

**REVISED AND RESTATED
BYLAWS
THE BOARD OF VISITORS**

**WINSTON-SALEM STATE UNIVERSITY
WINSTON-SALEM, NORTH CAROLINA**

ARTICLE I – ORGANIZATION AND DURATION

1. There is hereby created an unincorporated association to be known as the Board of Visitors.
2. The association shall continue in existence at the pleasure of the Board of Trustees.

ARTICLE II – PURPOSE AND FUNCTIONS

1. The Board of Visitors shall be an advisory organization of the university.
2. In this role, the association shall have the following functions:
 - a. To advise the Board of Trustees and the Chancellor on matters related to maintaining and enhancing the quality and excellence of Winston-Salem State University.
 - b. To assist the university in achieving its mission.
 - c. To provide feedback to the Chancellor, Vice Chancellors, and Deans of the major academic units on matters including, but not limited to, program development, curriculum development, student development, employment opportunities for graduates, institutional partnership opportunities, etc.
 - d. To assist Winston-Salem State University in fund raising and obtaining needed resources for the continued enhancement of the university.
 - e. To serve as advocates for the university in the larger community of county, state, region and nation.

ARTICLE III – MEMBERSHIP

1. The Board of Visitors members shall be selected from a local, regional and national perspective based on the following criteria:
 - a. Their knowledge and experiences in specific academic fields or with broad expertise.
 - b. Their ability to influence financial support.

- c. Willingness to give time and commitment to Winston-Salem State University.
2. Members shall be elected to the Board of Visitors by the Board of Trustees. Nominations to the Board of Visitors may be made by the members of the Board of Visitors, members of the Board of Trustees, Cabinet members or Deans of the major academic units of the university and the Chancellor to the Nominating Committee of the Board of Visitors. The Nominating Committee will submit recommendations to the Board of Trustees.
3. The number of members shall be determined by the Academic Affairs Committee of the Board of Trustees after consultation with the Chancellor, the Vice Chancellor for Academic Affairs, and the Vice Chancellor for Advancement. The Chancellor, at his discretion, may recommend up to three additional members each year.
4. Effective January 1, 2004, members of the Board will be appointed for staggered terms with one-third of the members serving a one-year term, one-third of the members serving a two-year term and one-third serving a three-year term. The chair of the Board of Visitors shall make the determination for selection of members for specific terms. Thereafter, all members shall be appointed to a three-year term.
5. Any vacancy in the board shall be filled for the balance of the unexpired term by the Chancellor.

ARTICLE IV – OFFICERS

1. There shall be a Chairperson, a Vice Chairperson, and a Secretary of the Board of Visitors. A member of the Winston-Salem State University staff will be appointed by the Chancellor to provide secretarial support for the Secretary of the Board of Visitors.
2. The officers of the Board of Visitors shall be elected at each annual meeting by the members on nomination of the Nominating Committee of the Board of Visitors after consultation with the Chancellor.
3. Such officers shall serve a one-year term following their election and shall be eligible for reelection for one additional term. Any vacancy in an office shall be filled for the balance of the unexpired term by the members on nomination of the Nominating Committee of the Board of Visitors after consultation with the Chancellor.

ARTICLE V - COMMITTEES

1. COMMITTEES GENERALLY

- (a) Appointment Of Committees
The Chairman of the Board of Visitors shall appoint all committees.
- (b) Chairman As Ex-Officio Committee Member
The Chairman of the Board of Visitors shall be Chairman of the Executive Committee and an ex-officio member of each committee
- (c) Standing Committees
The standing committees of the Board of Visitors shall be the Technology Committee, the Academic Affairs Committee, the Student Affairs Committee, the Advancement and Marketing Committee, and the Executive Committee.
- (d) Referral Of Matters To Standing Committees
All matters presented to the Board of Visitors, except matters of routine business, which come within the sphere of interest or activity of any standing committee of the Board, shall be submitted by the Board to the appropriate standing committee for investigation and report. All matters of other than routine business, which do not come within the sphere of interest or activity of any standing committee of the Board may be submitted by the Board to a special committee for investigation and report in advance of any action thereon by the Board. The Board may proceed to consider any matter without referring it to a standing or special committee if immediate consideration by the Board is deemed appropriate or necessary. The reports and recommendations of standing and special committees shall be submitted to the Board in writing.
- (e) Special Committees
Special committees may be created by the Board of Visitors or the Chairman of the Board to perform specific functions not requiring the continuous existence of a committee. The size, function, and procedures of special committees shall be determined either by majority vote of the Board or by the Chairman of the Board. The Chairman and members of a special committee shall be appointed by the Chairman of the Board from the membership of the Board unless the Board otherwise provides. Special committees shall

cease to exist when their functions have been discharged; however, every special committee shall cease to exist one year after the date of its creation, unless continued by affirmative action of the Board or the Chairman of the Board.

(f) Substitution of Committees

The Board may, at its discretion, authorize any of its committees to act in its stead in any and all matters that the Board may direct.

2. POWERS AND DUTIES OF THE STANDING COMMITTEES

- (a) The Executive Committee shall function as a policy advisory committee to the Chancellor on all matters that require action between regularly scheduled meetings of the Board.
- (b) All other standing committees shall meet with the Vice Chancellor of the Division of the University with authority for the committee's area, bi-monthly or at such other times as the chair of the committee or university administration may require. The committees shall report to the full Board of Visitors on its meetings with the Vice-Chancellors and may recommend to the full Board or to the Executive Committee activities that the Board of Visitors should take to foster the University's mission. The committees may also make recommendations for submission to the Chancellor or the Board of Trustees.

ARTICLE VI – MEETINGS

- 1. Meetings of the Board of Visitors shall be called by its Chairperson in consultation with the Chancellor.
- 2. There shall be at least two meetings each year, in October and April on the first Friday of those months.
- 3. Other meetings may be held at any time and place specified in the call of the meeting.
- 4. Members of the Board of Trustees may attend and participate in all meetings of the Board of Visitors.

ARTICLE VII – AMENDMENTS

- 1. These bylaws may be amended at any time by action of the Board of Trustees.

2. Amendments may be made by the Board of Trustees on its own initiative or in response to recommendations made by the Chancellor or suggestions made by the Board of Visitors.

History

Original Adopted: April 23, 1998

1st Revision: July 25, 2000

Current Revision:

Approved--Board of Visitors: November 5, 2003

Adopted--Board of Trustees: March 19, 2004