

**BYLAWS OF THE
THE UNIVERSITY OF THE VIRGIN ISLANDS**

(Amended By The Board Of Trustees On October 25, 1997, August 5, 1999, March 4, 2000,
February 12, 2004, June 19, 2004, March 12, 2005, June 24, 2006,
March 14, 2009, October 29, 2011, October 26, 2013, March 5, 2016 and March 4, 2017)

ARTICLE I - SCOPE OF BYLAWS

These Bylaws govern the internal affairs of the Board of Trustees ("Board") of the University of the Virgin Islands ("University") and the University of the Virgin Islands Fund ("Fund") and are authorized by Acts Nos. 851 and 852, approved on March 16, 1962. (The provisions of Act Nos. 851 and 852 are set forth in the Virgin Islands Code as Chapters 33 and 35, respectively, of Title 17).¹

Under the provisions of Title 17, Chapters 33 and 35, the Board serves in a dual capacity:

- (a) As a body politic and corporate for the purpose of exercising general management and control of the affairs of the University (17 V.I.C. Section 453); and
- (b) As a body politic and corporate for the purpose of managing and exercising the powers conferred upon the Fund (17 V.I.C. Section 492).

Pursuant to Title 17, Section 493, the Fund is specifically authorized "to act for or represent the University in any proceeding, action or other cause with respect to the collection, acceptance or disbursement of funds, or the handling or dealing with

¹ All references to Title 17, are to Title 17 of the Virgin Islands Code.

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property, and the University and Fund for all legal purposes and effects under the foregoing specification of authority shall be deemed the same." In view of this identity of the University and the Fund, and the same trustees on the boards of each directing the affairs of both, unless specifically required otherwise by the context, the term "Board" or "Trustees" in these Bylaws refers to the governing authority of either the University or the Fund.

ARTICLE II - TRUSTEES

SECTION 1 - Membership: In accordance with Title 17, Section 455, the Board shall consist of seventeen voting trustees, as follows:

- (a) **Ex-officio:** The Chairman of the Board of Education of the Virgin Islands, the Commissioner of Education of the Virgin Islands and the President of the University ("President") by statute are trustees ex-officio with full rights to speak and to vote at Board meetings, except as otherwise limited by Article III, Section 8 of these Bylaws.
- (b) **Public Members:** Nine public members shall serve on the Board, who have been appointed by the Governor with the advice and consent of the Legislature. *(Amended by BOT on June 19, 2004).*
 - (i) **Residency:** At least five of the public members shall be

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residents of the U.S. Virgin Islands. *(Amended by BOT on June 19, 2004).*

- (ii) **Terms:** The term of each public member shall be five years.
 - (iii) **Vacancy:** Any person appointed to fill a vacancy occurring prior to the expiration of the term for which his or her predecessor was appointed shall be appointed only for the remainder of such term.
 - (iv) **Appointment and Qualification of Successor:** Each public member shall serve until the appointment and qualification of his or her successor unless he or she sooner resigns or is removed for cause.
- (c) **Trustees Elected by the Board:** Two members of the Board shall be elected by the Board.
- (i) **Residents of the V.I.:** At least one of the two members shall be a resident of the U.S. Virgin Islands.
 - (ii) **Terms:** The term of these elected trustees shall be five years.
 - (iii) **Appointment of Successor:** An elected Board member shall serve until the appointment by the Board of his or her successor unless he or she sooner resigns or is removed for

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cause by the Board.

(d) **Trustees Elected by the Student Body and Teaching**

Faculty: One member of the Board shall be elected by the student body, and one shall be elected by the teaching faculty of the University.

(i) **Student Trustee:** The student trustee shall be a voting member of the Board, a resident of the U.S. Virgin Islands, enrolled full-time, in good standing with the University and elected by the student body of the University.

(ii) **Faculty Trustee:** The faculty trustee shall be a voting member of the Board and shall be a full-time teaching faculty member elected by the teaching faculty of the University.
(Amended by BOT on June 19, 2004).

(iii) **Tenure:** The tenure of the student trustee and the faculty trustee on the Board shall be one year, commencing on September 1 of each year. The student trustee shall be either a junior or senior at the time of his or her election to the Board. The student trustee's successors and the faculty trustee's successors on the Board shall be elected alternately from each campus of the University.

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(iv) **Appointment of Successor:** An elected faculty trustee or student trustee shall serve until the appointment by his or her respective constituency of his or her successor, unless he or she sooner resigns, is no longer a full-time teaching faculty member, or is removed for cause by the Board.

(e) **Trustee Elected by the Alumni Association:** One member of the Board shall be elected by the UVI Alumni Association.

(i) **Alumni Trustee:** The alumni trustee shall be a voting member of the Board and shall be elected from among the members of existing alumni association chapters. No chapter shall have two consecutive members on the Board.

(ii) **Tenure:** The tenure of the alumni trustee shall be three years.

(iii) **Appointment of Successor:** An elected alumni trustee shall serve until the appointment by his or her respective constituency of his or her successor, unless he or she sooner resigns, is no longer a member of the alumni association or is removed for cause by the Board.

(New Subsection (e) added by BOT on June 19, 2004).

Section 2 - Resignation:

- (a) **Resignation of Ex-officio or Public Member:** An ex-officio or public member of the Board may resign from the Board at any time provided that notice of such resignation is given to the Governor and to the Board in writing. Such resignation shall take effect from the time of its receipt by the Governor or the Board. (Amended by the BOT on March 12, 2005.
- (b) **Resignation of Student, Faculty or Alumni Association Trustee Or Trustee Elected By the Board:** A trustee elected by the Board, a student trustee, a faculty trustee, or an alumni association trustee may resign from the Board at any time provided that notice of such resignation is given to the Board in writing. Such resignation shall take effect upon its receipt by the Board. (*Amended by BOT on June 19, 2004 and March 12, 2005*).

Section 3 - Removal of Public Member: The Board may, by a vote of a majority of its members, request the Governor to terminate the appointment of one or more of its public members because of lack of interest or for other cause, and to nominate a successor.

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Section 4 - Powers: The Board shall have all powers customarily exercised by the governing board of trustees of a college or university including, by way of illustration but not in limitation of such powers, the following:

- (a) **General Management:** For the purpose of exercising general management and control of the affairs of the University, all of the powers set forth in Title 17, Section 454.
- (b) **Enact Bylaws, Rules and Regulations:** To enact these Bylaws and enact rules and regulations for the conduct of its business and the government of the University, and to amend the same when necessary.
- (c) **Adopt A Seal:** To adopt a seal and, when necessary, alter the same.
- (d) **Designate Sureties And Bonds:** To designate the sureties and bonds required of its officers, employees and agents.
- (e) **Borrow Money:** To authorize the borrowing of money for capital projects and improvements under terms agreeable to the Board.

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- (f) **Fix Tuition:** To fix tuition and other fees.
- (g) **To Receive Reports on Appointments Or
Removal:** In accordance with Title 17, Section 457,
to receive reports from the President of the University
regarding the appointment or removal of executive
University personnel by the President. Executive
University personnel is defined as the President or an
individual is responsible for the management and
supervision of a large component of the institution;
and who primarily supervises administrative,
managerial, and professional personnel. *(Amended
by BOT on June 19, 2004).*
- (h) **Authorize the Execution of Contracts:** To
authorize the execution of contracts that are more
significant in purpose or cost than the contracts
ordinarily entered into by the University in the ordinary
course of business.
- (i) **Establish Academic Requirements:** To establish
and approve the requirements for academic degrees,
including honorary degrees, as are common to

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universities. (*Amended by the BOT on March 12, 2005*).

- (j) **Lease or Dispose of Real Property:** To authorize the lease, sale, mortgage or disposition of any real property which comes into possession of the University.

Section 5 - Limitations: The Board shall not adopt nor permit standards of admission to the University that do not apply equally and upon the same basis to all qualified applicants for admission to the University.

ARTICLE III - MEETINGS

Section 1 - Board Meetings: In accordance with Title 17, Section 456, the Board shall meet at least twice annually. The Board shall hold the following meetings:

- (a) **Annual Meetings:** The Annual Meeting shall be held on or about the 1st day of June of each year, or on such other date as the Board may designate, for the purpose of electing officers of the Board and the transaction of such business as may come before the meeting.
- (b) **Regular Meetings:** Regular meetings shall be held on such dates

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as the Board may designate, for the transaction of such business as may come before the meeting.

- (c) **Special Meetings:** A special meeting may be called by the Chairman or by any three trustees for such purposes as are specified in the call of the meeting.
- (d) **Teleconferencing:** Annual meetings, regular meetings and special meetings may be held via telephone conference call, video teleconferencing or other means of communication that, in the judgment of the Chair, allows all trustees to participate, speak and be heard by each other without being physically present in one location; the official place and time of the meeting, nevertheless, shall be the place and time designated in the notice of the meeting. Proxy voting by any member of the Board of Trustees is not authorized. *(Amended by BOT on March 12, 2005).*

Section 2 - Place of Meetings: Board meetings may be held at such place or places as may be determined by the Board.

Section 3 - Rules: General parliamentary rules such as Roberts Rules of Order,

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as modified by rules and regulations of the Board, shall be observed in conducting meetings of the Board.

Section 4 - Quorum: A quorum shall consist of a majority of the trustees.

(Amended by BOT on March 4, 2017).

(a) **Actions Taken by Quorum:** All actions taken by vote of a majority of those trustees present when a quorum has been established shall constitute action by the Board except with regard to matters expressly requiring an affirmative vote of the majority of the membership.

(b) **Unanimous Written Consent:** Unanimous written consent of the membership of the Board to any action shall have the same effect as a vote of the membership at a meeting duly called and held. Proxy voting by any member of the Board of Trustees is not authorized. *(Amended by BOT on March 12, 2005).*

Section 5 - Notice of Meetings:

(a) Advance written notice of all annual, regular and special meetings of the Board shall be sent out by the Secretary or on the secretary's behalf to each member of

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the Board by delivering written notice personally, by mail, facsimile, email or by telegram so as to reach each trustee at his or her last known address at least ten days prior to the date of the meeting. Notice shall also be given to the public of all meetings of the Board by the posting of notice on the University's website, and in the library on each campus at least ten calendar days prior to the date of each Board meeting. (Amended by BOT June 24, 2006).

- (b) An agenda may but need not be included with the written notice to each board member or with the notice posted on the University's website, and in the library on each campus. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, facsimile or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or the notice is transmitted by facsimile or email. Every notice of a meeting of the Board shall state the time and place of such meeting, and whether all or any portion of the meeting is planned to be open or closed to the public. In the event a portion of the meeting is to be closed, then the notice must specify the reasons for the closure, but neither the business to be transacted at, nor the purpose of, such meeting need be specified in the notice of such meeting, unless specifically required by law, the Board, or these Bylaws. (Amended by BOT on June 19, 2004, and June 24, 2006).

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Section 6 - Waiver of Notice: Anything in these Bylaws or in any resolution adopted by the Board to the contrary notwithstanding, whenever any notice is required to be given to any trustee of any meeting of the Board for any purpose by these Bylaws, or by law, a written waiver of notice, signed before or after the meeting by the trustee or trustees entitled to such notice, shall be equivalent to the giving of such notice. The attendance of any trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the waiver of notice of any meeting, unless specifically required by law.

Section 7 - Minutes: Minutes shall be kept of the proceedings at each Board meeting. Prior to the final approval, publication and filing of these minutes, draft copies shall be sent to each trustee, and each trustee shall be given an opportunity to record his or her agreement or disagreement with the draft at the next meeting of the Board.

Section 8 - Conflict of Interest: In accordance with Title 17, Section 469 of the

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Virgin Islands Code, and the Conflict of Interest and Disclosure Policy of the Board of Trustees of the University of the Virgin Islands, as may be amended from time to time, a Trustee has a conflict of interest if he or she acquires a personal interest, direct or indirect, in any project or in any property included or planned to be included in any project, or in any contract or proposed contract relating to any project or receives a substantial benefit from or has a substantial business interest in any organization that does business with the University. Pursuant to the Conflict of Interest and Disclosure Policy of the Board of Trustees of the University of the Virgin Islands, disclosure, abstention and annual reporting rules are established to govern a Trustee's conflict with the proper discharge of his or her duties in the public interest, and his or her responsibilities as prescribed in the laws of the Virgin Islands. *(Amended by BOT on March 12, 2005).*

ARTICLE IV - OFFICERS OF THE BOARD

Section 1 - Officers: The officers of the Board shall consist of a Chair, Vice Chair, Secretary to the Board, and such other officers as the Board may wish to elect, at the annual meeting of the Board. The President shall serve ex-officio as the Secretary to the Board. In case of a vacancy in the officers of the Board, an election will be held to fill such vacancy at the next meeting of the Board provided that notice of such

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election has been given in the call of the meeting.

Section 2 - Chair: The duties of the Chair of the Board shall be as follows:

- (a) **Preside at Meetings:** To preside at all meetings of the Board;
- (b) **Sign Diplomas and Certificates:** Together with the President, to sign all diplomas;
- (c) **Ex-officio Member:** To be an ex-officio member of all Board committees;
- (d) **Prepare Agenda:** To prepare the agenda for each Board meeting with the assistance of the President;
- (e) **Execute Contract:** To execute all contracts authorized by the Board that require his or her signature;
- (f) **Appoint Committee Chairs:** To appoint the members of the standing committees of the Board and designate the chairs and vice-chair thereof, the vice chair in the case of the Audit Committee. Notwithstanding the Board Chair's power of appointment herein, with respect to the Audit Committee, the members, vice chair, and chair thereof shall be qualified and appointed in conformity with Article VI, Section 1(h) hereof;

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(Amended by BOT on March 4, 2017).

- (g) **General Charge of Business:** To have general charge of the business of the Board between meetings.

(Amended by BOT on March 14, 2009).

Section 3 - Vice Chair: The Vice-Chair shall perform the duties and exercise the powers of the Chair during the latter's absence from Board meetings or as a result of disability.

Section 4 - Secretary to the Board: The duties of the Secretary to the Board shall be as follows:

- (a) **Attend Meetings:** To attend all meetings of the Board and to attest to resolutions adopted by the Board at such meetings;
- (b) **Ex-Officio Service on Standing Committees:** To serve as an ex-officio member of all standing committees of the Board, as referenced in Article VI, Section 1 hereof. (Added by the BOT on March 12, 2005).
- (c) **Preserve Books:** To preserve in the books and records of the University minutes of the proceedings of each meeting;
- (d) **Custodian of Minutes:** To be custodian of the minutes of all Board and committee meetings;

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- (e) **Send out Notices:** To send out notices of Board meetings and minutes thereof;
- (f) **Notify Persons:** To notify all persons concerned of the actions of the Board which require such notice;
- (g) **File And Protect Bonds And Sureties:** To see that all bonds and sureties required by the Board are filed and protected;
- (h) **Temporary Secretary:** In the absence or disability of the Secretary to the Board, the Board shall elect a temporary secretary.

Section 5 - Resignations: Any Board officer may resign from office at any time by giving written notice to the Board, the Chair, or the Secretary to the Board. Any such resignation shall take effect on the date of receipt of such notice by the Board or at any later time therein specified; and, unless otherwise specified, need not be accepted by the Board to be effective.

Section 6 - Removal: Any Board officer may be removed from office by the Board by resolution adopted at any meeting of the Board.

ARTICLE V - CORPORATE OFFICERS OF THE UNIVERSITY

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Section 1 - Officers: In addition to the Chair, Vice Chair and Secretary to the Board, the officers of the University shall be the President, the Provost, the Vice Presidents, and the Internal Auditor. The Vice President for Administration and Finance shall be the corporate Secretary/Treasurer of the University.

Section 2 - President: The Board shall elect by majority vote of its membership the President of the University who shall be its chief executive officer. He or she shall continue in office in accordance with the terms of his or her appointment as determined by the Board.

- (a) **Vacancy:** In the event the position of President becomes vacant, the Provost shall serve as Acting President unless or until the Board shall elect at the Annual Meeting of the Board, or at a regular or special meeting, an Acting President to serve until such time as a permanent replacement may be appointed. *(Amended by BOT on June 19, 2004).*
- (b) **Responsibilities of the President:** The responsibilities of the President shall be as follows:
 - (i) **Execute Policies and Directives:** To execute the policies and directives of the Board;
 - (ii) **Appointment and Removal of Personnel:** To appoint and

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remove all University officers, excluding officers of the Board but including Vice Presidents and other University personnel, in accordance with policies, rules and regulations promulgated by the Board subject, however, to the limitations set forth in Section 4 of this Article;

- (iii) **Assign Duties and Responsibilities:** To assign duties and responsibilities to University personnel subject, however, to the limitations set forth in Section 4 of this Article;

- (iv) **Official Medium:** To be the official spokesperson for the University among the Board, the faculty, the student body, the executive and legislative branches of the Government of the Virgin Islands, and the general public;

- (v) **Annual Report:** To make an annual report to the Board on the work and condition of the University and to present such special reports, surveys and proposals to the Board as the President may be directed to prepare or as he or she may deem appropriate;

- (vi) **Confer Diplomas:** Upon certification by the faculty and the Provost of satisfaction of the requirements for academic

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degrees, to sign diplomas and confer degrees; *(Amended by BOT on June 19, 2004).*

- (vii) **Execute Deeds, Etc.:** To execute such deeds, releases, notes, obligations and contracts as the Board may authorize or direct;
- (viii) **Recommend Rules and Regulations:** To recommend for adoption by the Board such rules and regulations for the University as he or she deems appropriate;
- (ix) **Prepare Annual Budget:** To prepare for approval by the Board and submission to the Legislature annual budgets of both capital funds and current expenses together with such explanatory materials as will justify these budgets;
- (x) **Bring Suit and Defend:** To retain legal counsel to bring suit on behalf of and to defend suits brought against the University, and to compromise or settle the same.

(Amended by BOT on March 14, 2009).

Section 3 - Secretary/Treasurer:

- (a) **Duties of The Secretary/Treasurer:** The duties of the Secretary/Treasurer shall be as follows:
 - (i) **File Bond or Obligation:** To file a bond or obligation in an

amount to be determined by the Board for the faithful performance of the duties of his or her office;

- (ii) **To Handle Receipts, Deposits, Etc.:** To have general charge, subject to the policies of the Board, of the receipts, deposits, investments, disbursements and accounting of the University and the Fund;
- (iii) **Compliance With Title 17, Section 494:** To comply with Title 17, Section 494 and deposit funds appropriated by the Legislature in an account maintained by the University and administered in accordance with procedures established by the Commissioner of Finance.
- (iv) **Render Quarterly Financial Reports:** To render timely financial reports through the President to the Board as well as such other reports as the Board, the President or the Legislature may require;
- (v) **Prepare Annual Budget:** To assist the President in the preparation of the annual budget and to take the necessary steps to insure that actual expenditures do not exceed budgeted amounts without Board approval;
- (vi) **Preserve Records of Financial Transactions:** To

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preserve a complete record of all financial transactions;

- (vii) **Corporate Seal:** To have custody of the Seal of the University;
- (viii) **Comprehensive Audit:** To ensure, with the Board of Trustees, that an annual independent, comprehensive financial audit is conducted. (Added by BOT on March 12, 2005).

Section 4 – Internal Auditor: The President shall appoint, as an officer of the University a suitably qualified Internal Auditor, who will be accountable administratively to the President, but who in all other respects will report and be accountable to the Audit Committee provided for herein. Both the appointment and any removal of the Internal Auditor shall require advance consultation with, and the consent of, the Audit Committee; except that such consultation and consent, in the case of the appointment of the first Auditor to be engaged after the effective date of this provision of the Bylaws, shall be with advance consultation with, and with the consent of, the Executive Committee (instead of the Audit Committee). The duties of the Internal Auditor shall be prescribed by the Audit Committee in the charter that it enacts as its first order of business, having due regard for appropriate precedents and guidelines, which charter is subject to ratification by the Board.

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Section 5 - Removal : Without limiting the power of the President to appoint and remove the Vice Presidents, and the Provost, all of whom the President has the power to appoint and remove pursuant to Title 17, Section 457, in accordance with rules and regulations promulgated by the Board of Trustees, any University officer may be removed for cause from the office that he or she occupies, by resolution adopted at any meeting of the Board by vote of a majority of the membership of the Board, but such removal shall be without prejudice to the contract or employment rights, if any, of the person so removed from office. *(Amended by BOT on March 14, 2009).*

Section 6 - Resignations: Any corporate officer of the University may resign at any time by giving written notice to the Board, the Chair or the Secretary to the Board. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein specified; and, unless otherwise specified, need not be accepted by the Board to be effective.

ARTICLE VI - COMMITTEES

Section 1 - Standing Committees: The standing committees of the Board shall be the Executive Committee, the Academic, Research and Student Affairs Committee, the Planning Committee, the Audit Committee, the Buildings and Grounds Committee, the Development Committee, the Finance and Budget Committee and the Governance

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Committee. As set forth in Article IV, Section 4 hereof, the Secretary of the Board shall serve as an ex-officio member of all standing committees of the Board. *(Amended by BOT on February 21, 2004, March 12, 2005, March 14, 2009 and October 26, 2013).*

- (a) **Executive Committee:** Presided over by the Board Chair, and the Vice Chair in the event that the Chair is unavailable, the Executive Committee shall consist of the Chair, Vice Chair, Secretary of the Board and the chairs of all standing Committees. It shall (i) ensure that the Board fulfills its responsibilities; (ii) oversee the University's planning process and progress; (iii) monitor the President's performance and (iv) act on behalf of the full Board in emergencies. The Executive Committee may act for the Board between Board meetings, in the event of emergencies requiring Board action. The Executive Committee shall report to the Board at its next meeting on all actions taken by it, and the Board shall ratify or revoke such actions.
- (b) **Academic, Research and Student Affairs Committee:** The Academic, Research and Student Affairs Committee shall review and recommend programs and personnel policies integral to fulfilling the academic, research and outreach missions of the University and ensuring high quality student life. *(Amended by*

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BOT on February 21, 2004).

- (c) **Buildings and Grounds Committee:** The Buildings and Grounds Committee shall provide broad oversight responsibility for the University's capital development program, land, buildings, and equipment.
- (d) **Development Committee:** The Development Committee shall provide guidance and have oversight of policies for long-term fund raising, annual gift giving, alumni affairs and public relations.
- (e) **Finance and Budget Committee:** The Finance and Budget Committee shall be responsible for: (i) overseeing current financial operations and results; and (ii) ensuring that a viable long-range financial plan for the University is in place and periodically updated.
- (f) **Planning Committee:** The Planning Committee shall ensure that the University engages in continuous long range and strategic planning in fulfilling its mission.
- (g) **Governance Committee:** The Governance Committee shall ensure that the Board's membership and leadership consists of highly qualified and committed individuals; ensure that the regular programs of new trustees and in-service education are maintained; periodically recommend initiatives by which the board shall assess its performance; establish and ensure appropriate standards for the review and assessment of the President's

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performance; and review and propose amendments to the Bylaws for the University. In addition, the Committee shall serve as the Board's agent in reviewing the performance of incumbent trustees and board officers who are eligible for re-election. As often as may be required, the Committee shall identify talents the board needs among its trustees in order to fulfill its responsibilities, assemble a list of qualified candidates for possible nomination to the Board, address board and committee succession planning, honor and recognize retiring trustees, and effectively communicating the committee's responsibilities and achievements, and review the adequacy of the statement of trustee responsibilities as adopted by the Board. *(Added by BOT on March 12, 2005, Amended October 26, 2013).*

- (h) **Audit Committee:** The Audit Committee shall be composed of two outside members who are qualified financial experts, and three members of the Board, at least one of whom is a qualified financial expert. One of the Board members who is qualified financial expert serving as a member of the Audit Committee shall serve as Audit Committee Chair, and the other Board member serving as a member of the Audit Committee shall serve as the Committee's Vice Chair. The duties of the Audit Committee are as follows:
- i. Ensure the integrity of the University's annual financial statements;
 - ii. Ensure compliance with legal and regulatory requirements;
 - iii. Provide oversight and direction of the internal audit function;
 - iv. Coordinate engagements with the external auditor whom the

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- committee may employ, and engagements with the internal, local and federal auditors;
- v. Provide oversight of the University's internal control structure and management practices;
 - vi. Be Knowledgeable of all audit activities involving the University, inform the Board of Trustees and make recommendations when necessary with respect to any matter arising from any audit
 - vii. Monitor compliance with the University's policies and procedures
 - viii. Review with the University's management, independent auditors and any department of the University, the general policies and procedures to reasonably assure the adequacy of internal accounting and financial reporting controls.
 - ix. Perform such duties and responsibilities as directed by the Board

(Amended by BOT on March 14, 2009; further amended March 5, 2016).

Section 2 - Special Committees: From time to time the Board, by resolution, may create special committees to discharge such functions that may not be within the purview of a standing committee of the Board.

Section 3 - Committee Reports and Membership:

- (a) **Report to Board:** All committees shall report to the Board at its regular and special meetings.
- (b) **Committee Members:** In addition to one or more trustees, the standing and special committees of the Board, may include one or more members who are not trustees, provided, however, that a

majority of any committee shall be constituted by members of the Board of Trustees. Persons who serve on the standing and special committees of the Board in an ex-officio capacity shall serve for the duration of their tenure in such capacity. Non-Trustee members who serve on a committee shall serve for a term of three (3) years, unless earlier removed, with or without cause, by a majority of the members of the Board of Trustees.

(Amended by BOT on March 4, 2017).

Section 4 - Committee Meetings:

- (a) **Committee Meetings:** Meetings shall be held on such dates as the committee chair may designate, for the transaction of such business as may come before the committee.
- (b) **Teleconferencing:** Meetings may be held via telephone conference call, video teleconferencing or other means of communication that, in the judgment of the committee chair, allows all members to participate, speak and be heard by each other without being physically present in one location; the official place and time of the meeting, nevertheless, shall be the place and time designated in the notice of the meeting.

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Section 5 - Place Of Meetings: Committee meetings may be held at such place or places as may be determined by the committee chair.

Section 6 - Rules: General parliamentary rules such as Roberts Rules of Order, as may be modified by rules and regulations of the Board, shall be observed in conducting meetings of committees of the Board.

Section 7 - Quorum: A quorum shall consist of a majority of the membership of the committee.

- (a) **Actions Taken By Quorum:** All actions taken by vote of a majority of those members present when a quorum has been established shall constitute action by the committee.
- (b) **Unanimous Written Consent:** Unanimous written consent of the membership of a committee to any action shall have the same effect as a vote of the committee at a meeting duly called and held.

Section 8 - Notice of Meetings:

- (a) Advanced notice of all committee meetings shall be sent out by the committee chair or on the chair's behalf, to each member of the committee by delivering written notice personally, by mail, facsimile, email or by telegram so as to reach each member at his

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or her last known address at least five calendar days prior to the date of the meeting.

Notice shall also be given to the public of all committee meetings by the posting of notice on the University's website, and in the library on each campus at least five calendar days prior to the date of each committee meeting. (*Amended by BOT June 24, 2006*).

- (b) An agenda may but need not be included with the written notice to each Board member. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, email or telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or the notice is transmitted by facsimile or email. Every notice of a meeting shall state the time and place of such meeting, and whether all or any portion of the meeting is planned to be open or closed to the public. In the event a portion of the meeting is to be closed, then the notice must specify the reasons for the closure, but neither the business to be transacted at, nor the purpose of, such meeting need be specified in the notice of such meeting, unless specifically required by the law, the Board, or these bylaws. (*Amended by BOT on June 19, 2004, and on June 24, 2006*).

Section 9 - Waiver of Notice: Anything in these Bylaws or in any resolution

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adopted by the Board to the contrary notwithstanding, whenever any notice is required to be given to any committee member of any meeting for any purpose by these Bylaws, or by law, a written waiver of notice, signed before or after the meeting by a committee member or members entitled to such notice, shall be equivalent to the giving of such notice. The attendance of any member at any committee meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the waiver of notice of any meeting.

ARTICLE VII – FACULTY AND STAFF OF THE UNIVERSITY

Section 1 – Faculty:

- (a) **Composition:** The faculty of the University shall consist of persons in full-time positions with 50% or more teaching and/or research assignment and designated as professors, research professors, associate professors, research associate professors, assistant professors, research assistant professors and professional librarians. Faculty with 50% or more of their assignments in teaching are

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classified as teaching faculty. The faculty may also include other professional staff members determined by the President to hold equivalent rank.

- (b) **Meetings:** The teaching faculty and professional librarians shall meet as often as necessary, but at least once each academic semester. Governance policies and procedures for the teaching faculty and professional librarians are specified in the Faculty Bylaws as included in the Appendix of the Faculty Policy Manual. Policies and procedures for the research faculty are specified in the UVI Human Resources Management Policy Manual.
- (c) **Duties:** The teaching faculty and professional librarians in accordance with the Faculty Bylaws as included in the Appendix of the Faculty Policy Manual, shall have the following powers and duties:
- (i) **Prescribe Requirements for Admission:** To prescribe, subject to approval by the President and the Board, requirements for admission, courses of study and the nature of degrees to be conferred.
- (ii) **Participate in the Establishment of Rules and Regulations:**

To participate in the establishment of academic and administrative rules and regulations and to enforce such rules and regulations with the assistance of the President and the Provost.

(iii) **Recommend Candidates for Degrees:** To recommend to the Board, through the President, candidates for degrees.

(d) **Ranks:** Teaching faculty members are classified in the following order: Professor, Associate Professor, Assistant Professor and Instructor. Research faculty are classified in the following order: Research Professor, Research associate professor and research assistant professor. Provisions concerning the length of initial and continuing employment of teaching and research faculty members in the above ranks are contained in the Faculty Bylaws as included in the Appendix of the Faculty Policy Manual and the UVI Human Resources Management Policy Manual respectively. The Board may from time to time modify these provisions as the Board deems necessary.

(e) **Termination of Tenure and Non-Tenure Faculty:** Provisions for the termination or suspension for cause of teaching faculty members holding tenure or non-tenure positions are contained in

the Faculty Bylaws as included in the Appendix of the Faculty Policy Manual and for research faculty in the UVI Human Resources Management Policy Manual. The Board may from time to time modify these provisions as the Board deems necessary.

Section 2 – Staff:

- (a) **Classifications:** University staff classifications are as specified in the UVI Human Resources Management Policy Manual.
- (b) **Governing Document:** Staff governance policies and procedures are specified in the UVI Human Resources Management Policy Manual. *(Art. VII, Sec. 2 added by the BOT on June 19, 2004).*

Section 3 - Salary Schedule for Faculty and Staff: The salary schedule for the remuneration of University personnel, after receipt of the recommendation of the President, shall be reviewed, modified or adopted by the Board as often as may be necessary.

Section 4 - Fringe Benefits for Faculty and Staff: The Board shall establish policies governing such employee benefits as a retirement plan, sabbatical policy and health insurance for University personnel and they shall be reviewed and modified as often as may be necessary. *(Article VII amended by BOT on June 19, 2004).*

ARTICLE VIII - INDEMNIFICATION

The University shall indemnify its trustees and officers for judgments, fines (whether civil, criminal, administrative, or investigative), amounts paid in settlements, costs, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of any action or proceeding or any appeal or collateral proceeding in connection therewith, arising out of the discharge of their duties as trustees or officers. A trustee or officer may receive the indemnification provided under this section for any actual or alleged error or misstatement or misleading statement or act or omission in the discharge of his or her duties, or any matter claimed against him or her solely by reason of his or her being an officer or trustee, except for his or her own willful acts of misconduct (such as fraud or dishonesty) or gross negligence. The termination of any action, suit, or proceeding by judgment, order, settlement, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the officer or trustee engaged in a willful act of misconduct or gross negligence.

ARTICLE IX - AMENDMENTS

These Bylaws may be altered, amended, repealed or new bylaws adopted at any meeting of the Board by a two-thirds vote of the members of the Board provided that the proposed amendments to be acted upon at any meeting shall have been submitted to

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the trustees in writing as a part of the call of the meeting. (*Amended by the BOT on
March 12, 2005*).