Executive Committee on the Board of Regents

The Executive Committee shall consist of no less than 10 and no more than 15 members. The membership shall consist of the Chairman, Vice-Chairman, Secretary of the Board of Regents, and the University President. The additional members of the Executive Committee shall be elected by the Board of Regents from its membership at the annual fall meeting. All elected members shall serve a term of one (1) year. The Board of Regents may remove any member of the Executive Committee by the affirmative vote of a majority of the entire Board, whenever in its judgment the best interest of the Corporation will be served thereby. A vacancy occurring in the elected membership may be appointed by the Chairman between sessions.

## Powers and Duties

The Executive Committee shall have and exercise all of the authority of the Board of Regents in the management of the affairs of the Corporation, except for action of the full Board of Regents as required by statute, the Amended and Restated Articles of Incorporation, or the Bylaws, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Provided, however, the Executive Committee shall act only in the interval between meetings of the Board or whenever it is impractical to call a meeting of the Board, and shall at all times be subject to the control and direction of the Board.

In consultation with the Business and Finance Committee, the Executive Committee shall be empowered to approve the annual operating budget, to borrow and pledge funds and to do all other related activity to transact necessary banking activity for the Corporation during the intervals between the Board of Regents meetings.

It shall have the power to revise the annual budget during the fiscal year, if warranted, based upon recommendations from the Business and Finance Committee for necessary adjustments. It shall receive salary recommendations from the Business and Finance Committee for necessary adjustments.

It shall transact any special business committed to it by the Board of

Regents.

It shall coordinate the work of, and have general supervisory authority over all other board committees. The Executive Committee shall coordinate all recommendations of standing committees prior to submitting recommendations to the Board of Regents. Except as stated elsewhere in these Bylaws, the Executive Committee shall appoint the Chairman of each of the Board’s standing committees from their membership. (From the Executive Committee.)

In addition to its policy function, it shall be an advisory council for the President of the University.

The Executive Committee shall have the authority to conduct examinations or investigations as it deems proper and based upon such, take action except in cases where the full Board of Regents is warranted.

The Executive Committee may not take any action inconsistent with a prior act of the Board of Regents, award degrees, amend Bylaws, locate permanent buildings on property held for University purposes, remove or appoint the President of the University, or take any action which has been reserved by the Board.

This committee shall meet prior to the annual Board of Regents meeting and at least three other times during the year. Time, place, and notice (if any) of Executive Committee meetings shall be determined by the Executive Committee.

A majority of the number of members of the Executive Committee shall constitute a quorum for the transaction of all business. A vote of a majority of a quorum shall constitute the act of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Regents. Any action which might be taken at a meeting of the Executive Committee may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all the members of the Executive Committee. The signed record or memorandum, or a signed copy, shall be placed in the Minute Book of the Corporation.

The Board of Regents hereby grants to the Executive Committee sole authority to act as the court of last appeal in all faculty contractual matters. The Executive Committee’s decision shall be binding on the full Board of Regents.

The Executive Committee shall furnish, through its Secretary, a copy of the minutes of its meetings to each member of the Board within thirty (30) days.

The Executive Committee shall review and recommend to the Board of Regents the compensation of the University President and administrative, faculty, and staff personnel.

|  |
| --- |
| *Drafted on: NA* |
| *Policy Revised:* |