



**BYLAWS OF THE BOARD OF TRUSTEES OF
AUBURN UNIVERSITY**

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BYLAWS OF THE BOARD OF TRUSTEES OF AUBURN UNIVERSITY

PREAMBLE

The Alabama Constitution of 1901 (as amended, the "Constitution of Alabama") declares that Auburn University shall be under the "management and control" of a Board of Trustees. Ala. Const. Art. 14, Sec. 266. The Board of Trustees of the University (the "Board of Trustees") is the University's principal governing body and final authority. The purpose of the Board of Trustees is to protect, preserve, and provide for the mission of Auburn University and Auburn Montgomery. The Board of Trustees holds the University's resources in trust and is responsible for their efficient and effective use. The Board of Trustees manages the business affairs and assets of the University including general policy and budget oversight.

In order to more effectively manage and control the University and its resources; in order to ensure the continued operation of the University in keeping with its mission of serving the State of Alabama, the region, the United States and the world; in order to provide for a definitive, orderly form of governance; in order to preserve the tradition and values that have made the University great over its many years of existence; in order for the people of Alabama to have confidence that graduates of the University know what they should and have the ability to do what they must upon graduation; and in order to preserve and advance the successful operation of Alabama's most academically excellent institution of higher learning, the Board of Trustees of the University hereby does promulgate and adopt these Bylaws.

ARTICLE I GENERAL PROVISIONS

Section 1.01 Incorporation of Preamble. The preamble set forth above is hereby incorporated into and made a part of these Bylaws.

Section 1.02 Formation. Auburn University is a public corporation and instrumentality of the State of Alabama, created and existing by virtue of Section 266 of the Constitution of Alabama and Code of Alabama Section 16-48-1 *et seq.*

Section 1.03 Land-Grant University. Auburn University is a land-grant university of the State of Alabama. As a land-grant university, Auburn University is dedicated to service to the State of Alabama and the nation through instruction, research, and extension. Instruction is the academic process on campus and elsewhere between professors and students. Research is carried on continually to increase knowledge. Extension programs provide educational services and special assistance throughout the State of Alabama.

Section 1.04 Campuses. Auburn University consists of two primary campuses. The initial campus unit was originally chartered in 1856 and is located in Auburn, Alabama ("Auburn University"). The second campus unit, Auburn University at Montgomery ("Auburn Montgomery"), was established by the Alabama Legislature in 1967 and is located in Montgomery, Alabama. These educational units, together with certain authorized adjuncts and extensions thereof, are collectively referred to herein as the "University," for which the Board of Trustees is the governing body.

Section 1.05 Governing Documents. The University and its Board of Trustees shall in all respects be subject to and governed by its governing documents, which shall include: (i) Section 266 of the Alabama Constitution, (ii) Title 16, Chapter 48 of the Code of Alabama, (iii) the Auburn Creed, (iii) the Policies and Procedures of the Board of Trustees of the University, including the Mission and Values of the University as set forth therein, and (iv) these Bylaws of the Board of Trustees, in each case as the same may be amended or restated from time to time (collectively, the “Governing Documents”). The University and its constituent parts shall also be subject to such other policies and procedures as authorized or adopted from time to time by the Board of Trustees (including by means of delegated authority) in accordance with the Governing Documents. The Board of Trustees and each constituent part of the University shall conduct their respective responsibilities in all respects subject to and in accordance with the Governing Documents. Notwithstanding the foregoing or anything to the contrary in these Bylaws or elsewhere in the Policies and Procedures (as defined below), the Board of Trustees recognizes that a large public institution such as the University is subject to many state and federal laws, rules and regulations, executive orders, each as is relevant to the University. The University subscribes to the standards of our institutional accreditor and to the standards of specialized accreditors for appropriate academic programs. Accordingly, the Board of Trustees shall endeavor whenever possible to interpret these Bylaws and the other Policies and Procedures in a manner consistent with all such rules and regulations; *provided, however,* that when items conflict as written, the Board of Trustees has wide latitude to suspend these Bylaws in accordance with Section 9.02 hereof.

ARTICLE II BOARD OF TRUSTEES

Section 2.01 Constitutional Mandate. Section 266(a) of the Constitution of Alabama sets forth the following constitutional mandate regarding the composition and responsibilities of the Board of Trustees:

Auburn University shall be under the management and control of a Board of Trustees. The Board of Trustees shall consist of one member from each of the congressional districts in the state as the same were constituted on the first day of January, 1961, one member from Lee County, three at-large members who shall be residents of the continental United States, two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the Board of Trustees by reflecting the racial, gender, and economic diversity of the state, and the Governor, who shall be ex officio president of the board.

Section 2.02 General Power.

(a) The entire management and control over the organization, administration, activities, affairs, operations, businesses, properties and funds of the University and its constituent parts shall be completely and absolutely vested in the Board of Trustees. The Board of Trustees shall have all powers granted pursuant to Section 266 of the Constitution of Alabama and by Alabama Code Section 16-48-1 *et seq.*, and all implied powers necessary, proper or convenient for the accomplishment of the mission of the University and the responsibilities of the Board of Trustees including, without limitation, the unfettered right to request and inspect all University financial, property, academic, personnel, and other

administrative records and materials, in each case subject to such bylaws, policies and procedures as the Board of Trustees may adopt in order to fulfill its obligations, of which these Bylaws form a constituent part (collectively, the “Policies and Procedures”).

(b) The Board of Trustees shall establish the mission, vision, and objectives of the University and its constituent parts and adopt such Policies and Procedures for the governance of the University as the Board of Trustees deems expedient or necessary, in each case in accordance with the constitution and laws of the United States and the State of Alabama, in order to provide ultimate accountability to the public and the political bodies of Alabama.

(c) The Board of Trustees shall direct the University President to implement the Policies and Procedures in a manner consistent with the mission and vision of the University, evaluate the performance of the University President in accordance with Section 6.03 of these Bylaws, and oversee any internal or external evaluation of the University.

Section 2.03 Specific Powers. In addition to the powers and responsibilities stated elsewhere in the Policies and Procedures, a non-exhaustive list of certain specific powers and responsibilities of the Board of Trustees is set forth on Appendix A, which is incorporated into and made a part of these Bylaws. In addition, in order to fulfill its responsibilities, the Board of Trustees shall have the right, upon request, to inspect all financial, property, academic, personnel, and other administrative records and materials of the University.

Section 2.04 Composition; Membership. The Board of Trustees shall consist of sixteen voting members (each, a “Voting Trustee”), as follows: (a) one member from each congressional district, as these districts were constituted on January 1, 1961; (b) one member from Lee County; (c) three at-large members who shall be residents of the continental United States; (d) two additional at-large members who shall be residents of the continental United States and who shall enhance the diversity of the Board of Trustees by reflecting the racial, gender, and economic diversity of the State of Alabama; and (e) the Governor, who shall be ex officio president of the Board of Trustees with full voting power. Except for the Governor, Voting Trustees shall be appointed by an appointing committee in accordance with Section 266 of the Constitution of Alabama and shall assume office upon confirmation by the Alabama State Senate.

Section 2.05 Vacancies. A vacant position on the Board of Trustees by reason of death, resignation, or other cause shall be filled by an appointing committee in accordance with Section 266 of the Constitution of Alabama and upon confirmation of the Alabama State Senate. A Voting Trustee duly appointed and confirmed to fill a vacancy shall serve for the remainder of the unexpired term of office of the Voting Trustee whom he or she has replaced and the due appointment and confirmation of a successor Voting Trustee in accordance with Section 266 of the Constitution of Alabama, or the earlier of such Voting Trustee’s death, resignation or removal.

Section 2.06 Removal. Voting Trustees may only be removed from the Board of Trustees by operation of Section 60 of the Constitution of Alabama, which provides that “[n]o person convicted of embezzlement of the public money, bribery, perjury, or other infamous crime, shall be eligible to the legislature, or capable of holding any office of trust or profit in this state.”

Section 2.07 Term.

(a) The term of a duly appointed Voting Trustee shall commence upon confirmation by the Alabama State Senate. A Voting Trustee shall hold office for a term of seven years and may serve no more than two full seven-year terms; provided, however, that appointment and service for a portion of an unexpired term shall not apply towards the two-term limit. A Voting Trustee may continue to serve until a successor is appointed and confirmed, but in no event for more than one year after completion of the term of office, subject to and in accordance with Section 266 of the Constitution of Alabama. Each member of the Board of Trustees, as constituted on December 13, 2000, may serve the remainder of his or her current term and shall be eligible, if otherwise qualified, to serve for no more than two additional seven-year terms. In no event shall the original terms of more than three Voting Trustees expire in any given year.

(b) In the event that the term of more than three Voting Trustees would otherwise expire in the same calendar year, the Voting Trustee who was first confirmed to a term expiring in such calendar year shall have his or her term extended to the same month and day in the first subsequent year in which there are less than three other Voting Trustees whose terms expire in such year; thereafter, if there are still more than three Voting Trustees whose terms are to expire during such calendar year, the terms of such Voting Trustees shall be extended, in order of original confirmation to the term, to expire on the same month and day of the next subsequent year or years in which there are less than three Voting Trustees with terms expiring that year. For purposes of this Section, if two or more Voting Trustees were confirmed on the same date, then the order of expiration of the terms of those Voting Trustees shall be determined alphabetically by last name.

Section 2.08 Certain Limitations. No member of the Board of Trustees may receive any pay or emolument other than reimbursement for actual expenses incurred in the discharge of his or her duties as a member of the Board of Trustees by certificate of the President or President Pro Tempore of the Board of Trustees, countersigned by the Secretary, in each case in accordance with Code of Alabama Section 16-48-9. No employee of the University is eligible to serve as a member of the Board of Trustees.

Section 2.09 Advisory Members. The persons holding the following positions shall serve as non-voting advisory members of the Board of Trustees: (a) the president of the Student Government Association at the Auburn, Alabama campus; (b) the president of the Student Government Association at Auburn Montgomery; (c) the immediate past chair of the University Senate; and (d) the immediate past president of the Auburn Montgomery Faculty Council. In each case, such person shall be replaced as a non-voting advisory member of the Board of Trustees by the subsequent holder of the respective position.

Section 2.10 Emeriti Trustees. The honorary status of Emeritus or Emerita Trustee shall be conferred automatically to former Voting Trustees upon expiration of his or her final term of service on the Board of Trustees, excluding any person removed from office in accordance with these Bylaws and applicable law. Members emeriti may attend meetings in a non-voting ex officio capacity at their expense in appreciation for their service to the University, providing them an opportunity to receive information on the state of the University and to remain engaged in promoting the welfare of the University.

Section 2.11 Repeal of Age Limitations. The Board of Trustees acknowledges the repeal of maximum age restrictions for service as a member of the Board of the Trustees pursuant to Amendment 925 of the Constitution of Alabama.

**ARTICLE III
OFFICERS OF THE BOARD OF TRUSTEES**

Section 3.01 President. The Governor of Alabama serves ex officio as President of the Board of Trustees. The duties and responsibilities of the President of the Board of Trustees include: (a) to report and be responsible to the Board of Trustees; (b) to preside over meetings of the Board of Trustees; and (c) to call special meetings of the Board of Trustees in accordance with Alabama law.

Section 3.02 President Pro Tempore.

(a) At each annual meeting, the Board of Trustees, by majority vote, shall elect a Voting Trustee to the office of President Pro Tempore of the Board of Trustees. The President Pro Tempore shall hold such office until his or her successor is elected and qualified at the next annual meeting or his or her earlier death, resignation or removal. No member of the Board of Trustees may be elected to the office of President Pro Tempore for more than two complete consecutive terms.

(b) Vacancies in the office of President Pro Tempore shall be filled by majority vote of the Board of Trustees at the first meeting held after the office becomes vacant. Any such partial term of office of a President Pro Tempore shall not count as a term for purposes of the limitation set forth in Section 3.02(a) of these Bylaws.

(c) The duties and responsibilities of the President Pro Tempore of the Board of Trustees include: (i) to perform the duties of the President of the Board of Trustees in his or her absence; (ii) to report to and be responsible to the Board of Trustees; (iii) to appoint members to the Executive Committee of the Board of Trustees; (iv) to establish special committees of the Board of Trustees and appoint members thereof; (v) to designate the chairperson and vice-chairperson of all committees of the Board of Trustees; (vi) to appoint Lead Trustees to serve as liaisons with certain operational areas of the University; and (vii) to perform such other duties as assigned by the Board of Trustees.

Section 3.03 Vice President Pro Tempore.

(a) A Voting Trustee may be elected to the office of Vice President Pro Tempore, by majority vote of the Board of Trustees, at any annual meeting in which a sitting President Pro Tempore is elected to serve a second complete consecutive term as President Pro Tempore. A Vice President Pro Tempore shall hold such office until the next annual meeting or his or her earlier death, resignation or removal.

(b) In the absence of the President of the Board of Trustees and the President Pro Tempore, the Vice President Pro Tempore shall serve temporarily as President Pro Tempore. If there is no Vice President Pro Tempore in office, the senior member of the Board of Trustees shall serve temporarily as President Pro Tempore.

(c) Vacancies in the office of Vice President Pro Tempore shall be filled by majority vote of the Board of Trustees at the first meeting held after the office becomes vacant. The Vice President Pro Tempore may or may not be nominated to succeed the President Pro Tempore when a vacancy occurs.

Section 3.04 Secretary. The Board of Trustees shall appoint and compensate a Secretary to the Board of Trustees, who must not be a Voting Trustee. The Secretary shall attend all meetings of the Board of Trustees and its members; shall record all votes and the minutes of such meetings; and shall perform

like duties for committees of the Board of Trustees when required. The Secretary may designate a Deputy Secretary to temporarily fulfill such duties in the event of the Secretary's absence or inability to attend any such meetings. The Secretary shall cause notice to be given of regular and special meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or the President Pro Tempore.

Section 3.05 Other Advisors. The Board of Trustees may engage such accountants, lawyers, and other staff, advisors and assistants, as determined in the discretion of the Board of Trustees, each of whom shall serve at the pleasure of the Board of Trustees and who shall perform such duties as are assigned by the Board of Trustees or the President Pro Tempore.

ARTICLE IV COMMITTEES OF THE BOARD OF TRUSTEES

Section 4.01 Standing Committees. The Board of Trustees shall have the following standing committees:

- Academic Affairs Committee
- Agriculture and Natural Resources Committee
- Auburn University at Montgomery Committee
- Audit and Compliance Committee
- Committee on Institutional Advancement
- Executive Committee
- Finance Committee
- Governmental Affairs Committee
- Property and Facilities Committee
- Research and Technology Committee
- Student Affairs Committee

Section 4.02 Composition of Standing Committees. Each member of the Board of Trustees shall serve as a member of each standing committee of the Board of Trustees, with the exception of the Executive Committee, which shall be composed of at least three members of the Board of Trustees. More than half of the members of a standing committee shall be present to review issues assigned to a standing committee. Each year, after the annual meeting of the Board of Trustees, the President Pro Tempore of the Board of Trustees shall appoint (a) the chair of all standing committees, (b) the members of the Executive Committee, (c) all Lead Trustees, and (d) the members of any special committee of the Board of Trustees, who shall serve until their successors are appointed and qualified or, in the case of a special committee, until the duties of the special committee shall end.

Section 4.03 Special Committees. The Board of Trustees may establish from time to time such special committees, with such duties and powers, as the Board of Trustees deems advisable.

Section 4.04 Committee Operations.

(a) Each standing committee and special committee of the Board of Trustees may develop a charter detailing the responsibilities and, if applicable, powers of such committee, in each case consistent with the delegation of authority to such committee; provided, however, that each such charter shall be submitted to the full Board of Trustees for review and approval by the Voting Trustees prior to becoming effective.

(b) Subject to these Bylaws and applicable law, and unless the Board of Trustees provides otherwise, each committee may establish and alter its rules and procedures for the conduct of business of such committee. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board of Trustees.

(c) All members of the Board of Trustees are entitled to attend any committee meetings. Each standing committee and special committee will provide public notice if required by law of scheduled meetings and will work with the Secretary to prepare and maintain minutes of its meetings except for meetings of the Executive Committee or of the full Board of Trustees, or any subset thereof, in executive session.

Section 4.05 Lead Trustees. In certain designated areas of administration and operations of the University, the President Pro Tempore of the Board of Trustees shall have the authority to appoint lead Trustees (each, a “Lead Trustee”) to serve as liaisons with faculty and administrative counterparts within certain designated administrative and operational areas of the University, in accordance with the Board of Trustees’ *Policy on Trustee Communications with Administration*. All members of the Board of Trustees are permitted to communicate freely with all other members of the Board of Trustees in their respective capacities as Voting Trustees and/or Lead Trustees. The administrative and operational areas of the University to which a Lead Trustee may be designated shall include, without limitation, Alumni, Legal Affairs, and Athletics. Each Lead Trustee shall serve until his or her successor is duly appointed.

(a) Alumni. The Lead Trustee for alumni affairs shall serve as the Board of Trustees’ liaison to the Auburn Alumni Association.

(b) Athletics. The Lead Trustee for athletics shall serve as the Board of Trustees’ liaison to the Athletics Department, serve as the Board of Trustees’ representative on the Tigers Unlimited Foundation Board, and act as a Board of Trustees designee to monitor and, along with the chair of the Executive Committee, approve compensation packages and employment contracts for employees of the Athletics Department.

(c) Legal Affairs. The Lead Trustee for legal affairs shall serve as the Board of Trustees’ liaison to the Office of General Counsel.

Section 4.06 Certain Responsibilities of Standing Committees. A general overview of the responsibilities of the standing committees of the Board of Trustees is set forth in this Section 4.06.

(a) Executive Committee.

(i) During intervals between meetings of the Board of Trustees, and subject to such limitations as may be required by law or specifically imposed by the Board of Trustees and the Policies and Procedures, the Executive Committee may make recommendations to the President of the University (the “University President”) and to the Board of Trustees in all areas of University affairs as it may deem appropriate. The Executive Committee may provide recommendations for action by the Board of Trustees on matters of policy relating to laws and regulations governing duties and powers of the Board of Trustees. The Executive Committee may review matters of University legal involvement and oversee the evaluation and make recommendations concerning the compensation package of the University President. The Executive Committee may also consider and provide recommendations to the Board of Trustees on policies related to the total compensation of University employees, balancing good stewardship of

institutional resources with promotion of a quality work force by providing competitive compensation packages and programs. Recommendations on commemorative activities of the University, including naming of buildings and awarding of honorary degrees, may be the responsibility of the Executive Committee, as well as other matters referred to the Executive Committee by the Board of Trustees or the University President.

(ii) Subject to any limitations on the power and authority of the Executive Committee established by the Board of Trustees or applicable law, should it be necessary, the Executive Committee shall have and may exercise all the powers and authority of the Board of Trustees in the transaction of the business of the University between meetings of the Board of Trustees except with respect to: (A) the sale of University-owned real estate; (B) the dismissal or appointment of the University President; (C) approval of the basic academic program of the University; and (D) adoption of, or amendments to, the Policies and Procedures, including these Bylaws.

(iii) A review of any actions of the Executive Committee shall be a regular order of business at each meeting of the Board of Trustees, and such actions shall be subject to revision and alteration by the Board of Trustees, provided that no rights of third parties shall be affected by any such revision or alteration.

(b) Academic Affairs Committee. The Academic Affairs Committee may consider and provide recommendations to the Board of Trustees on policies relating to the academic freedom, appointment, tenure and promotion of faculty, and the overall academic program, including long range plan development, review of existing academic programs, approval of new academic programs, the monitoring of academic quality and mission-based financial stewardship of such programs, missions statements and statements of role and scope, and other matters related to the orderly development of the University. The Board of Trustees, upon recommendation from the Academic Affairs Committee and working through and in conjunction with the University's Office of the President, shall have final authority with respect to the recruitment, appointment, promotion and dismissal of academic personnel, professional improvement leaves, the library, and other matters of an academic nature, including granting of earned degrees, learning communities, scholarships, admission standards and enrollment management. The Academic Affairs Committee shall ensure that all academic programs are operated in accordance with the Governing Documents of the University and that the University's academic programs achieve educational outcomes which prepare students in such areas as informed citizenship, effectiveness in the workforce and lifelong learning and assess and make recommendations concerning the current and ideal allocation of resources to those programs. The Academic Affairs Committee should regularly review academic appointments across the University to ensure that the University's faculty possesses adequate variance in expertise, background, culture, and academic discipline so as to maintain a diverse environment that fosters academic freedom. The Provost will report to the Board of Trustees, on a regular basis, regarding all academic-related requirements in these Bylaws and the other Policies and Procedures.

(c) Audit and Compliance Committee. The Audit and Compliance Committee may consider policies and take other actions as set forth in the Audit and Compliance Policy concerning oversight in areas of financial controls and reporting and administration of the Code of Ethics and Compliance.

(d) Finance Committee. The Finance Committee may have as its responsibility oversight of fiscal policies of the University. Specifically, the Finance Committee may consider and provide

recommendations to the Board of Trustees on annual operating budgets as developed by the University President, and general guidelines for proposing legislative budget requests.

(e) Property and Facilities Committee.

(i) The Property and Facilities Committee may consider and provide recommendations to the Board of Trustees for actions and policies related to management of the properties of the University, construction and renovation of facilities, consideration of the University President's recommendations for project architects and engineers, and other matters concerning the properties of the University. It may consider the recommendations of the University President for capital expenditures and building priorities and make recommendations to the Board of Trustees.

(ii) Upon designation of a capital project as an expedited project by the Board of Trustees, the Property and Facilities Committee shall have the authority to take all action, other than approval of the budget and site, otherwise designated by these Bylaws or a policy of the Board of Trustees as requiring approval of the Board of Trustees.

(iii) A review of any actions of the Property and Facilities Committee shall be a regular order of business at each meeting of the Board of Trustees, and such actions shall be subject to revision and alteration by the Board of Trustees, provided that no rights of third parties shall be affected by any such revision or alteration.

(f) Agriculture and Natural Resources Committee. The Agriculture and Natural Resources Committee may consider and provide recommendations to the Board of Trustees for action policies related to programs of agriculture, operation of the agriculture experiment stations, cooperative extension system and agricultural lands.

(g) Auburn University at Montgomery Committee. The Auburn University at Montgomery Committee may consider and provide recommendations to the Board of Trustees or the appropriate committees of the Board of Trustees for policies related to Auburn Montgomery.

(h) Student Affairs Committee. The Student Affairs Committee may review, for alignment with the University's mission and its students' needs, the totality of programs serving students of the University including, without limitation, promotion of a diverse student body, counseling, remedial programs, career and life-planning, and co-curricular activities. In addition, the Committee may: (i) assess the current and ideal allocation of resources to those programs; (ii) set standards for and keep track of student satisfaction and retention; (iii) reflect and make recommendations to meet projected changes and developments in students' needs over the next years; (iv) keep current on student support programs in higher education; and (v) determine and review data required from the administration, compare it over time, and assess it in the light of data from other institutions. The presidents of the Student Government Associations of the Auburn, Alabama and Auburn Montgomery campuses shall serve as non-voting members of the Student Affairs Committee.

(i) The Committee on Institutional Advancement. The Committee on Institutional Advancement may consider and provide recommendations to the Board of Trustees on policies related to informational and promotional programs, fund raising efforts, and relations with and activities of other affiliated or support organizations.

(j) Research and Technology Committee. The Research and Technology Committee may consider and provide recommendations to the Board of Trustees on policies related to the support of research activities and use of technology.

(k) Governmental Affairs Committee. The Governmental Affairs Committee may consider and provide recommendations to the Board of Trustees on issues related to local, state, and federal governmental relations.

Section 4.07 Faculty Appointments to Committees. Annually, faculty members, or with respect to the Committee on Institutional Advancement, members from affiliated or support organizations, shall be appointed as non-voting advisory member(s) of most standing committees. Prior to each annual meeting of the Board of Trustees, the University Senate at the Auburn, Alabama campus and Faculty Council at Auburn Montgomery shall submit a list of the names of three members of the faculty of its campus to the University President and Chancellor, respectively, as recommendations for such appointments. The University President or Chancellor, as applicable, in consultation with the Dean(s) or Chancellor of the applicable college or campus, as the case may be, shall select a qualifying name from such list for each appointment as a non-voting advisory member or, if no name is selected or provided, request the University Senate or Faculty Council to forward additional names until a member is selected. The recommendations will then be forwarded to the President Pro Tempore of the Board of Trustees so that the appointments can be made at each annual meeting. Members from affiliated or support organizations shall be recommended by the University President. With respect to the following committees, such appointments to be made by the President Pro Tempore shall be as follows:

- (a) Academic Affairs Committee: the chair of the University Senate.
- (b) Finance Committee: one faculty member from the Auburn College of Business and one faculty member from the Auburn Montgomery School of Business.
- (c) Property and Facilities Committee: one faculty member from the College of Engineering or College of Architecture, Design and Construction.
- (d) Agriculture and Natural Resources Committee: one faculty member from the College of Agriculture.
- (e) Auburn University at Montgomery Committee: one faculty member from Auburn Montgomery.
- (f) Student Affairs Committee: one member of the University faculty.
- (g) The Committee on Institutional Advancement: one or more faculty members from the Auburn, Alabama campus or the Auburn Montgomery campus, and one or more members from affiliated or support organizations.

ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

Section 5.01 Regular Meetings. The Board of Trustees shall hold one regular meeting during each quarter of the calendar year, in accordance with a schedule determined by the Board of Trustees at

its annual meeting. Other meetings may be called and held as provided by law. Public notice of scheduled meetings will be given as required by law.

Section 5.02 Annual Meeting. The regular annual meeting of the Board of Trustees shall be held at the Auburn, Alabama campus in June of each year, unless the Board of Trustees, in regular session, determines to hold its annual meeting at some other time and place. The annual meeting shall constitute a regular meeting of the Board of Trustees.

Section 5.03 Special Meetings. Special meetings may be called by the Governor on at least ten days' written notice to each Voting Trustee. The Governor shall call a special meeting of the Board of Trustees, upon the written application of any three Voting Trustees, in the manner provided by Alabama law.

Section 5.04 Waiver of Notice. Unless otherwise required by applicable law, any notice requirements with respect to any meeting of the Board of Trustees may be waived (a) in a writing or writings signed by at least nine Voting Trustees, or (b) in a resolution waiving notice of such meeting passed by the affirmative vote of at least nine Voting Trustees present at such meeting. Attendance by a member of the Board of Trustees at any meeting other than for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, shall constitute waiver of notice of such meeting by such member.

Section 5.05 Recessed Meeting. The Board of Trustees may recess at any regular or special meeting from one date to another established by approved schedule or at the call of the President Pro Tempore, and at the continuation of such recessed meeting, the Board of Trustees may transact any business relating to the affairs of the University.

Section 5.06 Agenda. The University President, in consultation with the President Pro Tempore and Secretary of the Board of Trustees, will cause an agenda for each meeting of the Board of Trustees and any committee thereof to be prepared and transmitted to Board of Trustees at least seven days in advance of such meeting. This requirement does not preclude consideration of matters proposed by the University President or members of the Board of Trustees that could not reasonably have been included in the agenda. Subject to approval by the vote of a majority of those Voting Trustees present at the meeting, the Board of Trustees (or any committee thereof) may consider any other item of business. Matters concerning proposed additions, deletions, or changes to student, faculty, and employee policies and procedures will only be considered at the Board of Trustees' annual June meeting unless determined otherwise in the Board of Trustees' sole discretion.

Section 5.07 Quorum. Unless a greater number is required by these Bylaws or applicable law, presence of one more than half of the Voting Trustees shall constitute a quorum, but a smaller number may adjourn or recess from day to day until a quorum is present.

Section 5.08 Actions by the Board of Trustees. Except as otherwise required by these Bylaws, other Policies and Procedures, or applicable law, the vote of a majority of Voting Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees.

Section 5.09 No Proxy Voting. Voting Trustees shall not be permitted to vote by proxy. A member of the Board of Trustees who will not be present at a meeting may submit an opinion on any item

on the agenda, in writing to the President Pro Tempore and Secretary of the Board of Trustees prior to such meeting, for reading into and inclusion in the minutes for such meeting.

Section 5.10 Remote Participation. Members of the Board of Trustees (or any committee thereof) may participate in, and be deemed present in person at, any meeting of the Board of Trustees (or committee thereof) by telephone conference, video conference or other similar communications equipment, in each case subject to and in accordance with applicable law.

ARTICLE VI OFFICERS OF THE UNIVERSITY

Section 6.01 General Provisions. The officers of the University shall be the following: University President, Provost of Auburn University, the Chancellor of Auburn University at Montgomery, Vice Presidents of Auburn University, the Director of Intercollegiate Athletics at Auburn University, the General Counsel, and the Chief Financial Officer of the University ("University Officers").

Section 6.02 President of the University.

(a) The administration of the University under the authority of the Board of Trustees is unified in the Office of the President. The University President shall be the chief executive officer of the University and shall be responsible and accountable for the University's educational, administrative and fiscal programs and services, intercollegiate athletics program and fund-raising activities, except those which by law or these Bylaws are made the responsibility of other persons, but in all cases subject to the authority and oversight of the Board of Trustees. The University President shall have the power, in the name of the University, to make and execute, or authorize the making and execution of, all contracts and written instruments made in the ordinary course of the operations of the University, except those which must be specifically approved and authorized by the Board of Trustees.

(b) All officers, officials, staff, faculty and other employees of the University, except those provided for in Section 3.04 and Section 3.05, shall be under the authority and supervision of the University President, who shall exercise overall direction in implementing the policies of the Board of Trustees.

(c) The University President shall be an ex officio non-voting member of all Board of Trustees committees.

(d) Subject to the Policies and Procedures, including these Bylaws, the University President shall appoint all officers, officials, staff, faculty and other employees of the University.

(e) In the case of an extended absence of the University President, the duties of that office shall be assigned to an individual designated by the University President and approved by the Board of Trustees. In the case of disability of the University President or in the absence of a designee of the University President, the Board of Trustees shall identify and designate an interim University President. A member of the Board of Trustees may not be appointed to serve as interim University President.

Section 6.03 Presidential Evaluation and Compensation.

(a) The University President shall be evaluated at the annual meeting of the Board of Trustees, according to written objectives, specific and general, developed by the University President, discussed with the President Pro Tempore, and presented to and approved by the Board of Trustees before the outset of each academic year. The University President shall report on these objectives at each regular meeting of the Board of Trustees.

(b) The President Pro Tempore and the chair of the Executive Committee shall review the University President's compensation package based on an annual evaluation of the University President.

Section 6.04 Other Non-Faculty Officials.

(a) The University President shall appoint all other University Officers, in each case subject to and in accordance with all applicable Policies and Procedures (including, without limitation, Policy B-1 of the Policies and Procedures entitled "Selection of University Officers and Other Principal Officials of the University Policy"). Such University Officers shall exercise such powers and perform such duties as may be assigned to them under the supervision of the University President. In addition, the General Counsel of the University shall also separately report directly to the Board of Trustees. All University Officers and senior administrators and officials of the University who report to the University President shall be evaluated annually by the University President.

(b) The directors of the Agricultural Experiment Station and Cooperative Extension System shall also be appointed by the University President, upon prior approval of the Board of Trustees.

(c) All other non-faculty Principal Officials of the University, as defined in the Policies and Procedures, shall be appointed by the University President, upon prior approval of the Board of Trustees or its designee.

**ARTICLE VII
POLICIES AND PROCEDURES OF THE BOARD OF TRUSTEES**

Section 7.01 General Provisions.

(a) The Policies and Procedures of the Board of Trustees shall be approved, amended, modified, supplemented, restated, replaced or repealed by the vote of a majority of those Voting Trustees present at any regular or special meeting of the Board of Trustees at which a quorum is present.

(b) A provision of the Policies and Procedures of the Board of Trustees may be waived by majority vote of those Voting Trustees present at any regular or special meeting of the Board of Trustees at which there is a quorum. Any such waiver may be limited to a specified time period or circumstance or may be indefinite as to time and scope until terminated by Board of Trustees action.

ARTICLE VIII CODE OF ETHICS

Section 8.01 General Provisions.

(a) Each member of the Board of Trustees shall, when making decisions in his or her capacity as a member of the Board of Trustees, exercise independent judgment so that no minority cohort of the Board of Trustees or organization or interest separate from the Board of Trustees, controls the decisions of the Board of Trustees and, accordingly, so that the sole concern of each person carrying out its responsibilities as a member of the Board of Trustees is to benefit the University, accomplish the University's mission, and to protect the University from undue influence by external persons or bodies.

(b) A member of the Board of Trustees shall not use his or her position on the Board of Trustees to profit financially from service on the Board of Trustees, except for reimbursement of normal and customary expenses incurred in connection with service as a member of the Board of Trustees.

(c) In order to avoid any real, potential or perceived conflict of interest involving the position of being a member of the Board of Trustees and any business or economic interest of said member of the Board of Trustees, each member of the Board of Trustees shall fully and publicly disclose said interest and will not participate in the discussion, debate, or voting upon said matter. Said disclosure shall be duly noted in the minutes of the meeting of the Board of Trustees or committee, if appropriate. The Board of Trustees, or a duly charged committee thereof, has the responsibility for administering the disclosures required in this Code of Ethics.

(d) Except as required by law, no member of the Board of Trustees shall disclose to third parties any confidential information regarding current or planned decisions or actions by the Board of Trustees or in respect of the activities and affairs of the University.

(e) Upon appointment to the Board of Trustees and thereafter at each annual meeting, each member of the Board of Trustees shall affirm, on a form and in a manner set forth by the Board of Trustees (or a committee thereof), that he or she has reviewed this Code of Ethics and has, and will continue to, comply with its requirements.

ARTICLE IX AMENDMENT OR REPEAL OF BYLAWS

Section 9.01 General Provisions.

(a) Upon approval by the affirmative vote of at least nine Voting Trustees, these Bylaws shall become effective at the conclusion of the Board of Trustees' meeting in April 2021, and shall replace and repeal in all respects the Bylaws of the University in effect immediately prior to such approval.

(b) New Bylaws may be adopted, and Bylaws may be amended or repealed, at any meeting of the Board of Trustees by the affirmative vote of nine Voting Trustees, but no action shall be taken unless (i) notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting of the Board of Trustees or (ii) written notice of the proposed change shall have been delivered to each Voting Trustee at least thirty (30) days in advance of the final vote upon such change; *provided, however,*

such notice requirement may be waived at any time by the affirmative vote of at least nine Voting Trustees.

Section 9.02 Suspension of Bylaws. These Bylaws, or any portion hereof, may be suspended at any meeting upon the affirmative vote of at least nine Voting Trustees and not otherwise.

Section 9.03 Repealing Clause. All rules, orders, regulations, resolutions and bylaws heretofore adopted by the Board of Trustees, which are in conflict with these Bylaws, are hereby repealed but such repeal shall not affect actions heretofore taken pursuant to such rules, orders, regulations, resolutions and bylaws.

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HISTORY:

APPROVED: November 4, 1983

AMENDED: June 2, 1986

AMENDED: December 17, 1991

REVISED: June 1, 1992

REVISED: November 6, 1998

REVISED: June 4, 2001

REVISED: July 23, 2001

REVISED: November 16, 2001

REVISED: June 3, 2002

REVISED: November 15, 2002

REVISED: June 11, 2004

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REVISED: April 25, 2008

REVISED: June 19, 2009

REVISED: June 18, 2010

REVISED: February 9, 2018

AMENDED AND RESTATED: April 16, 2021

APPENDIX A
SPECIFIC RESPONSIBILITIES AND POWERS

In order to fulfill its constitutional obligations and for accomplishment of the mission of the University, the Board of Trustees shall have broad powers and responsibilities including those set forth in the following non-exhaustive list and such other powers as the Board of Trustees may deem best for promoting the interest of the University. Notwithstanding anything to the contrary herein, in the event that any of the Policies and Procedures conflict with this Appendix A, the provisions of the Policies and Procedures shall govern.

1. Monitor compliance with applicable laws, rules, policies, and regulations and stay apprised of material updates or changes to the same.
2. Elect and appoint officers of the Board of Trustees and the University Officers in accordance with the Policies and Procedures of the University.
3. Exercise full authority and control over all University funds, whether appropriated from state revenues or institutional revenues, and take all actions necessary and appropriate to ensure the financial stability and solvency of the University.
4. Exercise oversight of the intercollegiate athletics programs of the University, including proposed actions reasonably anticipated to have a long-term impact on the operations, finances, reputation, and standing of the University or any of its intercollegiate athletic programs.
5. Monitor non-academic programs, including programs related to diversity, for compliance with applicable federal and state laws, rules, and regulations.
6. Periodically evaluate the administrative operations and academic programs of the University and its constituent parts in accordance with the Policies and Procedures in order to promote the fulfillment of the mission and vision of the University in an efficient and effective manner.
7. Approve and monitor, or delegate specific authority for the approval and/or monitoring of, educational opportunities to be offered by the University, including but not limited to new academic or degree programs, new academic departments and units, and major modifications in existing programs and units that would be expected to have a material financial impact.
8. Approve the creation of named and endowed academic chairs and professorships.
9. Obtain and regularly review accurate information about the academic operations of the University, including but not limited to course delivery methodology, curriculum, faculty qualifications, scholarships, admission standards, organizational structures related to academic departments, institutes and programs, enrollment management, retention rates, graduation rates, and post-graduation placement.
10. Approve the naming, renaming, removal of names, and contextualization of buildings and other structures (and major portions thereof), streets, geographic areas, as well as academic, research, and service programs, in each case subject to any applicable Policies and Procedures.

11. Approve the conferral of degrees, certificates, and other recognized educational credentials by the University President in any bachelor's, master's, or doctoral program, or in any other credential-awarding program, that has been approved by the Board of Trustees, upon certification by the appropriate University offices that a student has satisfied all degree requirements and all obligations to the University.
12. Approve the awarding of posthumous degrees in accordance with the applicable Policies and Procedures.
13. Approve the conferral of honorary degrees to individuals who have distinguished themselves by providing extraordinary service to the University, the State of Alabama, the United States, or the world in accordance with applicable Policies and Procedures and any other applicable policies.
14. Approve the revocation of degrees, certificates, and other recognized educational credentials by the University President awarded in error or if degree revocation is imposed as a penalty pursuant to any of the Policies and Procedures or otherwise in the judgment of the University President and the Board of Trustees.
15. Approve general admission and graduation requirements for the University, and student tuition and fees, including but not limited to items such as undergraduate and graduate / professional tuition rates, specifically-charged school or college fees, student service and mandatory dining fees, general fees, laboratory fees, computer use fees, general property deposits, housing rates, and parking fees.
16. Approve policies and proposals regarding waivers or discounts of student tuition or fees.
17. Approve rules and policies regarding the residency of students for purposes of determining the applicability of resident and non-resident charges for tuition and fees, in each case in accordance with applicable law.
18. Approve the annual operating budget and proposed capital and maintenance budgets for the University, and any changes thereto.
19. Approve University retirement benefits in accordance with applicable law and University policies.
20. Approve emeritus status for former members of the Board of Trustees and retired officers and officials of the University.
21. Review and approve requests to the Alabama legislature for appropriations by the University or any constituent part thereof.
22. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts.
23. Approve, or delegate specific authority for the approval of, all loans, borrowing, and issuance of bonds.

24. Approve, or delegate specific authority for the approval of, appointments, contracts, and salaries of the officers, principal officials, faculty and staff of the University, in each case in accordance with Article VI of these Bylaws and the applicable Policies and Procedures (including, without limitation, Policy B-1 of the Policies and Procedures entitled "Selection of University Officers and Other Principal Officials of the University Policy").

25. Approve all University and campus master plans and capital projects in accordance with the Policies and Procedures.

26. Approve strategic plans and long-range objectives for the University, including the Auburn Montgomery campus.

27. Approve, or delegate specific authority for the approval of, all contractual relationships and other major legal obligations executed in the name of the Board of Trustees or the University.

28. Approve, or authorize the Executive Committee to approve, all purchases and sales, of real property, and ensure that all properties of the University are preserved and maintained.

29. Establish auditing policies and standards, and appoint independent auditors for, the University.

30. Approve architects, construction managers, preliminary and final budgets, and award of construction contracts for certain capital projects, as well as the acquisition of certain new equipment and computer software (specified from time-to-time by cost thresholds) and all land.

31. Ensure that Auburn students receive an education of substance, quality, and value that will prepare them to serve as productive, civically responsible, and engaged citizens.

32. Ensure that all University programs, schools, colleges, and units operate with rigorous academic quality, mission-directed financial stewardship, and in keeping with the high academic standards and values of the University and the State of Alabama.

33. In keeping with Alabama law charging the Board of Trustees with the duty to organize and maintain the educational institution, review instructional materials, syllabi, and curricula to monitor whether instruction is consistent with the University's mission and of a quality consistent with the University's high educational caliber.