

APPENDIX III

ENCLOSURE 10
PROPOSED REVISION OF BY LAWS

PROPOSED REVISION

BY-LAWS

BOARD OF VISITORS

CHRISTOPHER NEWPORT COLLEGE

ARTICLE I.

Corporate Name and Governing Body

Christopher Newport College is a public corporation created by an Act approved by the General Assembly of Virginia on March fifth, nineteen hundred seventy-six, to amend the Code of Virginia by adding Title 23, Chapter 5.3, sections 23-49.23 through 23-49.33. The method of appointment of members of the Board of Visitors of Christopher Newport College, their eligibility for service, and their powers and duties are set forth therein.

ARTICLE II.

Composition, Appointment, Removal

The Board of Visitors shall consist of fourteen members appointed by the Governor, subject to confirmation by the General Assembly of Virginia, for terms of four years. Members may be reappointed for one additional four-year term. No more than two of such members may be nonresidents of Virginia. Visitors shall continue to serve until their successors have been appointed and have qualified.

A vacancy on the Board is filled by appointment by the Governor for the unexpired term. A person filling an unexpired term may be reappointed by the Governor, subject to confirmation by the General Assembly, for two additional four year terms.

Removal of visitors shall be made pursuant to statute.

ARTICLE III.

Powers and Duties

The Board shall control and expend the funds of the College and any appropriation hereafter provided; control all real estate and personal property of the College; make all needful rules and regulations concerning the College; appoint the president, who shall be its chief executive officer, and all teachers; fix their salaries; provide for the employment of other personnel as required; and generally direct the affairs of the

College.

ARTICLE IV.

Meetings

Meetings of the Board of Visitors are of three kinds: the Annual meeting, regular meetings, and special meetings.

Section 1. The Annual Meeting - The annual meeting of the Board shall be held at the College in June. At each Annual meeting held in an even numbered year, the Board shall elect from its membership a rector, vice-rector, and a secretary. At each Annual meeting the Board may appoint an executive Committee.

Section 2. Regular Meetings - The Board shall meet, in addition to the Annual Meeting, in August, October, December, February, and April and at such other times as it may designate. At least three of these meetings shall be held at the College. The days, times, and places of the meetings shall be fixed by the Board.

Section 3. Special Meetings - Special meetings of the Board may be called by the Rector or any three members of the Board. Notice of such meetings shall be given by the Secretary to every member and shall include the date, time, and place of the meeting. No matter may be considered which was not specified in the call except by a two-thirds vote of the members of the Board present at the meeting.

Section 4. Due notice, in writing, of the Annual Meeting, all regular meetings, and any changes in the dates, times, or places, of regular meetings shall be given by the Secretary of the Board. Such notice shall be sent at least seven days prior to the meeting. Notice of all Special Meetings shall be sent at least five days prior to the meeting and shall specify the item or items of business to be considered.

Section 5. An agenda shall be prepared by the Secretary, under the supervision of the President. Such agenda shall be distributed to the Visitors at least seven days prior to the meeting for which it is prepared. Matters which arise between the distribution of the Agenda and the convening of the Board shall be presented to the Board as a Supplementary Agenda, which is to be prepared by the Secretary under the supervision of the President. The written notice of a Special Meeting specifying the item to be considered at the Special Meeting shall take the place of the Agenda at the special meeting.

Section 6. A quorum for the conduct of business shall consist of seven members of the Board (as required by statute) except in those instances where other statutory provisions require a larger number for the transaction of particular items of business.

Section 7. Attendance at any meeting or a waiver of notice signed by a member shall be the equivalent to the giving of proper notice of the meeting.

Section 8. Minutes of all meetings of the Board shall be maintained by the Secretary and shall be available to the members of the Board, the President, and such others as required by law.

Section 9. Faculty or student committee representatives and others may be invited by the Rector to attend any meeting of the Board for the purpose of presenting matters to the Board. All meetings of the Board of Visitors shall be open to the public.

Section 10. All meetings of the Board shall be conducted in accordance with the principles of procedure prescribed in Roberts' Rules of Order, Newly Revised.

ARTICLE V.

Officers

Section 1. The Board of Visitors shall at the Annual Meeting in even numbered years elect from its membership a Rector, a Vice-Rector, and a Secretary. Said officers shall serve for a two-year term and may serve for one additional two year term. The elections shall be by secret ballot, unless waived unanimously by consent. The Secretary shall serve as the presiding officer until an election is accomplished or the Board appoints another presiding officer. Election of officers shall be by a majority vote of the members present.

Section 2. Powers and Duties of the Rector - The Rector shall be the presiding officer of the Board at all of its meetings and as such shall have the power, unless otherwise directed by the Board, to fix the order of business, appoint all standing and special committees (except the Executive Committee), and require the proper preservation of a record of the Board's proceedings by the Secretary. Upon the request of the Board, he shall act as its spokesman or representative. He shall perform such additional duties as may be imposed on his office by statute or by the direction of the Board.

Whenever the office of the President becomes vacant or a vacancy is impending, the Rector shall appoint a Special Committee on the Nomination of a President from among the membership of the Board to seek and recommend to the Board a person to fill the vacancy.

This special committee shall be under the chairmanship of the Rector, and the committee shall consist of no fewer than five members.

Section 3. Vacancies - A vacancy in the office of Rector shall be filled by the Board for the unexpired term, following the procedure set forth in Article V, Section 1. If the cause of the vacancy is the expiration of the Rector's term as a member of the Board, the vacancy shall be filled at the first regular meeting following such expiration. If the vacancy occurs from any other cause, the vacancy shall be filled at the first regular meeting after such vacancy occurs or at a special meeting called for that purpose, at which meeting a quorum shall consist of nine Visitors.

Section 4. Powers and Duties of the Vice-Rector - In the absence of the Rector at any meeting or in the event of his disability or of a vacancy in office, all the powers and duties of the office of Rector shall devolve upon and be executed by the Vice-Rector. The Vice-Rector shall perform such other duties as may be imposed on him by direction of the Board. In the absence of the Rector, he shall preside at all meetings.

Section 5. Powers and Duties of the Secretary - The Secretary of the Board shall be responsible for the notices to every member of all meetings of the Board, for recording, maintaining, and distributing minutes of all meetings of the Board, and for such correspondence and communication as the business of the Board may require. In the absence of the Rector and Vice-Rector, the Secretary shall preside.

Section 6. In the absence of the Rector, Vice-Rector, and Secretary, the Board shall appoint a pro tempore officer to preside.

Section 7. Vacancies in the offices of Vice-Rector or Secretary shall be filled by the Board at the next regularly scheduled meeting or at a Special Meeting, called for such purpose, for the unexpired term.

ARTICLE VI.

The Executive Committee

Section 1. The members of the Executive Committee shall be the Rector, who shall serve as Chairman, Vice-Rector, Secretary, and two other members who shall be elected by the Board of Visitors. Said elections shall be by secret ballot, unless waived unanimously by the Board members present. A simple majority shall constitute election.

Section 2. The members of the Executive Committee shall be elected at each Annual Meeting.

Section 3. The Executive Committee shall meet upon the call of the Rector. It shall transact the business of the Board in its recess. All actions taken by the Executive Committee during the recess of the Board shall be reported to the Board at the next regular meeting by the Chairman.

Section 4. A simple majority shall constitute a quorum.

Section 5. The Executive Committee may make rules and set the Agenda for the conduct of its meetings and the notice given thereof.

Section 6. Vacancies on the Executive Committee shall be filled at the next regularly scheduled meeting of the Board and by the same method as set forth in Article VI, Section 1.

ARTICLE VII.

Standing Committees

The Standing Committees of the Board of Visitors shall be the Committee on Financial Affairs, Buildings and Grounds, Academic Affairs, Development and College Relation, Student Affairs, and Audit.

The Rector shall appoint the memberships of the Committees. Each committee shall have a minimum of four members who shall serve for a period of two years. Three members shall constitute a quorum.

The Duties of the individual Committees shall be as follows:

Section 1. The Committee on Financial Affairs. It shall be the duty of this committee to consider and make recommendations to the Board concerning fiscal policy and the financial and economic operations of the college.

Section 2. The Committee on Buildings and Grounds. It shall be the duty of this committee to consider and make recommendations to the Board on matters relating to the buildings and grounds of the college, including the naming of buildings.

Section 3. The Committee on Academic Affairs. It shall be the duty of this committee to consider and make recommendations to the Board on matters of faculty appointments and the academic organization of the college.

Section 4. The Committee on Development and College Relations. It shall be the duty of this committee to consider and make recommendations concerning the ways and means of fostering the relationship between the college and its alumni and the general development of the college.

Section 5. The Committee on Student Affairs. It shall be the duty of this committee to consider and make recommendations to the Board on policies affecting the students of the college.

Section 6. Audit Committee. The Audit Committee shall ascertain the existence of an effective accounting and internal control system and shall oversee the entire audit function, both independent and internal. It is of primary importance that the Audit Committee provide good communication between the auditors and the Board of Visitors. The Committee shall recommend the selection of independent certified public accountants and approve the scope and review the results of the independent accountant's examination. The Committee shall, through regular reporting to the Board, aid it in meeting its fiduciary responsibilities to the Commonwealth of Virginia.

ARTICLE VIII.

The President

The President of the College shall be the chief executive and

academic officer of the College. He shall be elected by the Board and shall serve at its pleasure.

Section 1. Duties of the President - The President shall

- 1) attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committee;
- 2) have responsibility for the operation of the College in conformity with the purposes and policies determined by the Board;
- 3) act as adviser to the Board and shall have responsibility for recommending to it for consideration those policies and programs which in his opinion will best promote the interests of the College;
- 4) recommend to the Board long-range educational goals and programs and the new degrees which may be best suited to attain those goals and programs;
- 5) recommend to the Board the election, compensation, promotion, and leaves of absence of the faculty except as otherwise provided;
- 6) have primary responsibility for the establishment and maintenance of proper relationships with the alumni and the alumnae;
- 7) at all times maintain cordial relationships with the students, guarding and protecting their best interests;
- 8) submit to the Board in advance of the Annual Meeting each year an annual budget for the operation of the College for the following fiscal year, and shall prepare and submit to the Governor, after approval by the Board, a biennial budget request as required by law or regulation;
- 9) promote the development of the endowment funds of the College and be authorized to accept any gift or grant subject to the approval of the Governor as required, making a report thereon to the Board of such gifts or grants;
- 10) present to the Board at the Annual Meeting a "State of the College Report," and
- 11) perform such other duties as may be required by the Board.

ARTICLE IX.

The Board at its discretion shall hear such appeals as are provided for in the College regulations.

ARTICLE X.

Amendment of By-Laws

The By-laws may be amended at a regular meeting of the Christopher Newport College Board of Visitors provided that the amendment has been submitted in writing at the previous meetings and shall receive not less than eight affirmative votes.

ARTICLE XI.

Construction of By-Laws

These By-laws and any amendments shall be construed consistently with the provisions of the laws of the Commonwealth of Virginia.

ARTICLE XII.

The effective date of the provision of these By-laws shall be June , 1981, and as of that date shall supersede all prior actions of the Board which are inconsistent with them.