaders in the marketplace who have such responsibilities in connection with private companies. Since the resources of the University are ultimately those entrusted to it by the citizens of our great State and those who have chosen by their gifts to participate with the University in the accomplishment of its multifaceted missions, the conduct of those who have ultimate responsibility for maintaining this trust must be above reproach, and instill confidence in the integrity of the process of management of the University, and in those individuals who hold the position of Trustee.

It is these reasons that the members of The Board of Trustees have voluntarily adopted and subscribed to this rule relating to the conflicts of interest, doing business with the University, employment issues, and revealing sensitive or "inside" information to others who might unfairly benefit therefrom.

While the Board recognized that, in some instances, these rules may go beyond the basic requirements of the common law and constitutional or statutory provisions, they are adopted for the dual purpose of providing guidance to present and future members of the Board and to eliminate situations which could allow, or even give the appearance of allowing, self-interest to enter into Board decisions.

I. Public Disclosure

Ala. Code Section 13A-10-62 (1975) provides as follows:

- (a) A public servant commits the crime of failing to disclose a conflict of interest if he exercises any substantial discretionary function in connection with a government

contract, purchase, payment or other pecuniary transaction without advance public disclosure of a known potential conflicting interest in the transaction.

- (b) A “potential conflicting interest” exists, but is not limited to, when the public servant is a director, president, general manager or similar executive officer, or owns directly or indirectly a substantial portion of any nongovernmental entity participating in the transaction.
- (c) Public disclosure includes public announcement or notification to a superior officer or the attorney general.
- (d) Failing to disclose a conflict of interest is a Class A misdemeanor.

II. Conflicts of Interest

Ala. Code Section 16-49-29 (1975) provides as follows:

It shall be unlawful for any member of the Board to derive financial benefit in any form from a contract or transaction affecting the interest of the University; to procure, or to be a party in any way, to procuring the appointment of any relative to any position of financial trust to profit; or to influence the appointment or reappointment, retention, dismissal or compensation of any employee of the University except through the prescribed procedures for such proposes. The violation of the provision shall subject the member so offending to removal by the Governor or the Board.

III. Board Members

No member of the Board may derive “financial benefit” in any form from a contract or transaction affecting the interest of the University. This entire policy shall be interpreted in light of this limitation, and members of the Board will scrupulously seek to avoid both actual conflicts and any appearance of impropriety by proper disclosure and action.

Board members shall voluntarily and promptly disclose any potential conflict of interest, as described in the stature recited above, to the President pro tempore of the Board by a notice in writing of the details of such potential conflict. If the President pro tempore has any reservations about the transaction, he or she shall share the notice and his or her concerns with the Executive Committee of the Board, which shall have final authority in such matters. In like manner, the President pro tempore shall disclose any personal potential conflict of interest to the other members of the Executive Committee. Any member of the Executive Committee concerning whom any such charge is made shall recuse him/herself from any participation in this process, which shall be decided by the remaining members of the Executive Committee. In troublesome cases, the Executive Committee may seek a ruling from the Public review Committee described in Section VII below.

It shall not be a conflict of interest affecting the right of a Trustee to serve or to continue to serve as a Trustee if that Trustee’s employer or a company in which he/she holds an

interest of 10% or less has a contract with the University so long as such contract was formed and performance undertaken prior to the point in time at which the Trustee in question became a member of the Board and said Trustee has and undertakes no responsibilities in connection with performance related to the contract. However, interested Board members shall abstain from participation in voting or in any other manner in any transaction within the purview of the statute, should Board approval of the transaction be required, and the minutes of the meeting shall also reflect.

IV. Contracts Involving Judgment of Quality of Future Performances

Even though contracts of purchase or sale of personal or real property or services exceeding \$5,000 in value are generally awarded on the basis of public bids, Board members and the organizations in which they or members of their immediate families (which, for purposes of the Section, shall mean spouse, parents and children) either hold substantial interest (ten percent (10%) or more), or in which they serve as directors or senior executive officers, shall except as provided below, avoid submitting bids or proposals to the University or any of its divisions and agencies. In these instances, simple public disclosure, as required in Section 1 of this rule, is not sufficient. The possibility of the Board's having to move to enforce a performance bond or filing suit for non-performance against a Board member or a company in which a member holds a substantial interest should be avoided. It shall not be a conflict of interest affecting the right of a Trustee to serve or to continue to serve as a Trustee if that Trustee's employer or a company in which he/she holds an interest of 10% or less has a contract with the University so long as such contract was formed and performance undertaken prior to the point in time at which the Trustee in question became a member of the Board and said Trustee has and undertakes no responsibilities in connection with performance related to the contract.

V. Employment

Neither members of the Board nor any member of the immediate family or any other relatives of members of the Board, may be offered employment for compensation in a regular position within the University.

The members of the Board shall not advocate or attempt to influence the employment of any member of their respective immediate families. Any employment in violation of this policy shall be void.

Further, the Board acknowledges the statutory prohibition against any member of the Board taking any action to influence the appointment or reappointment, retention, dismissal or compensation of any employee of the University except through prescribed procedures for such purposes. For purposes of this Section, prescribed procedures, which were permitted, include recommendations addressed to the President and such other procedures, if any, as may be approved by the Board as an official action. Nothing herein is intended to limit official action which may be taken by the Board, or to limit discussion or free exchange which may take place in connection with such action.

VI. Revealing or Using Confidential Information

No Board member or senior administrator shall disclose confidential information regarding Board or administrative decisions or future actions to others who might unfairly benefit therefrom, nor use such inside information for his or her own benefit.

VII. Public Review Committee

A Public Review Committee, consisting of three members appointed by the Board for three-year terms, may be established, if the Board deems it necessary. The Board may fill vacancies occurring on the Public Review Committee during the three-year term.

Notes and details of potential conflicts of interest involving Board members, which are to be reviewed by the Public Review Committee pursuant to the terms of this rule, shall be submitted to it in writing. It shall advise the Executive Committee of the Board of Trustees of its rulings by letter or other writing.

BOARD OF TRUSTEES
CONFLICT OF INTEREST QUESTIONNAIRE

Name (please print)

Date

Office Held on the Board of Trustees, if any

1. Are you an officer or director of any corporation with which Alabama A&M University has had business dealings during the last 12 months?
 Yes No Unsure

If the answer to the foregoing question is "Yes" or "Unsure," please list on the back of this form the names of such corporations, the office held, and the approximate dollar amount of business involved with Alabama A&M University last year. Please feel free to call the Vice President for Business and Finance if you have any questions about the volume of business involved.

2. Do you, or does any member of your family, have a significant financial interest in or receive any remuneration, income or fees from any business organization with which Alabama A&M University has had business dealings during the last 12 months?
 Yes No Unsure

If the answer to the foregoing question is "Yes" or "Unsure," please supply the following information on the back of this form or on a separate sheet:

- A. Names of the business organizations in which such interest is held, the person(s) by whom such interest is held, and that person's relationship to you;
- B. Nature and general amount of each such financial interest, remuneration or income.

3. Did you or any member of your family receive during the past twelve months any gifts of a value in excess of \$100 (including loans at less than market rate) from any source from which Alabama A&M University buys goods or with which Alabama A&M University has significant business dealings?
 Yes No

If the answer to the foregoing question is "Yes," list such gifts or loans as follows:

Name of Source	Item	Approximate Value
_____	_____	_____
_____	_____	_____
_____	_____	_____

ATTACHMENT B: CRITERIA FOR PRESIDENTIAL EVALUATION

It is the desire and intention of the Board of Trustees of Alabama A&M University, consistent with its responsibilities to the University and relevant contractual obligations, to establish guidelines and criteria for formal and informal evaluation and feedback by the Board of Trustees to the President of the University. In so doing, the Board seeks to achieve a number of objectives which include the following:

1. A comprehensive gathering of information that minimizes bias, innuendo and hearsay;
2. To provide an orderly, systematic, fair-minded process for evaluating the performance of the President, thus avoiding the disorder and caprice inevitable in partial, often self-serving criticisms of the President;
3. The annual establishment of goals through an interactive process between the Board of Trustees and the President;
4. An evaluation based on performance in relation to these articulated goals;
5. Constructive guidance by the Board of Trustees to correct deficiencies and improve performance by the President and that of his administrative staff;
6. To assist the President in understanding the expectations and desires of the Board of Trustees in performing the functions of chief executive for the University;
7. To fulfill the Board's responsibility as the ultimate authority accountable for performance of the President;
8. To help the University community better understand the University's goals, resetting these in the light of experiences; and
9. Provide an opportunity for public acknowledgment of the accomplishments of the President during the previous year.

In establishing a system and criteria for evaluation of, and communication with, the President, the Board of Trustees is mindful of the experience of numerous other public and private universities throughout our country which have learned through the difficult crucible of trial and

error that highly visible public evaluations which are specifically tied to retention decisions can produce artificial and counterproductive results. The procedures which will be implemented by the Board are designed to provide an opportunity to friends and critics alike to voice their views, in the context of an orderly, systematic, fair-minded process, while at the same time avoiding, to the extent possible, the disorder and caprice inevitable in partial, often self-serving criticisms of the President. The purpose of the evaluation system will be to provide the Board with information and tools with which to conduct an ongoing evaluation of the President's performance and to provide feedback to the President so that productive, positive results can be achieved.

Toward that end, the Board of Trustees specifically states that the entire process in which it will be engaged in connection with evaluation of the President at annual intervals shall be confidential and shall be maintained as confidential. The Board of Trustees will comply with all applicable laws in the conduct and reporting of the results of its annual review. Further, the process will remain largely informal except during the fourth year, as stated in more detail below. The Board of Trustees will designate the procedures to be followed in years other than the fourth year evaluation prior to the initiation of the process and in advance of each annual review. The final written review shall be made public following adoption of such report by the Board of Trustees.

The Board specifically recognizes and acknowledges that no matter what a President does in some instances, someone will be offended or take exception. The process which the Board establishes by initiating periodic reviews is intended to avoid politicizing the process or destabilizing the authority and leadership of the President. All inquiries which may become a part of any presidential evaluation or assessment will be pursued in good faith and good will, and will not take place at a time of institutional crisis.

At or near the end of each year of the President's tenure, the President is requested to prepare and submit a self-assessment to a committee of the Board of Trustees which will be appointed by the President Pro Tempore for the purpose of receiving and interacting with the President concerning this self-assessment. This self-assessment will remain confidential. All members of the Board shall be provided access to the self-assessment. The President's self-assessment will include, but not necessarily be limited to, the following:

1. A summary of expectations and objectives held by the President at the time he assumed this position.
2. Reflections upon the degree to which these expectations and objectives have changed, including the reasons for such changes.
3. Self-assessment of success in meeting expectations and objectives and in adjusting as such expectations and objectives have changed.
4. A description of the major issues presently confronting the administration of Alabama A&M.
5. A description of possible improvements which should be made within the institution in order to permit it to address these issues in the most effective manner.
6. A statement of administrative goals and objectives which the President hopes to achieve during the next two years, with a projected time table for such achievement, if appropriate.

During the first quarter of the fourth year of the President's tenure, the President Pro Tempore of the Board of Trustees shall appoint an evaluation team consisting of two members of the Board of Trustees, two present or former college presidents (one in consultation with the president) who are not currently serving in connection with any institution within the State of Alabama, and an external consultant to be retained to administer the contemplated evaluation process. The referenced evaluation team shall establish specific criteria in coordination with the President upon which an evaluation is to be undertaken. Exhibit 1 to this policy is a list of subject

matter and guidelines which may be taken into consideration by this evaluation team in conducting its assessment. In identifying the specific subjects set forth in Exhibit 1, the Board does not mandate that any particular weight be given to one area of evaluation as opposed to another, or that all of the factors identified in fact be evaluated. The listed subjects are provided as guidelines and not as absolute criteria. The evaluation team shall have the discretion to add or delete factors which it determines, in consultation with the President, should be considered in the evaluation process.

The evaluation team is encouraged to receive input from the various constituencies of the University including the administration, faculty, staff, students, alumni and the public. In so doing, the evaluation team is instructed to conduct its work in a confidential and non-disruptive fashion. The intent of this process is to help improve the President's performance, productivity and job satisfaction, as well as to provide information which will assist the Board in assessing the President's overall performance and providing constructive feedback which will advance the University's mission and interests. To accomplish this process, the evaluation team must develop information that is credible, and not the product of "gossip" or otherwise unsubstantiated information.

The annual, as well as the fourth year assessment, will be based upon a statement of goals and expectations which have been mutually agreed upon by the Board and the President as they may be adjusted annually or at other appropriate intervals. Exhibit 2 attached hereto contains a statement of the President's initial goals. In handling the annual and fourth year assessments, the Board specifically directs those who are engaged in this process to conduct their affairs in such a manner as to protect the integrity and credibility of the process and to avoid any potential problems which may cause it to be compromised.

In the conduct of the fourth year review, the evaluation team shall conclude its work by delivering its report, which it shall determine to be either in writing or oral as may be requested by the Board, to the President and obtaining the President's thoughts and comments before presenting the report for its final assessment to any other persons. Thereafter, the evaluation team, or its representative, shall present the results of the evaluation in writing to the members of the Board of Trustees for their discussion and review. The final report shall be made public.

It is noted in conclusion that the Board retains its rights and responsibilities with respect to ongoing evaluation and feedback concerning the performance of the President, and the final determination of whether to retain the President shall remain in its sole discretion.

EXHIBIT 1
Guidelines for Assessment

The following subject matter areas are identified for consideration in connection with the fourth year assessment of the President. These factors may also provide a basis for discussion during annual assessment.

A. Problem solving and decision making

1. Evidence of ability to identify and analyze problems and issues confronting the institution.
2. Evidence of ability to identify potential areas of conflict.
3. Evidence of ability to comprehend the interrelated nature of such factors as budgeting, curriculum, social and political realities, group interests and pressures, laws, and rules and regulations having implications for the management of the institution.
4. Ability to initiate new ideas and change.
5. Ability to incorporate the ideas of others in decision making.
6. Ability to make decisions in critical situations and to handle crises.
7. Ability to communicate ideas, information, and resources for decisions.
8. Awareness of implications of decisions.
9. Ability to assume responsibility for decisions.
10. Sensitivity to individuals affected by the decisions.
11. Skill in following through to successful implementation.
12. Ability to deal with reaction to unpopular decisions.
13. Evidence of ability to re-evaluate and, if necessary, retract decisions.
14. Skill in involving — whenever appropriate — University groups and individuals in support of decisions and in their implementation.
15. Ability to surmount personal criticism.

B. Personnel

1. Evidence of ability to select strong subordinates.
2. Ability of the president to have trust and confidence of subordinates.
3. Evidence of ability to seek and use counsel of immediate subordinates.
4. Ability to determine those issues which are the proper responsibility of subordinates and those which require presidential action.
5. Evidence of ability to delegate responsibility to subordinate managers.
6. Evidence of an ongoing procedure for the evaluation of other members of the University management team.
7. Evidence of commitment to affirmative action policies and procedures.
8. Effectiveness in forming, developing, and supervising an administrative network for making and implementing policies.
9. Evidence of president's commitment to make personnel change when those changes are necessary to further enhance the effectiveness of the institution.
10. Evidence of ability to relate to faculty.

C. Academic planning and administration

1. Existence of well-developed and widely understood institutional goals and objectives.
2. Existence of a good academic program review procedure designed to serve as a basis for staff allocation and budgetary support, the evaluation of the quality of instruction, and to assist in the implementation of the University's institutional goals and objectives.
3. Awareness of educational ideas which exist beyond the University which can be utilized in addressing University needs and problems.
4. Ability to initiate curricular change in response to student and societal interests and needs.

D. Fiscal management

1. Evidence of careful and sound fiscal management, including ability to allocate resources in a manner conducive to achieving institutional goals and objectives.
2. Ability to comprehend and evaluate fiscal and budgetary matters.
3. Ability to attract funds for the institution.

E. Student affairs

1. Ability to relate to students as individuals and in groups.
2. Evidence of mechanisms, formal and informal, for involving students in decision making.
3. Quality of the recruitment, admission, counseling, and placement programs of the University and of the personnel involved in these activities.
4. Evidence of effective, fiscally sound residence hall management.
5. Degree to which student affairs section of the management team not only views its role as one of service to students but behaviorally implements that view.
6. Evidence of sensitivity on the part of management to individual differences and of tolerance of and respect for such differences.

F. External relations

1. Ability to relate to and communicate with the community in which the University is located.
2. Evidence of an active alumni program.
3. Skills in meeting the social obligations of the presidency.
4. Understanding of the role of politics and governmental offices as they impact upon funding and other University interests.
5. Ability to relate to legislators, the governor's office, other state and federal agencies, and the congressional delegation on matters affecting the University or system.

6. Effectiveness in representing the institution or system to its various other publics.

G. Relationship to the Board

1. Ability to provide leadership for the Board and to supply it with professional judgments on matters affecting the institution.
2. Effectiveness in keeping the Board informed of all relevant issues affecting or having bearing on managerial policies.
3. Effectiveness in keeping the Board abreast of local, state, and national affairs affecting higher education.
4. Ability to identify for the Board problems confronting the institution, to assess alternative solutions and to recommend appropriate action.
5. Ability to carry out duties which have been or may be delegated or assigned by the Board.
6. Ability to review and analyze budgets of the institution, to present the budgets and make appropriate recommendations to the Board.
7. Ability to coordinate academic planning and programming efforts and make appropriate recommendations to the Board concerning educational policies.
8. Ability to represent the Board before its various publics — state and national.

**ATTACHMENT C:
CODE OF ALABAMA—TITLE 16: EDUCATION—CHAPTER 49
ALABAMA AGRICULTURAL AND MECHANICAL UNIVERSITY**

ARTICLE 1: GENERAL PROVISIONS.

SECTION 16-49-1 - DEGREE OF AUTONOMY; RECOMMENDATION OF PROGRAMS TO STATE AGENCIES IN ORDER TO QUALIFY FOR FEDERAL, ETC., FUNDS.

It is the intention of the Legislature by passage of this chapter that Alabama Agricultural and Mechanical University shall enjoy no less and no more autonomy than any other public university in the State of Alabama and shall offer to all citizens of the state an equal opportunity for quality education.

The board of trustees is hereby authorized to recommend, at such time as it deems necessary and proper, any program of instruction or service or any other action necessary to qualify the university for funds and/or services provided by any individual, philanthropic organization or agency of the federal government, to any state agency that is charged with the responsibility for statewide planning, coordination or budgeting for programs of instruction, research or public service in the public universities of the state. Such state agency shall accept or reject such recommendation and is hereby authorized to act in accordance with such recommendations in regard to Alabama Agricultural and Mechanical University.

SECTION 16-49-2 - EXISTING POLICIES, PROCEDURES, ETC., RELATIVE TO FACULTY, STUDENTS, ETC.

The personnel policies and procedures and statement of academic freedom and tenure for the faculty, other officers and professional and operating staff of the university, and the statement of rights and responsibilities of students of the university in force on September 5, 1975, shall be read, construed and have effect as if they were prescribed by the board of trustees created in this chapter; provided, that the board shall prescribe such amendments as it deems necessary and proper and that no person shall be deprived of any right or benefit earned prior to September 5, 1975.

SECTION 16-49-3 - GRANTS OR GIFTS NOT TO FAIL BECAUSE OF MISNOMER, ETC.; DEFAULT OF AGENTS, TRUSTEES, ETC.

No grant or gift, by will or otherwise, shall fail on account of any misnomer or informality, when the intent of the grantor or donor can be arrived at, nor shall any default, malfeasance or nonuser on the part of the trustees or other officers or agents of such corporation work a forfeiture of any of its rights, privileges, powers or franchises.

SECTION 16-49-4 - POWERS AND DUTIES OF UNIVERSITY POLICE OFFICERS.

(a) The President of Alabama Agricultural and Mechanical University, with the approval of the board of trustees, is hereby authorized to appoint and employ suitable persons to act as police officers to keep off intruders and prevent trespass upon and damage to the property and grounds

of the university. Such persons shall be charged with all the duties and vested with all the powers of police officers and may eject trespassers from the university buildings and grounds, and may, without warrant, arrest any persons guilty of disorderly conduct or of trespass upon the property of the university, or for any public offense committed in their presence, and carry them before the nearest court or any other officer charged with the trial of such offenders, before whom, upon proper affidavit charging the offense, any person so arrested may be tried and convicted as in cases of persons brought before him on his warrant, and may with a warrant arrest any persons found upon or near the premises of the university charged with any public offense and take them before the proper officer.

(b) The police officers provided for in this section shall cooperate with and, when requested, furnish assistance to the regularly constituted authorities of the City of Huntsville, and their jurisdiction and authority shall be coextensive with the corporate limits of the municipality.

ARTICLE 2: BOARD OF TRUSTEES

SECTION 16-49-20 - CREATION; COMPOSITION; COMPENSATION.

There is created a Board of Trustees for Alabama Agricultural and Mechanical University, a state land-grant educational institution at Huntsville. *The membership of the board shall be inclusive and reflect the racial, gender, geographic, urban/rural, and economic diversity of the state.* The board of trustees shall consist of 12 members, two members who shall reside in the congressional district in which the institution is situated; one member shall reside in each of the remaining congressional districts in the state as constituted on September 5, 1975, *and shall be a bona fide resident and qualified elector of that district, with a verifiable physical presence in that district, during the entire term of office;* three at-large members who may be selected from outside the state; and the Governor, who shall be ex officio president of the board. The president of the student government association and the president of the faculty senate shall be ex officio nonvoting members of the board. *If a trustee appointed from a congressional district ceases to be a bona fide resident and qualified elector of the district from which appointed, or ceases to have a verifiable physical presence in that district, the trustee shall vacate his or her office. Before the effective date of the act amending this subsection, the trustees shall be appointed by the Governor, by and with the advice and consent of the Senate.* The membership shall include at least three members who have earned a degree from Alabama Agricultural and Mechanical University. Except for the first trustees appointed, trustees shall hold office for a term of six years. No member presently serving as of January, 1989 shall have his or her current term of office terminated because of these provisions. All appointments shall be effective *upon confirmation by the Senate.* The board shall be divided into three classes so that at least one third shall be appointed biennially. Of the first members appointed to the board, three shall be designated by the Governor to serve until January 31, 1978; four until January 31, 1980; and four to serve until January 31, 1982. A trustee may be appointed to serve a second term of six years, but no trustee shall be appointed to serve more than a total of 12 years, *except as otherwise provided in paragraph b. of subdivision (4) of subsection (b).* No trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of his or her duties. No member of the governing board, no officer of any public postsecondary educational institution, and no elected or appointed official having the power of review of the Alabama Agricultural and Mechanical University budget, other than the Governor, shall be eligible to serve on the board of trustees.

On or after the effective date of this amendatory act, each trustee shall be appointed by the Governor from a list of three person nominated by a nominating committee. The nominating committee shall consist of the following members: a) One member of the board of trustees as elected by the membership of the board of trustees. b) One member as selected jointly by the faculty senate and the staff senate and certified to the committee by the president of the faculty senate and the president of the staff senate. c) The president of the student government association. d) The president of the Huntsville-Madison County Chamber of Commerce, or his or her designee. e) One member of the Madison County Legislative Delegation, as selected by the delegation. f) The president of the national alumni association or his or her designee. g) A community representative as selected by the other members of the nominating committee. (2) Where applicable, members of the nominating committee shall serve the pleasure of the appointing authority for a period of at least one year. (3) Thirty days before the expiration of the term of a board member, or within 20 days following the creation of a vacancy in a term of office by death, resignation, or other cause, the president pro tempore of the board of trustees shall call a meeting of the nominating committee, giving at least 10 days' notice. The nominating committee, by majority vote of those present at the meeting, shall nominate to the Governor the names of three individuals who are qualified pursuant to subsection (a) to fill the respective position on the board of trustees. The Governor shall appoint one of the nominated persons to the board by and with the advice and consent of the Senate. If the appointment is made by the Governor while the Legislature is not in session, the name of the appointee of the Governor shall be submitted to the Senate not later than the third legislative day following the reconvening of the Legislature. If the appointment is made by the Governor while the Legislature is in session the name of the appointee shall be submitted to the Senate not later than the next legislative day following the date of the appointment.

If the vacancy on the board is caused by the expiration of the term of a trustee who has served for less than the maximum 12 years on the board, the vacating trustee shall continue to serve on the board until his or her successor is confirmed by the Senate. If the holdover trustee is reappointed to the board, the term of office for which he or she is reappointed shall be effective retroactive to the date of expiration of the previous term. If a new trustee is appointed pursuant to this paragraph, the term of office for which he or she is appointed shall be effective retroactive to the date of the expiration of the previous term.

If the vacancy on the board is caused by death, resignation, or the expiration of the term of a trustee who has served for the maximum 12 years on the board, the position on the board shall remain vacant until the name of an appointee is submitted by the Governor to the Senate. If the appointee is not confirmed or rejected by the Senate during the session in which his or her name is submitted, the appointee shall nevertheless continue to serve in the position on the board until the next session of the Legislature, during which his or her name shall be resubmitted for confirmation. If an appointee is confirmed by the Senate, the term of office for which he or she is appointed pursuant to this paragraph shall be effective retroactive to the date the vacancy was created on the board, for the remainder of the unexpired term if the vacancy was created by death or resignation, or for the entire term if the vacancy was created by the expiration of the previous term. If an appointee is rejected by the Senate, the position of the board shall remain vacant as the nominating and appointing procedure provided in this subsection begins anew and until an appointment is made and confirmed by the Senate. If a trustee is appointed to fill an unexpired

term of less than three years, the time shall not be counted towards the maximum 12 years of service.

If the nominating committee fails to submit a list of nominees to the Governor within 30 days after a vacancy occurs due to expiration of term, death, resignation, or any other cause, the Governor, by and with the advice and consent of the Senate, may appoint an otherwise qualified trustee to the board, notwithstanding the absence of such nominations.

The board shall provide for the conduct of annual training sessions for trustees regarding the fiduciary responsibility of a trustee to the university and any other topic deemed appropriate by the board.

SECTION 16-49-21 - BODY CORPORATE; NAME.

The Governor, by virtue of his or her office, and the trustees appointed from the several congressional districts of the state and the nation at large, pursuant to Section 16-49-20, and their successors in office are constituted a body corporate under the name of "Board of Trustees for Alabama Agricultural and Mechanical University."

SECTION 16-49-22 - POWERS AND DUTIES GENERALLY.

Such corporation shall have all the rights, privileges and franchises necessary to the promotion of the ends of its creation and shall be charged with all corresponding duties, liabilities and responsibilities. Such corporation may hold and may lease, sell or in any other manner not inconsistent with the object or terms of the grant or grants under which it holds, dispose of any property, real or personal, or any estate or interest therein remaining of any grant by any governmental unit or by any person, accruing to the corporation from any source, as it may deem best for the purposes of the university.

SECTION 16-49-23 - PRESIDENT OF UNIVERSITY; APPOINTMENT, REMOVAL, ETC., OF FACULTY; COURSES OF INSTRUCTION, DEGREES, ETC.

"The board shall not engage in activity that interferes with the day-to-day operation of the university. The primary responsibility of the board of trustees is to set policy for the university and prescribe rates of tuition and fees. The board also has the power to organize the university by appointing a president, whose salary shall be fixed by the board. The president shall appoint a corps of instructors who shall be styled the faculty and such other instructors and officers as the interest of the university may require, remove any instructors or officers, fix their salaries or compensation, and define the authority or duty of such instructors or officers. The president may regulate, alter, and modify the organization of the university, subject to review and concurrence of the board. The president shall prescribe courses of instruction within academic programs that have been approved by the board. The president may confer academic degrees and such honorary degrees as are usually conferred by institutions of similar character upon the recommendation of the faculty."

SECTION 16-49-24 - EXCLUSIVE JURISDICTION, POWERS, ETC.

The board of trustees created by this chapter for Alabama Agricultural and Mechanical University shall have exclusive jurisdiction, power and authority with regard to the supervision, management and control of Alabama Agricultural and Mechanical University; and the State Board of Education is divested of all jurisdiction, power and authority with regard to the supervision, management and control of such university except as otherwise herein provided. In addition to the powers and duties hereinabove vested in the board of trustees, such board shall have and exercise all power, authority and duties heretofore conferred on, vested in or required of the State Board of Education under any laws of this state with regard to the supervision, management and control of such university except as otherwise herein provided. The State Board of Education shall transfer to the Board of Trustees of Alabama Agricultural and Mechanical University all supplies, funds, books, documents, records and other property or effects of such university.

SECTION 16-49-25 - VACANCIES IN OFFICE.

Repealed by Legislature.

SECTION 16-49-26 - MEETINGS.

(a) The Board of Trustees of Alabama Agricultural and Mechanical University shall hold three regular meetings at the university on the fourth Thursday in February, June, and October, unless the board or Governor as ex officio president, shall determine to hold its meetings at another time. Special meetings of the board may be assembled by either one of the two methods outlined as follows:

(1) Special meetings of the board may be called by the Governor. In calling special meetings, the Governor shall mail a written notice to each trustee naming the time and place at least 10 days in advance of the date of the meeting.

(2) Upon the application in writing of any four members of the board, the Governor shall call a special meeting, naming the time and place and issuing notices in writing to the several members of the board. The meeting shall not be held on a date less than 10 days subsequent to the notices from the Governor. In the event of an emergency, the Governor, as ex officio president, may call an emergency meeting.

(b) The board of trustees may ask the Governor to replace a member who has been absent from three consecutive regular meetings of the board.

SECTION 16-49-27 - QUORUM.

Seven members, exclusive of the Governor, of the board of trustees shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present.

SECTION 16-49-28 - CERTIFICATE FOR PAYMENT OF EXPENSES.

The certificate of the president of the board or, in his absence, of the president pro tempore, countersigned by the secretary, shall entitle the several trustees and ex officio members to the payment of their actual expenses incurred in the discharge of their duties as such trustees, in conformity with regulations governing travel expenses of state officials.

SECTION 16-49-29 - CONFLICTS OF INTEREST.

It shall be unlawful for any member of the board to derive financial benefit in any form from a contract or transaction affecting the interest of the university; to procure, or to be a party in any way, to procuring the appointment of any relative to any position of financial trust or profit; or to influence the appointment or reappointment, retention, dismissal or compensation of any employee of the university except through the prescribed procedures for such purposes. The violation of this provision shall subject the member so offending to removal by the Governor or the board.

SECTION 16-49-30 - REPORTS TO LEGISLATURE.

It shall be the duty of the board of trustees to make or cause to be made to the Legislature, at each session thereof, a full report of its transactions and of the condition of the university, embracing an itemized account of all receipts and disbursements of the university by those charged with the administration of its finances.

ARTICLE 3 STATE: BLACK ARCHIVES, RESEARCH CENTER AND MUSEUM.

SECTION 16-49-50 - SHORT TITLE.

This article shall be cited as the “State Black Archives, Research Center and Museum.”

SECTION 16-49-51 - DEFINITIONS.

For the purposes of this article the following terms shall have the following meanings, respectively, unless the context clearly indicates otherwise:

- (1) REPOSITORY. A place or depository on the Alabama Agricultural and Mechanical University campus.
- (2) SOURCE MATERIALS. Any written or printed matter, memorabilia and artifacts.
- (3) AFRO-AMERICAN. Any American person of African descent and who is identified with the black race.

SECTION 16-49-52 - PURPOSE.

The general purposes of this article are to provide for the obtaining, preserving and holding for circulation in a repository at the Alabama Agricultural and Mechanical University source materials on Afro-American history and culture which shall be used for research and other educational and

cultural purposes, and which shall thereby encourage the development of inspiration and positive self-concepts on the part of black Americans and provide a basis for whites to gain greater respect for the black race.

SECTION 16-49-53 - APPOINTMENT OF CURATOR; AUTHORITY AND DUTIES.

The president of the university shall appoint a curator of the repository who shall be a recognized authority on Afro-American history and culture. The curator shall be empowered to seek out and secure source materials on or about Afro-Americans, to catalog and preserve such materials in keeping with the best available methods of preservation, and shall disseminate or make available to the public said materials in keeping with the designated functions of the repository.

SECTION 16-49-54 - DUTIES AND SERVICES OF REPOSITORY.

The repository shall serve the state by collecting and preserving source materials on the contributions, achievements and general experiences of Afro-Americans, and shall endeavor to reproduce and secure copies of all materials on or about black Americans from the earliest beginnings to the present. It shall provide bibliographic and copy services, whenever practical, to state agencies, the university system, state officials, researchers and scholars of Afro-American history and culture, and encourage the use of Afro-American instructional materials in state educational services to all groups without regard to racial, religious, or ethnic membership.

SECTION 16-49-55 - UNIVERSITY HAS AUTHORITY TO ACCEPT FUNDS, GRANTS, SERVICES, ETC.

For the purposes of this article the Alabama Agricultural and Mechanical University has the authority to accept and receive funds, grants and service from the federal government or its agencies; from departments, agencies and instrumentalities of state, municipal or local government; or from private or civic sources.

SECTION 2-30-1- CREATION; OPERATION; DIRECTOR; 1890 ADMINISTRATOR.

(a) There shall be a single statewide Alabama Cooperative Extension System operated in connection with Auburn University and A&M University. The system shall be under the administration and supervision of a director, who shall be selected and appointed by the President of Auburn University and the President of Alabama A&M University, with the approval of their respective boards of trustees. The system shall be operated according to the Alabama Cooperative Extension System operational policies and procedures manual which cannot be changed without the consent of both Auburn University and Alabama A&M University. The director shall be an employee of Auburn University and one-half of the salary and benefits paid to the director shall be paid out of any appropriation to the extension system paid to Auburn University and one-half of the salary and benefits paid to the director shall be paid out of any appropriation to the extension system paid to Alabama A&M University.

(b) An 1890 administrator shall be employed by Alabama A&M University and paid from appropriations to the extension system paid to Alabama A&M University. The 1890 administrator shall provide leadership within the system as provided for in the Alabama Cooperative Extension System operational policies and procedures manual. The 1890 administrator shall be selected according to the criteria and procedures stipulated in the Alabama Cooperative Extension System operational policies and procedures manual.

(c) On November 1, 2005, the name of the Alabama Extension Service is changed to the Alabama Cooperative Extension System. All references to the Cooperative Extension Service of Auburn University, Alabama Agricultural Extension Service, or the Alabama Cooperative Extension Service contained in this code are changed to the Alabama Cooperative Extension System. All other laws, rules, regulations, and legal references of any kind to the extension service shall be changed to the Alabama Cooperative Extension System or extension system when this code is next reprinted and, as other laws, rules, regulations, and legal references are appropriate, timely, and economically feasible.

(Code 1940, T. 2, §649, Act 2005-304, 1st Sp. Sess., p. 607, §1.)

UPDATES/REVISIONS TO BYLAWS

Adopted – October, 1996	
Date	Revision/Update
August, 2011	
June, 2015	Update Trustees, Page Numbering, Table of Contents, Revisions to Article III, Section 5 and Article V, Sections 2 and 5
June, 2017	University Vision, Mission and Core Values, Update Trustees, Page Numbering, Table of Contents and Article V, Section 2 (Heading Only)
June 18, 2018	Update Trustees, Page Numbering and Table of Contents
October 26, 2018	Revisions to Article IV, Section 2 and Article IV, Section 3
June 6, 2019	Update Trustees
May 19, 2020	Update Trustees
June 15, 2020	Update Trustees
June 30, 2020	Revisions to Article II, Sections 3 and 8; Article IV, Sections 1 and 3; Article V, Section 1 and Addition of Article IV, Section 4