



By-Laws

The Board of Trustees of East Carolina University by action at a meeting held on March 18, 1994, established the ECU Board of Visitors as follows:

ARTICLE I: Organization and Duration

1. There is hereby created an unincorporated association to be known as the EAST CAROLINA UNIVERSITY BOARD OF VISITORS.
2. The association shall continue in existence at the pleasure of the East Carolina University Board of Trustees.

ARTICLE II Purpose and Functions

1. The EAST CAROLINA UNIVERSITY BOARD OF VISITORS shall be a service organization of East Carolina University.
2. In this role, the association shall have the following functions:
 - a. to educate members concerning the mission, programs, accomplishments, needs and aspirations of East Carolina University, and to assist in communicating and promoting them to the general public, governing bodies and other specific constituencies as requested by the Chancellor and the Board of Trustees, and;
 - b. to help keep the Board of Trustees and the Chancellor informed of the attitudes, opinions, concerns and expectations of alumni, supporters and stakeholders, with respect to East Carolina University; and
 - c. to energize and develop sustained personal support of and engagement in the programs and activities of ECU; and
 - d. to assist the Board of Trustees and Chancellor on special projects as may be delegated to this association from time to time.

ARTICLE III Membership

1. The EAST CAROLINA UNIVERSITY BOARD OF VISITORS shall consist of no less than forty (40) and more than sixty (60) appointed members and eight ex-officio members with full participatory privileges, to include:
 - A member of the ECU Board of Trustees
 - Chancellor
 - Chair of the ECU Alumni Association, or designee
 - Chair of the ECU Foundation, or designee
 - President of the ECU Educational Foundation (Pirate Club), or designee
 - Chairman of the ECU Medical and Health Sciences Foundation, or designee
 - Mayor of the City of Greenville, or designee
 - Chairperson, Pitt County Board of County Commissioners, or designee

2. There shall be but one qualification for membership in the association: a willingness to help East Carolina University fulfill its general, educational, research, and service missions to maximize student success, serve the public and lead regional transformation.

Special consideration will be given to applicants that are ECU alumni and/or supporters of Pirate Nation. Board candidates should be familiar with and supportive of the mission, vision and values of the University. Candidates should show a commitment to all levels of diversity and inclusiveness and must be able to demonstrate strategic thinking and dedication to the core values, programs and activities of East Carolina University.

3. Members shall be appointed to the association by the Board of Trustees upon recommendation by the Chancellor. Nominations will be solicited from the Board of Trustees, the Board of Visitors, the Chancellor and the Chancellor's Executive Council.
 - a. The Executive Committee of the Board of Visitors will review nominations and will forward a formal slate of nominees to the Chancellor for consideration.
4. As terms expire, members shall be appointed annually before the July meeting of the Board of Trustees.
 - a. Each appointed member will serve one four 4) year term ending June 30th of the appropriate year.

- b. Any person initially appointed for less than a four (4) year term is immediately eligible for re-election to a four (4) year term.
 - c. All outgoing members will be eligible for reappointment to a second consecutive four (4) year term.
 - d. After the 2nd term, the member will be ineligible for re-election for a period of one year.
 - e. Any vacancy that occurs in the membership shall be filled for the balance of the unexpired term in the manner specified in paragraph 3 of this Article.
5. Upon the conclusion of a term of service on the ECU Board of Visitors, any member who has served in the capacity of Chair will be designated as an emeritus(a) member. Members Emeritus(a) will serve in an ex-officio capacity of the ECU Board of Visitors in perpetuity. This action will increase the total membership of the ECU Board of Visitors in accordance with the number of members holding emeritus(a) status. Attendance requirements do not apply to emeritus members.
6. There are attendance and philanthropic expectations associated with membership on the Board of Visitors.
- a. If a member fails to be present for three (3) successive regular meetings of the Board of Visitors, unless excused by the Chair, his/her place as a member shall be deemed vacant.
 - b. Members may attend telephonically.
 - c. One meeting out of every 3 rolling meetings must be physically attended, or his/her place as a member shall be deemed vacant.
 - d. In addition, if any member fails to meet the philanthropic giving requirement for the Access Scholarships in the amount of \$500 annually, his/her place as a member shall also be deemed vacant.
7. Vacancies in membership may be declared by the Board of Trustees for any cause determined by the Board at their discretion.

ARTICLE IV: Officers

1. There shall be a Chair, a Vice Chair, and a Secretary of the association.
2. The officers of the association shall be appointed each July by the Board of Trustees on nomination by the Chancellor and upon recommendation of the full association.

3. Such officers shall serve until June 30 of the year following their appointment as officers. An officer may be re-appointed for a second one-year term. Any vacancy in an office shall be filled for the balance of the unexpired term in the manner specified in Article VI herein.

ARTICLE V: Meetings

1. Meetings of the association shall be called by its Chairman in consultation with the Chancellor, and shall normally occur three times a calendar year, with the calendar set in advance of June 30th of each year.

ARTICLE VI: Nominations

1. The association shall have a standing permanent committee known as the Nominating Committee.
2. The Nominating Committee of the association operates subject to the overall by-laws of the ECU Board of Visitors.
3. The Nominating Committee of the association will nominate Members to serve on the Board of Visitors, as well as the Officers of the association.
4. The Nominating Committee will consist of 5 members of the Board of Visitors, appointed by the Executive Committee of the Board of Visitors. Each Board of Visitors officer shall appoint 1 member each, and the remaining 2 members will be appointed by a majority of the officers.
5. Term of Service:
 - a. The Nominating Committee will serve a one-year term and may be re-appointed to a second one-year term.
 - b. If a Member of the Nominating Committee is elected to serve as an Officer of the Board of Visitors, their position on the Nominating Committee is terminated. The unexpired term will be filled by an appointment made by the remaining 4 members of the Nominating Committee.
6. Scope of Work: The Nominating Committee will perform the following functions:
 - (A) Membership of the Board of Visitors
 - i. Solicit from current members of the Board of Visitors, the Board of Trustees, and the Chancellor's Executive Council, nominations for individuals to serve as a Member of the Board of Visitors.

- ii. Review all nominations for service as a Member of the Board of Visitors.
 - a. Nominations shall be reviewed, and their qualifications and desire to serve will be assessed.
 - b. In selecting candidates for membership, the Nominating Committee shall consider demographic diversity, including, but not limited to geographic location, race, and gender, as well as representation by alumni from each of the University's academic units.
- iii. Manage and revise the Nominations Forms utilized in the nominations process.
 - a. Proposed revisions to the forms will be reviewed and approved by the Executive Committee and approved by the full Membership at its next meeting.
- iv. Maintain a database of potential candidates for membership.
- v. Make recommendations to the Board of Trustees for appointments to the Board of Visitors
 - a. Appointment slate is due to the Board of Trustees prior to their April meeting each year.

B. Officer Nomination Process

- a. The association's Nominating Committee shall, at the direction of the Chair of the association, solicit nominations for the Officer positions.
- b. Nominations will be solicited from the membership of the Board of Visitors for the positions of Chair, Vice Chair and Secretary of the Board of Visitors. Nominators should consider members who have demonstrated proven leadership, active participation, knowledge of the mission and aspirations of ECU and diversity of age, gender, ethnicity and geography.
- c. Candidates for office must have completed a minimum of two (2) years of service on the Board of Visitors.
- d. Nominations will be vetted thoroughly by the Nominating Committee, including, but not limited to, interviews with prospective candidates and assessing involvement from the membership.
- e. One month prior to the Spring meeting, the slate of recommendations from the Nominating Committee will be sent to the membership of the Board of Visitors for review.
- f. At the Spring meeting of the association, a formal vote will take place on the slate of officers to recommend to the Chancellor and to the Board of Trustees.

- g. Voting on this item will follow the protocol and parliamentary procedures stipulated in Robert's Rules of Order.
- h. Voting will occur via a written ballot, which shall permit nominations from the floor. If a member is attending telephonically, his/her vote will be recorded verbally in the open meeting.
- i. The elected Officers shall be sent to the Chancellor for concurrence and submission to the Board of Trustees.

ARTICLE VII Amendments

1. This Charter 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 suggestions made by the Chancellor or by the association.

AMENDMENTS MADE TO THE BYLAWS

1. The East Carolina University Board of Visitors be expanded by ten members and set appointments be made at the next appointment cycle.

Approved by the Board of Trustees on December 6, 1996.

2. Article III, 4. Changed the word "ten" deleted and the sentence read, "As terms expire, members shall be appointed annually at the July meeting of the Board of Trustees.

Authorized by Dr. James LeRoy Smith, Assistant Secretary, East Carolina University Board of Trustees February 1, 1999.

3. The suspension of the Board of Visitors Charter stipulation that Board of Visitors be elected in July so that we can conduct that election today and also that we hereby modify that charter to indicate that such elections take place prior to July 1st of each year.

Approved by the Board of Trustees on May 14, 1999.

4. Upon the conclusion of a term of service on the ECU Board of Visitors, any member who has served in the capacity of Chair will be designated as an emeritus(a) member. Members Emeritus(a) will serve in an ex-officio capacity of the ECU Board of Visitors in perpetuity. In the event the person is appointed to a subsequent term by regular appointment, emeritus(a) status will be held in abeyance pending conclusion of the regular term. This action will increase the total membership of the ECU Board of Visitors in accordance with the number of members holding emeritus(a) status.

Approved by the Board of Trustees on December 16, 2005.

5. If for any reason other than ill health or service in the interest of the State or nation, a member fails to be physically present for three (3) successive regular meetings of the Board of Visitors, his/her place as a member shall be deemed vacant.

Approved by the Board of Trustees on July 25, 2006.

6. Expanded the board from 50 to 60 members. In addition, allowed outgoing members to be elected to a 2nd consecutive four year term.

Approved by the Board of Trustees on February 26, 2010.

7. Expanded the board from 60 to 70 members

Approved by the Board of Trustees on February 14, 2014

8. There are attendance and philanthropic expectations associated with membership on the Board of Visitors. If for any reason other than ill health or service in the interest of the State or nation, a member fails to be physically present for three (3) successive regular meetings of the Board of Visitors, his/her place as a member shall be deemed vacant. In addition, if any member fails to meet the philanthropic giving requirement in the amount of \$500 annually, his/her place as a member shall also be deemed vacant.

Approved by the Board of Trustees on July 15, 2016

9. Revised Article II - Expand the definition of the purpose and functions of the BOV. This revision ties the purpose and function of the BOV with the ECU Strategic Plan and more clearly defines what the membership should "do" as members, while still allowing the Chancellor and Board of Trustees the flexibility to use the BOV as needed strategically

Revised Article III – Membership – The membership of the BOV is going from 60 to 40 appointed members. That reduction will happen over the course of the next 2-3 years through natural attrition (no one will be asked to step down or vacate their seat). There is also a revision to modify the number of ex-officio members from 9 to 6, keeping the Chancellor, the Board of Trustee representative, and representatives from each of the four university foundations.

Revised Article III – Term Limits. BOV member's term limits are now 2 years. A BOV member could be appointed to one two year term, then be eligible for reappointment to a 2nd two year term, for a total of 4 years of service.

Revised Article IV – Officer Nomination Process. This section includes the steps this body would take to recommend a slate of officers to the Board of Trustees. This

would include using a nomination committee of the BOV and assessing leadership nominations from the entire BOV. The BOV would formally vote on a slate of officers to recommend to the Trustees at their spring meeting.

Approved by the Board of Trustees on November 2, 2018

10. Established a set of "bylaws." The Charter will continue to exist in its original form, as approved on March 18, 1994. All subsequent changes made to that document, are now encapsulated in a second document entitled "Amended and Revised By-Laws," to which all changes are applied.

Amended the size of the membership from no less than 40 appointed members to "no more than 60 appointed members."

Reinstated the Mayor of the City of Greenville or designee and the Pitt County Commissioners designee to the ex-officio membership.

Reinstated a term of four years rather than the two-year terms.

Removed the requirement that a Member be physically present for three successive meetings, and to permit telephonic participation. A member must be physically present for 1 meeting out of every 3 rolling meetings. Physical presence at the meetings is preferred and highly recommended.

Added language regarding excused absences to be at the discretion of the Chair.

Established a Nominating Committee and defined its scope of work to include the nomination of Members to the full board, as well as the Office Nomination Process.

Changed the number of terms an officer may be elected to a specific office from "for an unlimited number of terms" to "a second one-year term."

Approved by the Board of Trustees on March 17, 2020