

**RESOLUTION TO REVISE THE BY-LAWS OF
THE VIRGINIA TECH BOARD OF VISITORS**

WHEREAS, legislation passed by the 2013 Virginia General Assembly and signed into law by Governor McDonnell enumerates several specific provisions that the boards of visitors are required to incorporate in their by-laws; and

WHEREAS, the Virginia Tech Board of Visitors has been in compliance with most of the provisions even if they were not explicitly stated in the by-laws previously; and

WHEREAS, Rector Quillen appointed an ad hoc committee consisting of board members Dennis Treacy and Cordel Faulk and university staff Kay Heidbreder and Kim O'Rourke to draft a revised by-laws document to include the provisions enumerated in the legislation and to conduct a comprehensive review of the existing by-laws document and propose additional revisions, as appropriate;

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia Polytechnic Institute and State University hereby approves the attached revised "By-laws of the Board of Visitors of Virginia Polytechnic Institute and State University," which incorporates the legislated provisions as well as recommendations of the ad hoc committee.

RECOMMENDATION:

That the proposed attached revision to the By-laws of the Board of Visitors be approved, effective immediately.

June 3, 2013

BYLAWS OF THE BOARD OF VISITORS

Virginia Polytechnic Institute and State University

Adopted by the Board, May 18, 1981

Amended by [Resolution](#) passed November 3, 2003

Amended by [Resolution](#) passed August 23, 2004

Amended by [Resolution](#) passed June 12, 2006.

Amended by [Resolution](#) passed August 28, 2006.

Amended by [Resolution](#) passed November 6, 2006.

Amended by [Resolution](#) passed June 20, 2008.

Amended by [Resolution](#) passed June 1, 2009.

Amended by [Resolution](#) passed August 31, 2009.

Amended by [Resolution](#) passed August 30, 2010.

Amendment proposed June 3, 2013.

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Preamble

Virginia Polytechnic Institute and State University, popularly known as Virginia Tech, has evolved since its founding in 1872 into a comprehensive state land-grant university of increasing national **and international** prominence, heavily influenced by its land-grant heritage. The federal Morrill Act of 1862 mandated for the land-grant colleges not only the teaching of agricultural and mechanical arts and sciences, but also "the liberal and practical education of the industrial classes in the several pursuits and professions of life." It embraced three basic principles which shaped the destiny of the land-grant institutions: (1) that higher education should be made available to talented men and women regardless of economic class or conditions, (2) that inquiry and instruction should be directed toward the end of knowledge for its own sake, as well as toward knowledge applied for the benefit of all; and (3) that the results of scientific inquiry should be immediately and broadly disseminated throughout the society.

The University's instructional, research, and extension programs still are rooted in these principles. The Virginia statutes which created and control the institution heavily reflect the land-grant orientation. Subsequent federal legislation, including the Hatch Act of

1877 which established the agricultural experiment stations, and the Smith-Lever Act of 1914 which created the Federal Extension Service, further emphasized the multiple purpose of the University. The multiple-mission, multiple-agency structure of the University introduces some complexity into its internal organization, and into its relationships with the executive and legislative branches of both the state and federal governments. Each to some degree exercises budgetary and administrative control of various programs and activities of the institution which must be accommodated in the basic policies and programs of the University. These regulations and their interpretations provide a part of the reality in which the University functions as it seeks to fulfill the purposes for which it exists.

The public trustees are responsible for the University's academic and fiscal integrity and for the basic policies under which it is administered. With the Governor, they are responsible under applicable state statutes for the faithful execution of the requirements of law, as well as for the continued adaptation of the instructional programs to the evolving needs of the society which the University serves. The trustees collectively constitute the University's Board of Visitors. Much of the Board's duty and authority is delegated to the President whom it appoints. The Board, however, cannot delegate its legal obligations; service on the Board involves significant trustee responsibilities.

It is in this context that the Board's normal operating procedures, reflecting both its traditions and its legal responsibility, have been codified as bylaws conveniently available for reference.

THE BOARD OF VISITORS

BYLAWS

Article I

The Board of Visitors of Virginia Polytechnic Institute and State University is a public corporation that serves as the governing authority for Virginia Polytechnic Institute and State University. The corporation is under the control of the General Assembly of the Commonwealth of Virginia.

Section 1. Composition

The Board of Visitors is composed of fourteen members, thirteen of whom are appointed by the Governor subject to confirmation by the Senate. The fourteenth member is the President of the Board of Agriculture and Consumer Services, who serves ex officio. **All fourteen members have full voting privileges.** Three members of the Board may reside outside of Virginia; at least six of the thirteen appointed members are required to be alumni or alumnae of the University.

The term of office for a visitor is four years, and the visitor is eligible to be reappointed for a successive four years. An individual appointed to fill an unexpired term which has become vacant is eligible for appointment to two additional four-year terms.

The term of the ex officio member of the Board of Visitors begins immediately upon his or her election as President of the Board of Agriculture and Consumer Services and continues for the duration of his or her service as President. (§ 23-115, *Code of Virginia*, as amended)

The statute provides that for each vacancy on the Board, the Alumni Association of the University may submit, for the consideration of the Governor, the names of three qualified persons. The Governor, however, is not limited to the persons on such a list when making an appointment.

Prior to appointment, the Virginia Commission on Higher Education may review potential Board appointees and make recommendations about the appointees to the Governor (2.2-2518, *Code of Virginia*, as amended).

Section 2. Constituent Representatives

Representatives ~~to the Board~~ are appointed ~~by the Board~~ from the Undergraduate student body and the Graduate student body as non-voting, advisory representatives, pursuant to statutory authority (§ 23-9.2:5, *Code of Virginia*, as amended). The term of appointment is for one year commencing July 1. Such representatives shall be welcomed at all open meetings of the Board and may be appointed to standing or special committees of the Board.

The President of the Faculty Senate (§23-9.2:4.1 and §23-38.93, *Code of Virginia*, as amended) and President of the Staff Senate shall also be welcomed to sit with the Board in open session and participate in discussion, without authority to vote or make or second motions. Similarly, these representatives shall also be welcomed to attend meetings of the Board's committees in open session and to provide information and advice as deemed appropriate by the chair of that committee, without authority to vote or to make or second motions. [BOV resolutions approved January 18, 1988, and August 28, 2006.]

Section 3. Meetings

By statute the Board must meet at Blacksburg, Virginia, once a year. It traditionally holds four meetings a year. The last meeting of the academic year will be designated the annual organizational meeting; this is the meeting at which officers of the Board will be elected. Meetings of the Board are called by the Rector of the Board; however, a special meeting may be called by the governor or any three members of the Board. Regardless of how called, all members must be notified of meetings. Moreover, by statute, the Board must notify and invite the Attorney General's appointee or representative to all meetings of the board and its committees.

A majority of the voting membership of the Board and also of each of its committees constitutes a quorum. If the Rector is present at a committee meeting, he/she will be counted as a member of the committee for the purpose of determining whether a quorum is present. The Board or any of its committees may meet without a quorum present, but may not vote on any items.

The Board shall be transparent in all of its actions to the extent required by the law. All meetings of the Board, formal or informal, are subject to the requirements of the state's Freedom of Information (FOI) statutes and are open to the public. Discussions and actions on any topic other than those specifically exempted by law must be held in open session. Public notice is required of meetings. Any official action taken in closed session must be approved in open session before it can have any force or effect. Open meetings must have minutes taken; copies of these minutes are posted to the Board's website and available to the public.

Closed sessions may be held for specific matters. These matters are enumerated in the *Code of Virginia*, as amended. In order to assemble in closed session, the Board must approve a specific motion which cites each item to be considered in closed session, with appropriate reference to the exemption in the FOI statutes. Discussion in closed session is restricted to the items so identified.

Section 3a. Electronic Meetings

In accordance with the Freedom of Information Act, the Board may employ audio and/or video technology to conduct meetings of the Board or any of its committees, but only if a quorum is physically present in one location and the physical locations of other Board members who are participating electronically are disclosed in the public notice of the meeting. Any votes taken must be conducted by roll call vote.

Section 4. Officers

The Board elects annually from among its members a Rector to preside at meetings and a Vice Rector to serve as President pro tempore in the absence of the Rector. The Board appoints a Secretary to the Board, who shall also serve as a resource on questions of parliamentary procedure. The University legal counsel serves as the counsel to the Board.

The Rector and Vice Rector may serve a maximum of two one-year terms. The terms of the Rector, Vice Rector, and Secretary take effect July 1. The Vice Rector will also serve as the chair of one of the standing committees.

Section 5. Responsibilities of the Board

As public trustees, the members of the Board have the overall responsibility and authority, subject to constitutional and statutory limitations, for the continuing operation and development of the institution as a state land-grant university, and for the evolving policies within which it must function. Much of this authority necessarily is delegated to the President, who serves as agent of the Board and chief executive officer of the University.

The most important responsibility of the Board is the trustee obligation to insure that the University's educational and research programs effectively meet the evolving needs of Virginia's citizens to the fullest extent possible within the statutory mission of the institution. Similarly in a national context, the Board's oversight responsibilities extend to federally mandated programs. The formulation of the basic policies under which every aspect of the University's operations are carried out, as well as the implementation of those policies, consequently are subject to the Board's review, possible modification, and ultimate approval. However it is at the policy level, rather than the operational level, that the Board's responsibilities are paramount.

By statute, the Board is charged with the care, preservation, and improvement of university property and with the protection and safety of students, faculty, and staff on the property. The Board also is charged with regulating the government and discipline of students and, in respect to the government of the University, may make such regulations as the Board deems expedient, not contrary to law. The Board has authority over the roads and highways within the University campus and may prohibit entrance to the property of undesirable and disorderly persons or eject such persons from the property (§23-122, *Code of Virginia*, as amended).

Following are examples of the responsibilities of the Board, as set forth in state statutes or as developed through tradition and practice. The list, however, is not necessarily inclusive.

1. Appointment of the President of the University.
2. Approve appointments and fix salaries of the faculty, university staff, and other personnel.¹
3. Establish fees, tuition, and other charges imposed by the University on students.
4. Review and approval of the University's budgets and overview of its financial management.
5. Review and approval of proposed academic degree programs and the general overview of the academic programs of the University.
6. Review and approval of the establishment of new colleges or departments.
7. Ratification of appointments by the President or vice presidents.
8. Representation of the University to citizens and officers of the Commonwealth of Virginia, especially in clarifying the purpose and mission of the University.
9. Approval of promotions, grants of tenure, and employment of individuals.²
10. Review and approval of physical plant development of the campus.
11. The naming of buildings and other major facilities on campus.
12. Review and approval of grants of rights-of-way and easement on University property.
13. Review and approval of real property transactions.
14. Exercise of the power of eminent domain.
15. Review and approval of personnel policies for the faculty and university staff.
16. Subject to management agreement between the Commonwealth of Virginia and Virginia Tech, the Board has full responsibility for management of Virginia Tech. (§23-38.91, *Code of Virginia*, as amended).

^{1,2} In practice the President and officers of the University make interim appointments which are ratified by the Board.

Section 5a. Resolutions

In order to permit mature consideration and to facilitate preparation of agendas and dissemination to all members of the Board, all proposed resolutions of the Board of Visitors shall be presented to the Secretary to the Board at least fifteen (15) days prior to the meeting at which they are proposed to be considered, with mailing or electronic access provided to the members and constituent representatives to occur ten (10) or more days prior to the meeting. Any amendments or additions to or deletions from the agenda must be presented to the Board Secretary in sufficient time to enable the changes to be distributed to the Board members and constituent representatives at least three (3) working days prior to the meeting. An emergency may be declared by a two-thirds (2/3) majority of the voting members present at the meeting to permit consideration of a proposal not adhering to this time requirement. Except in emergency situations, all action items and resolutions should come to the full Board from one of its standing or special committees or from the President of the University.

Section 6. Committees

The Board may organize itself into committees to facilitate its work. Committees are required to report to the full Board at least once a year. The Rector appoints the members and chairmen of the Standing and Special Committees. The Vice Rector will serve as the chair of one of the standing committees. At the option of the Rector, chairs are limited to three (3) years.

The chairman of a committee is responsible to see that minutes are taken of the meetings of the committee. The President makes available appropriate persons who may be of assistance in the deliberations of a committee. The Rector is an ex officio member of all standing and special committees. All committee members will be members of the Board; committees, however, may form advisory committees which include non-Board members. Chairs may request advisors or other consultants to meet with their committees.

Committee meetings are subject to the same requirements of the state's Freedom of Information statutes as are meetings of the full Board.

Section 6a. Executive Committee

The Executive Committee of the Board, established by statute (§ 23-118, *Code of Virginia*, as amended), consists of not less than three or not more than six members. The Executive Committee includes the Rector, Vice-Rector, and the chairs of the standing committees: Academic Affairs Committee, Buildings and Grounds Committee, Finance and Audit Committee, Student Affairs and Athletics Committee, and Research Committee. [Note: The Vice Rector serves as chair of one of the standing committees – See Sections 4 and 6.] At the request of the Rector or a quorum of the Executive Committee, the immediate Past Rector will be available to serve as a non-voting advisor to the Executive Committee. The Executive Committee convenes on the call of the Rector or on the call of any two members. This Committee, in the interim between meetings of the Board, has full power to take actions on behalf of the Board. All actions

taken by the Executive Committee ~~must be ratified~~ ~~are subject to ratification~~ by the full Board at its next meeting ~~in order to remain in effect~~.

The Executive Committee is charged by statute with organizing the working processes of the Board and recommending best practices for Board governance. Specifically, the Executive Committee shall:

1. Develop and recommend to the Board a statement of governance setting out the Board's role;
2. Periodically review the Board's bylaws and recommend amendments;
3. Provide advice to the Board on committee structure, appointments, and meetings;
4. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act;
5. Create, monitor, oversee, and review compliance with a code of ethics for Board members; and
6. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.

Section 6b. Nominating Committee

The Nominating Committee, traditionally composed of three members, reports at the annual organizational meeting of the Board. It makes recommendations on all officers of the Board. ~~The Rector will invite any additional nominations from the full Board before the vote is taken at the organizational meeting.~~

Section 6c. Finance and Audit Committee

The Finance and Audit Committee concentrates upon fiscal planning, oversight of the execution of fiscal plans, ~~and~~ auditing, ~~and employment policies affecting university staff~~. The Committee is charged with reviewing audits, budgets, financial statements, investments, and alternative sources of funding and with providing broad guidance on financial and auditing concerns to the full board. The Committee is charged with separating its responsibilities for Finance and Audit, respectively, and with maintenance of a separate audit agenda and finance agenda for each meeting. Subcommittees or advisory committees may be used to assist the activities of this Committee.

Section 6d. Buildings and Grounds Committee

The Buildings and Grounds Committee assists the Board in its responsibility for maintenance and development of the physical plant, land use, and its review of capital outlay requests. The university employee designated as the University Building Official when serving in that capacity shall organizationally report directly and exclusively to the Board of Visitors through the Buildings and Grounds Committee.

Section 6e. Student Affairs and Athletics Committee

The Student Affairs and Athletics Committee reviews policies pertaining to student life, discipline in the University, and athletic policy and programs.

Section 6f. Academic Affairs Committee

The Academic Affairs Committee reviews policies pertaining to the academic affairs of the University.

Section 6g. Research Committee

The Research Committee concentrates on advancing the research mission and goals of the University and reviewing policies and plans related to the research function.

Section 7. Annual Reporting Requirement

The Board is required by statute to submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. The secretary to the Board will be responsible for preparing the report, presenting it to the Executive Committee for review and approval, and then submitting it in accordance with procedures stipulated by law.

Article II. Administration and Officers of the University

Section 1. The President

The Board appoints a President to initiate proposed policies, to execute approved policies, and to administer the University. The President serves as the authorized officer through whom communication takes place between the Board and the faculties, the Board and the students, and the Board and the other officers of administration or instruction employed by the University. The Board, as the governing authority of the University, delegates to the President the authority to oversee and to administer the policies of the Board and to manage the administrative, instructional, research, and public service programs of the University.

By statute, the Board must meet with the President at least once annually in a closed meeting and deliver an evaluation of the President's performance. Any change to the President's employment contract shall be made only by an affirmative vote of the majority of the Board's members.

Section 2. Other Officers of the University

The President is assisted in the performance of the duties of that office by other officers of the University. Provost and Vice-presidential appointments are made by the President and formally ratified by the Board.

Section 3. Faculty and Staff

The faculty and staff of the University receive appointments by appropriate University officials, and their names, titles and salaries are submitted periodically for confirmation to the Board of Visitors. By statute, the Board may remove any faculty member of the University with the assent of two-thirds of the Board, subject to approved grievance procedures.

Article III. Related Corporations

Section 1. Associations with Related Corporations

A number of corporations are intricately tied with the University by virtue of affiliation agreements that they have entered into with the University and that comply with the format for affiliation agreements that the Board of Visitors has approved. Each corporation has its own board. The boards of these corporations focus on areas of special interest to the University. A listing of these affiliated corporations and their affiliation agreements shall at all times be kept on file with the Secretary of the Board of Visitors.

Prior approval of the Board of Visitors is required before permission to establish or to charter any new related corporation is sought from the State Corporation Commission.

Corporations associated with the Board are requested to supply the following information and comply with these procedures:

- a. Provide the Board of Visitors with a copy of the corporate constitution, bylaws, and certificates of incorporation.
- b. Specify the services which the corporation provides to the University.
- c. Obtain approval for services and space, subject to review from time to time. The Administration, acting for the Board, may make facilities available.
- d. Provide the Board with a copy of its official annual audit and other documents relating to tax-exempt status.
- e. Coordinate insurance programs for the Corporation, other than employee benefit insurance programs, through the University's insurance office and pay for its share of the premiums.

Article IV. Instruction

Section 1. Courses of Study

The curricula of the University, by statute, are to include instruction in agriculture, mechanic arts, military tactics, as well as other subjects in the sciences and classics. A full range of courses in the arts and sciences, agriculture, engineering, and other professional fields is offered in conformity with the institution's mission as a comprehensive state university.

Section 2. Changing Curricula

The Board delegates to the President the authority to develop appropriate courses of study. New degree offerings are subject to the approval of the Board and the State Council of Higher Education for Virginia.

Article V. Extension

Section 1. Extension Division

The Board has responsibility and authority for the Virginia Cooperative Extension and Agricultural Experiment Station Division which encompasses Cooperative Extension, continuing education programs, and such other subjects as designated by the President or the Board. This Division, authorized by statute to serve both adults and youths, is established to conduct educational programs and disseminate useful and practical information to the people of the State.

Article VI. Miscellaneous Provisions

Section 1. Expenses

Board members may be reimbursed for reasonable travel expenses and other expenses incurred in the discharge of their duties.

Section 2. Removal of Board Members

The members of the Board of Visitors are protected by Virginia law from being removed without appropriate reasons and by an unfair process. If any Visitor fails to perform the duties of his office for one year without good cause shown to the Board, the Board shall, at the next meeting after the end of such year, cause the fact of such failure to be recorded in the minutes of their proceedings, and certify the same to the Governor, and the office of such Visitor shall thereupon be vacant (§ 23-120, *Code of Virginia*, as amended). Dismissal of a Board member for cause will be pursued in accordance with Virginia Code § 2.2-108 and § 24.2-231, as amended, which provides the process for removal of a Board member from office for malfeasance, misfeasance, incompetence, gross neglect of duty, or conviction of a felony.

Section 3. Conflict of Interest

Each Board member is subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as necessary. (§ 2.2-3114(B), *Code of Virginia*, as amended).

Section 4. Code of Ethics

The Board is required by statute to adopt a Code of Ethics. Each Board member is subject to the provisions of the code. The Executive Committee will review compliance and report to the Governor any instances of breach of ethical conduct pursuant to the terms of the Code of Ethics.

Section 5. Educational Requirement

Educational programs for boards of visitors are required by statute to be delivered annually by the State Council of Higher Education for Virginia (SCHEV). New board members must participate in programs offered at least once during their first two years on the board.

Article VII. Amendments and Repeal

Section 1. Construction

The Bylaws supplement the statutes of the Commonwealth as they relate to the University and are not intended to replace or amend them. Nothing contained in the Bylaws should be interpreted to diminish or alter the statutory powers of the Board.

Section 2. Changing Bylaws

These Bylaws, except where mandated by statute, may be changed by majority vote of the voting membership of the Board.