



**NORTH CAROLINA SCHOOL OF  
SCIENCE AND MATHEMATICS**

Title	<b>BYLAWS OF THE BOARD OF TRUSTEES</b>
Authority	<b>Board of Trustees</b>
History	Adopted 12/6/1985, last revised 9/19/2008
Legal Reference	UNC Code Chapter IV, Appendix 1; G.S. 116-116-233 to 235
Additional References	G.S. 116-31 to 34, 116-11
Responsible Offices	Chancellor
Classification	2100

**Article I.  
ORGANIZATION**

Section 101. Membership. (G.S. 116-233) Notwithstanding the provisions of G.S. 116-31(d), there shall be a Board of Trustees of The North Carolina School of Science and Mathematics which shall consist of 27 members:

- 1) Thirteen members who shall be appointed by the Board of Governors of the University of North Carolina, one from each congressional district;
- 2) Four members without regard to residency who shall be appointed by the Board of Governors of the University of North Carolina;
- 3) Three members, *ex officio* and voting, who shall be the chief academic officers, or designee, respectively, of constituent institutions; the Board of Governors shall in 1985 and quadrennially thereafter designate the three constituent institutions whose chief academic officers shall so serve, such designations to expire on June 30, 1989, and quadrennially thereafter;
- 4) The chief academic officer, or designee, of a college or university in North Carolina other than a constituent institution, *ex officio* and voting; the Board of Governors shall designate in 1985 and quadrennially thereafter which college or university whose chief academic officer shall so serve, such designation to expire on June 30, 1989, and quadrennially thereafter;
- 5) Two members appointed by the North Carolina General Assembly upon the recommendation of the President Pro Tempore of the Senate in accordance with G.S. 120-121;
- 6) Two members appointed by the North Carolina General Assembly upon the recommendation of the Speaker of the House of Representatives in accordance with G.S. 120-121;
- 7) Two members appointed by the Governor.

Appointed members of the Board of Trustees shall be selected for their interest in, and commitment to, public education and to the purpose of the School, and they shall be charged with the

responsibility of serving the interests of the whole state. In appointing members, the objective shall be to obtain the services of the best qualified persons, taking into consideration the desirability of diversity of membership, including men and women, representatives of different races, and members of different political parties.

No member of the North Carolina General Assembly or officer or employee of the State of North Carolina or of any constituent institution of the University of North Carolina, or the spouse of any such member, officer or employee, shall be eligible to be appointed to the Board of Trustees; and any appointed trustee who is elected or appointed to the North Carolina General Assembly, who becomes an officer or employee of the State or of a constituent institution of the University of North Carolina, or whose spouse is elected or appointed to the North Carolina General Assembly or becomes such an officer or employee, shall be required thereupon to resign from his or her membership on the Board of Trustees. This subsection does not apply to *ex officio* members.

All members appointed under subdivisions (1) or (2) of subsection (a) of this section shall serve four-year terms. Eight of those terms shall expire June 30, 1993, and quadrennially thereafter, and eight of those terms shall expire June 30, 1995, and quadrennially thereafter. Only an *ex officio* member shall be eligible to serve more than two successive terms. Any vacancy in the membership of the Board of Trustees appointed under G.S. 116-233(a)(1) or (2) shall be reported promptly by the Secretary of the Board of Trustees to the Board of Governors of the University of North Carolina, which shall fill any such vacancy by appointment of a replacement member to serve for the balance of the unexpired term. Any vacancy in members appointed under G.S. 116-233(a)(5) or (6) shall be filled in accordance with G.S. 120-122. Any vacancy in members appointed under G.S. 116-233(a)(7) shall be filled by the Governor for the remainder of the unexpired term. Reapportionment of congressional districts does not affect the right of any member to complete the term for which the member was appointed.

Of the initial members appointed under G.S. 116-233(a)(5), one member shall serve a term to expire June 30, 1987, and one member shall serve a term to expire June 30, 1989. Subsequent appointments shall be for four-year terms. The initial members appointed under G.S. 116-233(a)(6) shall be appointed for terms to expire June 30, 1987. Subsequent appointments shall be for two-year terms. The initial members appointed under G.S. 116-233(a)(7) shall be appointed for terms to expire January 15, 1989. Successors shall be appointed for four-year terms. No person may serve simultaneously as a member of the Board of Trustees and as a member of the Board of Governors. Any trustee who is elected to the Board of Governors shall be deemed to have resigned as a trustee effective as of the date that the individual's term commences as a member of the Board of Governors.

Section 102. Officers. (G.S. 116-234) Notwithstanding the provisions of G.S. 116-32, at the first regular meeting after June 30 of each year, the Board of Trustees shall elect a Chair and Vice-Chair; no *ex officio* member may hold such an office. Each of these officers shall serve for a term of two years, or until the successor is elected. If a vacancy occurs in any of these offices, the Board of Trustees shall elect a person to serve for the remainder of the unexpired term. The terms of office of the Chair and Vice-Chair first elected shall expire June 30, 1987.

The Chair shall preside at all meetings of the Board of Trustees, shall have the right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board of

Trustees, and shall have such other powers and duties as the Board from time to time may prescribe. In the absence of the Chair, the Vice-Chair shall perform the duties of the office of the Chair.

(G.S. 116-34) The Chief Administrative and Executive Officer of the School shall be the Chancellor. The Chancellor shall exercise complete executive authority therein, subject to the direction of the President. The Chancellor shall attend all meetings of the Board of Trustees and keep the Board fully informed on the operation of the School and its needs. The Chancellor shall serve *ex officio* and non-voting as the Secretary of the Board of Trustees.

The Secretary, or designee, shall have custody of the seal of the School and shall attest to and affix the seal to such documents as required in the business of the School, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, transcripts, abstracts of resolution, certificates, minutes, and bylaws issued pursuant to the authority of the School.

The Secretary shall give proper notice of all meetings of the Board of Trustees and shall keep a record of the appointment of all committees of the Board of Trustees and members of the administrative and teaching staffs. The Secretary shall keep, or cause to be kept, a record of the minutes of all meetings of the Board of Trustees and each of its committees.

The Board of Trustees may also elect an Assistant Secretary from among the Chancellor's staff. The Secretary may delegate to the Assistant Secretary various responsibilities of the position of Secretary.

Section 103. Committees. There shall be an Executive Committee of the Board of Trustees, consisting of the Chair, Vice-Chair, and the Chairs of the Institutional Advancement Committee, the Educational Policies and Practices Committee, the Fiscal, Audit and Human Resources Committee, and the Distance Education and Extended Programs Committee, and other members as deemed necessary by the Chair.

The Executive Committee shall meet as called by the Chair and shall act with the authority of the Board of Trustees between meetings of the Board. The Executive Committee shall conduct an annual review of the Bylaws but may not amend the Bylaws. The Executive Committee shall report all of its actions to the Board of Trustees. Minutes of the Executive Committee shall be distributed promptly after each meeting to the Board of Trustees.

Standing Committees. There shall be four standing committees. Each committee will have no fewer than five nor more than nine members. At the first meeting after June 30 of each year, the Chair of the Board shall appoint the members of each committee and designate one of them as chair. Members serve at the pleasure of the Chair of the Board. The standing committees are:

- 1) Institutional Advancement: To report to and advise the Board on matters related to institutional advancement, particularly, but not limited to, philanthropy and public relations.
- 2) Educational Policies and Practices: To recommend policies and to advise the Board on matters pertaining to the course of study, the subjects to be taught, tests, class size, the School calendar, length of instructional day, the number of instructional days in the year, and student recruitment, admissions, attendance and discipline.

- 3) Fiscal, Audit and Human Resources: To make recommendations and to advise the Board on the long range needs for funding, physical facilities, staffing and student enrollment; to recommend policies and advise the Board on matters affecting employment of faculty and senior administrative officers and other considerations pertaining to all employees of the School; and to consider matters related to conflicts of interest. This committee serves as the audit committee of the Board of Trustees to assist the Board in fulfilling its responsibilities related to the integrity of the School's financial statements and other financial reporting, the adequacy and effectiveness of systems of risk assessment and internal control, and the review of audit reports of the School's associated entities; and to perform other duties as stated in the Audit Committee Charter adopted by the Board of Trustees.
- 4) Distance Education and Extended Programs: To make recommendations and to advise the Board on matters pertaining to statewide public service and outreach efforts to improve teaching and learning in North Carolina and the nation with an emphasis on distance education and programs that expand pathways for students into careers in science and mathematics.

Ad Hoc Committees. The Board of Trustees may establish additional committees and delegate to them such responsibilities and authorities as it seems appropriate. Members and chairs shall be appointed by the Chair of the Board.

A simple majority of each of the individual committees shall constitute a quorum for conducting committee business, except that three members shall constitute a quorum for the Fiscal, Audit and Human Resources Committee when conducting business pursuant to the Audit Committee Charter. The Chair of the Board shall be a non-voting *ex officio* member of each standing and ad hoc committee of the Board. The Chancellor, or designee, may attend any committee meeting, but may not vote.

Section 104. Liaisons to the Board of Trustees. The Chair of the Board may request the Chancellor of the School to appoint *ex officio* members of the School community to serve as liaisons between the Board and the Office of the Chancellor, and an equal number to serve as liaisons between each of the Board committees and the Office of the Chancellor. The liaisons may attend Board or committee meetings, but may not vote. Members so constituted shall be reviewed on an annual basis by the Executive Committee.

## Article II. MEETINGS

Section 201. Regular Meetings. (G.S. 116-234) There shall be at least three regular meetings of the Board of Trustees each year and such additional meetings as may be deemed desirable. These meetings shall be held on dates as determined by the Board.

A notice specifying the time and place of each regular meeting of the Board shall be mailed by the Secretary to each member of the Board at least ten days in advance of the regular meeting date. Any matter of business may be considered at a regular meeting of the Board.

Whenever an appointed member of the Board of Trustees shall fail, for any reason other than ill health or service in the interest of the state or nation, to be present at three successive regular meetings of the Board, the member's position on the Board shall be deemed vacant.

Members of the Board of Trustees, other than *ex officio* members under G.S. 116-233(a)(3), shall receive such per diem compensation and necessary travel and subsistence expenses while engaged in the discharge of their official duties as is provided by law for members of state boards and commissions.

*Ex officio* members under G.S. 116-233(a)(3) shall be reimbursed for travel expenses as provided by G.S. 138-6(a)(3).

Section 202. Special Meetings. (G.S. 116-234) The Chair may request, in writing, a special meeting of the Board of Trustees and, upon the concurrence of not fewer than four members of the Board, the Secretary shall call such a special meeting. The special meeting shall be held within ten days of receipt by the Secretary of written notice of the request and the concurrence of four Board members for the special meeting. A notice specifying the time and place of the special meeting of the Board shall be mailed by the Secretary to each member of the Board at least ten days in advance of the meeting date. If, in the opinion of the Chair, an expedited meeting is necessary, three days notice by telephone or telegram shall be sufficient. Any matter of business may be considered at a special meeting of the Board. Three days notice may be waived by resolution of the Board. However, at a minimum, notice must be posted or delivered 48 hours before the meeting.

In the case of special meetings, the notice shall state the purpose of the meeting, and no business shall be transacted at such meeting that does not relate to the purpose stated.

Section 203. Committee Meetings. The Secretary shall provide timely notice of each regular and special committee meeting to every member of the Board of Trustees.

Section 204. Agenda. At least ten days prior to each regular meeting of the Board of Trustees, a copy of the agenda including, insofar as is practicable, copies of all reports and other written materials to be presented to the meeting, shall be mailed to each member of the Board by the Secretary.

The agenda for every meeting of the Board shall be prepared by the Chair, or designee. Each request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the Chair, or designee, fifteen days in advance of the meeting to permit a determination to be made by the Chair with respect to the propriety and practicality of including that item on the agenda for the meeting.

Any member of the Board of Trustees may request the inclusion of an item on the agenda for consideration by the Board.

The provisions of this Section 204 shall not be construed to prohibit any committee or member of the Board of Trustees from requesting consideration by the Board at any regular meeting of any item not on the agenda for that meeting. However, such an item shall not be so considered without the approval of two-thirds of the members of the Board present at such meeting.

Section 205. Conduct of Business. A quorum of the Board of Trustees shall consist of a majority of members of the Board.

The Chair shall preside over all regular and special meetings of the Board of Trustees, except that, in the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, a presiding officer shall be elected by a majority from the membership of the Board of Trustees in attendance.

All members of the Board of Trustees may vote on all matters coming before the Board for consideration. No member may vote by proxy.

Any member may participate in any meeting by visual and/or audio teleconferencing provided the equipment used permits the distant member to hear all discussions, and to be heard by everyone present including members present by teleconference from other locations. Distant members may vote on any motion before the Board by voice vote.

Any meeting at which part, or all, of the members participate by teleconference means shall be subject to state law concerning public access to such meetings.

Except as modified by specific rules and regulations adopted by the Board of Trustees, the most recently revised edition of Robert's Rules of Order shall constitute the rules of the parliamentary procedure applicable to all meetings of the Board of Trustees and its committees.

Section 206. Executive Session. By vote of a majority of the members present at any meeting of the Board of Trustees, including committee meetings, the meeting shall be closed to the public, subject to the requirements of state law concerning public access to such meetings.

Section 207. Honorary Trustee. The Board of Trustees may from time to time honor a retiring trustee or other citizen who has provided exceptionally distinguished service with the title of Honorary Trustee.

Nominations for the title of Honorary Trustee will be brought to the Board for its approval by the nominating committee. The committee will consider such criteria as length of service on the Board and/or service which is particularly significant in promoting the well-being of the School.

An Honorary Trustee may attend all regular board meetings, but may not vote on any motions or other actions and shall not be counted for quorum purposes. An Honorary Trustee may not attend executive sessions unless invited because of some particular experience or expertise pertinent to the matters to be discussed in the executive session.

There are no fixed terms nor any attendance requirements nor any entitlement to compensation or reimbursement for expenses for Honorary Trustees.

Section 208. Keeping the Board of Governors Informed. The Secretary shall keep the Board of Governors, through the Secretary of the University, fully and promptly informed concerning activities of the Board of Trustees, including notice of any changes in the membership of the Board or in its committee structure or bylaws, notices of meetings, and a copy of the minutes of all meetings.

Article III.  
POWERS AND DUTIES

Section 301. General Powers and Duties. (G.S. 116-33) The Board of Trustees shall promote the sound development of the School within the functions prescribed for it, helping it to serve the people of the state in a way that will complement the activities of the other University institutions and aiding it to perform at a higher level of excellence in every area of endeavor. The Board of Trustees shall serve as an advisor to the Board of Governors on matters pertaining to the School and shall also serve as advisor to the Chancellor concerning the management and development of the School. The Chancellor shall be the official medium of communication between the Board of Trustees and all individuals, officials, agencies, and organizations both within and without the School.

Section 302. Additional Powers and Duties. (G.S. 116-235) In addition to the powers enumerated in G.S. Chapter 116, Article I, Part 3, the Board of Trustees shall have the following powers and duties:

1) Academic Program

The Board of Trustees shall establish the standard course of study for the School. This course of study shall set forth the subjects to be taught in each grade and the texts and other educational materials on each subject to be used in each grade.

The Board of Trustees shall adopt regulations governing class size, the instructional calendar, the length of the instructional days, and the number of instructional days in each term.

2) Students

The Board of Trustees shall establish criteria, standards, and procedures for the admissions of students consistent with G.S. 116-235(b)(1).

The Board of Trustees shall establish the means by which the attendance laws for students are enforced consistent with G.S. 116-235(b)(2).

The Board of Trustees shall establish rules of conduct governing students of the School.

3) Fund Raising.

The Board of Trustees may institute and promote major fund raising efforts of the School, including the approval of naming opportunities for any School facilities.

a) Endowment. The Board of Trustees shall establish and maintain a permanent endowment fund as provided in G.S. 116-36.

b) Tuition, Fees, and Service Charges. The Board of Trustees shall not impose tuition or mandatory fees without the approval of the General Assembly. The Board of Trustees or

the Chancellor may charge any service charges or security deposits as required consistent with University policy.

c) Educational Advisory Council. The Board of Trustees may establish purposes, policies, and procedures by which the Educational Advisory Council shall be organized to give advice and counsel to the Chancellor and the Board.

Section 303. Other Powers and Duties. (G.S. 116-33 and G.S. 116-11(13) and (14); Appendix 1 of The UNC Code ) The Board of Trustees shall have such other powers and duties, not inconsistent with provisions of The Code of the University of North Carolina or with applicable provisions of State law, as are specified in the Code or as shall be defined and delegated by the Board of Governors.

#### Article IV.

### AMENDMENT OF BYLAWS

Section 401. Amendment of Bylaws. These bylaws may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of two-thirds of the authorized membership of the Board, provided notice of the substance of the proposed amendment is sent to all trustees ten days prior to the meeting at which the amendment is to be voted upon.

Section 402. Subordination to applicable state statutes and University Code. To the extent that any of these bylaws may be inconsistent with applicable law or *The Code* of the University of North Carolina, as amended from time to time, the statute and/or *Code* shall control, except where inconsistent, wherein the applicable statute shall control.

Adopted December 6, 1985  
Amended December 2, 1988  
Amended May 26, 1989  
Amended March 3, 2000  
Amended September 28, 2001  
Amended December 2, 2005  
Amended March 2, 2007 effective July 1, 2007  
Amended September 14, 2007