

BYLAWS OF THE MILES COLLEGE BOARD OF TRUSTEES

Preamble

Founded in 1898 under the auspices of the Christian Methodist Episcopal Church (CME Church), Miles College is an independent institution of higher education. The college is a legally autonomous church affiliated institution. No denomination, organization, agency or entity shall be entitled to automatic representation on the Board of Trustees, except as provided by these Bylaws.

ARTICLE I. THE BOARD OF TRUSTEES

Section 1. **General.** These bylaws have been adopted pursuant to authority evidenced by the Articles of Incorporation and the Constitution of Miles College, an Alabama nonprofit corporation. The management of the affairs of Miles College is vested in its Board of Trustees.

Section 2. Membership. The Board of Trustees shall be comprised of not less than twenty (20) persons and not more than thirty-five (35) persons. The composition of the Board of Trustees shall be as follows:

1. The President or acting President of the College upon confirmation by the Board of Trustees.
2. The National Alumni President upon confirmation by the Board of Trustees.
3. The Faculty Representative upon confirmation by the Board of Trustees.
4. The Student Government President upon confirmation by the Board of Trustees.
5. The Bishop of the Christian Methodist Episcopal Church who is the active Bishop for the state of Alabama upon confirmation by the Board of Trustees.
6. A maximum of thirty (30) at-large members recommended by the Executive Committee of the Board and confirmed by the Board of Trustees.

The criteria for trustees to be nominated to the board shall include demonstrated expertise in one of the following areas: academia, fund development, finance, construction, facilities management, student life, technology, strategic planning or any other appropriate area of expertise to advance the mission of the College.

Section 3. Constitution of Membership. New and incumbent members of the Board of Trustees who are eligible shall be recommended to the Board of Trustees by the Executive Committee of the Board for election at the Spring Meeting and their terms shall begin at the opening of the Annual Meeting.

1. Upon confirmation, all Trustees shall participate in an orientation process on the fiduciary role of a Trustee and the legal obligation of trustees to exercise independent judgments in the best interest of the college. In addition, each trustee shall sign a conflict-of-interest statement at the Annual Meeting.
2. In the event of an expired term or vacancy on the Board (except the President of the College and the Bishop who serves ex-officio), the Executive Committee shall recommend a successor trustee at any regularly scheduled or specially called meeting of the Board.
3. The National Alumni President shall serve until the expiration of her or his term in office.
4. The Faculty Representative shall serve on the Board until the expiration of her or his term. If the faculty representative shall cease to be in the employ of the College, then membership on the board shall expire immediately and a duly appointed/elected successor shall be named by the faculty no later than twenty-one (21) days thereafter.
5. The Student Government President shall serve on the Board until the expiration of her or his term in office.

Section 4. Trustee Terms. Trustees shall be elected by the Board for terms of four (4) years. Any trustee whose initial term expires shall be eligible for re-election to an additional four (4) year term. The terms of incumbent trustees shall commence upon re-election. Any Trustee who has served three (3) successive four (4) year terms may be eligible, after an absence from the Board of one year or more, for election to three (3) additional four (4) year terms as a Trustee. The twelve-year term limit applies as of the year 2002 for all trustees except for those trustees who serve by virtue of their office/position under Section 2(1) through (5).

The election of Trustees to succeed those whose terms expire in any year shall be at the Spring Meeting of the Board of Trustees held in such year. Vacancies occurring on the Board by resignation, death, removal or otherwise shall be filled for the unexpired term by the Board at any regular or special meeting. The terms of new Trustees shall commence at the beginning of the Annual Meeting except the term of those trustees filling unexpired terms which shall begin at the close of the meeting at which she or he is elected.

Section 5. Emeritus Trustees. The Board of Trustees may elect certain of its members or former members, with longevity and distinguished service to the College, as Trustee Emeritus (which years of service need not be consecutive or immediately precede such election). The term of office for an Emeritus Trustee shall be for life. Emeritus Trustees may attend and participate in meetings of the Board but shall not be entitled to vote or to serve as officers of the Board.

Section 6. Removal of Trustees. A Trustee may be removed for cause at a meeting of the Board of Trustees, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of a Trustee or Trustees. Cause includes but is not limited to fraud, gross abuse, breach of trust, neglect of duty (other than missed meetings), conflict of interest, criminal conduct or other misconduct that may impugn the College's public reputation and standing. Cause may be established only after the Trustee or Trustees subject to removal have received written notice of specific charges of misconduct or breach of duty and have an opportunity to present to the Board of Trustees a rebuttal of the charge(s). Removal shall require a two-thirds (2/3) vote of the Trustees present and voting, with a quorum having been declared.

ARTICLE II. OFFICERS

Section 1. General. The officers of the Miles College Board of Trustees shall be a Chairperson, a Vice-Chairperson and a Secretary, and such additional officers as the Board may, from time-to-time, elect or the Chairperson may appoint. The Chairperson of the Board shall be elected from among the trustees; except that the President of the College shall not be eligible for elective office.

1. **Officers.** The Chairperson and the Vice-Chairperson shall be elected by the Board of Trustees from its membership at its Annual Meeting for terms of four (4) years each and may be re-elected. The Secretary shall be appointed by the Chairperson.
2. **Chairperson.**
 - a. The Chairperson shall preside at all meetings of the Board of Trustees. The Chairperson shall be a non-voting member of the Board (except in the case of a tie) and a voting member as Chair of the Executive Committee.
 - b. The Chairperson, in the name and on behalf of the College shall execute documents reflecting Board action, excluding Board minutes. The Chairperson shall have the authority, in consultation with the President, to delegate the execution of documents approved by the Board to Board officers and/or College employees designated in writing by the President.
 - c. The Chairperson shall appoint all committees and committee chairpersons and, in consultation with the President, prepare or cause to be prepared, the agenda for all meetings of the Board of Trustees and of the Executive Committee.
3. **Vice Chairperson.** The Vice-Chairperson of the Board shall perform the duties of the Chairperson in the absence of said officer at meetings of the Board and Executive Committee and at the request of the Chairperson may preside at such meetings or portions thereof.

4. **Secretary.** The Secretary shall attend all meetings of the Board of Trustees and of the Executive Committee, shall keep minutes of their several proceedings, and shall distribute a copy of such minutes to each member of the Board or Executive Committee, as the case may be, within one (1) month following such meeting.

The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and of the Executive Committee and shall perform such other duties as shall from time to time be assigned by the Chairperson. The Secretary shall have charge of the corporate seal and all records of the Board except as otherwise provided. The Secretary shall maintain an accurate record of attendance of all full board and executive committee meetings.

ARTICLE III. PRESIDENT OF THE COLLEGE

The President shall be the chief executive and administrative officer of the College. The President shall execute all the mandates and policies established by the Board of Trustees, and shall administer the educational program, fiscal affairs and the day-to-day operation of the College.

The Board shall appoint the President of the College and the President shall be responsible to the Board. Whenever there is a vacancy, the Board of Trustees shall determine the process for a presidential search and authorize the contractual employment agreement with the new president.

ARTICLE IV. COMMITTEES

Section 1. Appointment of Committee Chairs and Members. The Chairperson of the Board shall appoint annually the chairs and members of the committees and shall appoint annually all of the committee members. The chairs of such committees shall be chosen from trustees, except that the Board by resolution may provide for committee members of non-trustees.

Section 2. Committees. The committees of the Board shall consist of the Executive Committee, the Educational Policy Committee, the Student Affairs Committee, the Institutional Development Committee, the Finance and Investment Committee, the Buildings and Grounds Committee and the Board Development Committee. The discharge of the duties of the committees shall be in furtherance of the policy-making function of the Board but shall not infringe upon the administrative responsibility of the President.

Section 3. Executive Committee. There shall be an Executive Committee composed of the Chairperson of the Board, the Vice-Chairperson, the Secretary, the President of the College and not less than five (5) trustees nominated by the Chairperson.

1. **Membership.** The Chairperson of the Board and in her or his absence, the Vice-Chairperson shall serve as the Chairperson of the Executive Committee. A majority of members serving on the Executive Committee shall constitute a quorum of the Executive Committee for all purposes. The members of the Executive Committee shall be nominated by the Chairperson and confirmed by the Board annually.
2. **Authority.** The Executive Committee shall be subordinate and responsible to the Board of Trustees in the interval between meetings of the Board of Trustees. The Executive Committee shall exercise the powers of the Board of Trustees as it may delegate from time to time and shall carry out the decisions of the Board of Trustees; provided, however, it shall have no authority to approve or authorize amendments to the Charter, Constitution or Bylaws. Nothing herein shall prevent the Executive Committee from acting on behalf of the Board of Trustees in connection with any emergency requiring immediate action for the protection of the College and the Board. Any action taken by the Executive Committee shall be subject to the express ratification by the Board of Trustees no later than the next regular meeting of the Board.
3. **Meetings.** The Executive Committee shall hold a minimum of four (4) meetings each calendar year at such times and places as it shall select. Two of said meetings may coincide with the fall and spring meetings of the full Board of Trustees. Members of the Executive Committee shall be given written notice of a meeting of the Executive Committee at least ten (10) days in advance thereof; meeting notice to be addressed to each Trustee at an address on file and may be given either by mail, electronic mail or telecopy. The Executive Committee may consider any matter properly brought before it at any meeting.

Meetings of the Executive Committee by telephone conference call are authorized, provided that notice thereof be given to each member either by mail, express mail, electronic mail, telecopier or by telephone or so as to be received in the ordinary course of business not less than twenty-four (24) hours prior thereto. A telephone conference meeting shall require the participation therein of a quorum of the committee.

Section 4. Committee on Educational Policy. This committee shall address all matters pertaining to the academic programs of the College, including but not limited to faculty development, systematic assessment of student learning outcomes, and preparation and planning consistent with accreditation. It shall review the recommendations of the President for appointment of tenured faculty members and have such other powers and duties as the Board shall from time to time determine.

Section 5. Committee on Institutional Development. This committee aids the College in fostering and soliciting support from corporations, foundations, trustees, alumni, individuals, religious organizations and government agencies by

creating, maintaining and enhancing mutually beneficial relationships between these entities and the College.

Section 6. Committee on Student Affairs. This committee aids the College in its mission to provide a secure and safe environment and enrich the educational experience of students by developing holistically their intellectual, ethical, spiritual, cultural, individual and social development.

Section 7. Committee on Buildings and Grounds. This committee provides oversight for the planning of the physical expansion and maintenance of college facilities, both on and off campus, to serve the needs of the educational programs, support services and other mission-related objectives.

Section 8. Committee on Finance and Investment. This committee, in conjunction with the President, monitors the financial stability and accountability of the college by reviewing fiscal management, investment policies and compliance with the budget approved by the Board.

Section 9. Committee on Board Development. This committee plans and implements programs and activities for Trustees for the faithful discharge of their fiduciary duties. It shall recommend to the Executive Committee prospective candidates for nomination to the Board and shall review board policies and procedures that promote the Board's efficient functioning and strengthen its organizational structure and internal governance.

Section 10. Other Committees. In addition to the above committees, the Board of Trustees and/or the Chairperson may designate such additional committees that may seem advisable to exercise such powers and perform such duties as the Board or the Chairperson may from time to time determine.

ARTICLE V. MEETINGS.

Section 1. Regular Meetings. Two (2) regular meetings of the Board of Trustees shall be held each year during the fall and spring on such dates and at such times and places as shall be determined by the Chairperson. The Fall Meeting shall be known as the annual meeting, and the Spring Meeting shall be known as the semi-annual meeting.

During the Spring Meeting, the Board shall evaluate the job performance of the President. The report of the President's evaluation shall be presented to the Board. At the discretion of the Chairperson, an ad hoc committee may be appointed for said purpose.

- a. **Electronic Meetings.** Meetings of the Board of Trustees and its committees, standing and ad hoc, may be conducted virtually or electronically via telephone conference, video conference or any other

electronic communication system that permits all members participating in such meeting to hear each other concurrently during the meetings. Trustees' participation in an electronic meeting shall constitute presence at the meeting.

- b. Voting during electronic meetings shall be by audio roll call, visual hands, online poll, electronic ballot, or use of any electronic communication means that allows the vote of each member to be reflected and recorded accurately by the Secretary.
- c. Electronic meetings of the Board of Trustees and the Executive Committee shall take place at the call of the Chairpersons or her/his acting designee.
- d. In the absence of the call of the Chairperson, electronic meetings of other standing committees and any ad hoc committees are authorized provided the chair of such committee notifies the Chairperson in writing at least twenty-four (24) hours before proposed meeting.
- e. Whenever in-person meetings of the Board of Trustees and its committees are held, participation by telephone conference or video conference shall not be permitted by board members who are not present at the physical location of the meetings.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson, or the Chairperson shall call a special meeting upon the written request of any eleven (11) Trustees.

Section 3. Notice of Meetings. Notice of each regular meeting of the Board shall be mailed to each Trustee at least thirty (30) days before the day of the meeting at the address currently on file or such other address as a trustee may have provided. Special meetings may be called on forty-eight hours (48) notice in advance and may be delivered by overnight courier, electronic mail or by telecopier. A memorandum of agenda shall be given along with the notice of each regular meeting and a written statement of agenda shall accompany the notice of each special meeting.

Section 4. Absence from Meetings. Any Trustee (other than Emeritus) who misses three (3) consecutive meetings without good cause accepted by the Board shall be subject to removal from office by formal motion of the Board of Trustees.

Section 5. Annual and Semi-Annual Reports. The Annual Report of the President, prepared for the Annual Meeting of the Board, which is the Fall Meeting, should be received by Board members no less than two (2) weeks prior to the scheduled meeting. The Semi-Annual Report of the President, prepared for the Spring Meeting of the Board should be received by Board members no less than two (2) weeks prior to the scheduled meeting.

ARTICLE VI. DEGREES

Section 1. **Academic Degrees.** Degrees shall be granted by the Board upon the recommendation of the President and by confirmation by the Board.

Section 2. **Honorary Degrees.** Honorary degrees may be conferred on such persons, as the Board of Trustees shall deem worthy of such distinction. Choice of candidates for such degrees shall be by a two-thirds (2/3) vote of the trustees present at a meeting in which nomination for honorary degrees are presented

ARTICLE VII. INDEMNIFICATION.

Section 1. **Action By or On Behalf of the College.** Each member of the Board of Trustees, now or hereafter serving as such, shall be indemnified by the College against any and all claims and liabilities to which such member shall become individually and personally subject by reason of serving or having served as such Trustee, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such Trustee; and the College shall reimburse such Trustee for all legal expenses reasonably incurred in connection with any such claim or individual liability; provided, however, that no Trustee shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability arising out of willful misconduct or gross negligence.

Section 2. **Insurance.** The College shall maintain liability insurance to indemnify and protect all members of the Board of Trustees in their official capacity.

ARTICLE VIII. LOANS AND MORTGAGES

Section 1. **Indebtedness.** The Board of Trustees may approve a loan or mortgage by a majority vote of the Board at any regular or call meeting.

Section 2. **President's Authority.** The President of the College, upon written authority of the Executive Committee, may execute a loan for the purpose of securing essential funds for operations, provided there is no mortgage involved and further provided that the term of the loan does not exceed twelve calendar months.

ARTICLE IX PROTECTION OF FUNDS

Section 1. **Investment Policy.** The Board of Trustees shall adopt an investment policy and from time to time review and update said policy in light of the economic climate and the needs of the College.

Section 2. **Depositories.** All receipts and income of the College shall be deposited in FDIC insured banks or other depositories. Disbursements shall be made by check or voucher in accordance with procedures and regulations approved by the Board.

Section 3. **Negotiable Securities.** All negotiable securities of the College, with the exception of student's notes, shall be placed in custody with an incorporated bank, trust company or other depository.

Section 4. **Fidelity Bonds.** All officers and employees of the College whose duties involve the handling of securities, negotiable instruments and currency, and the signing of checks of the College, shall be placed under a fidelity bond in such sums as this Board may from time to time determine.

Section 5. **Audits.** The accounts and financial records of the College shall be audited each year by certified public accountants selected by the Executive Committee and confirmed by the Board of Trustees. The report of the auditors shall be submitted to the Board of Trustees.

ARTICLE X. QUORUM.

A simple majority of the full membership of the Board of Trustees shall constitute a quorum for the conduct of business of the Board of Trustees and the Executive Committee unless otherwise provided.

ARTICLE XI AMENDMENT.

These bylaws may be amended at any meeting of the Board of Trustees by a two-thirds (2/3) vote of the full membership of the Board of Trustees by ballot and absentee ballot sent in to the Secretary by mail, electronic mail or telecopy, provided that written notice of the proposed amendment(s) is given at least thirty (30) days prior to the meeting at which the voting is scheduled to take place.

--END--