

ARTICLE IV - OFFICERS OF THE BOARD

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

- (f) **Appoint Committee Chairs:** To appoint the members of the standing committees of the Board and, except for the Audit Committee, designate the chairs thereof;

...

ARTICLE V - CORPORATE OFFICERS OF THE UNIVERSITY

Section 1 - Officers: In addition to the Chair, Vice Chair and Secretary to the Board, the officers of the University shall be the President, the Provost, the Vice Presidents, and the Internal Auditor. The Vice President for Administration and Finance shall be the corporate Secretary/Treasurer of the University. *(Amended by BOT on June 19, 2004).*

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

- (a) **Vacancy:** In the event the position of President becomes vacant, the Provost shall serve as Acting President unless or until the Board shall elect

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

Page 2

at the Annual Meeting of the Board, or at a regular or special meeting, an Acting President to serve until such time as a permanent replacement may be appointed. *(Amended by BOT on June 19, 2004).*

- (b) Responsibilities of the President: The responsibilities of the President shall be as follows:
- (i) **Execute Policies and Directives:** To execute the policies and directives of the Board;
 - (ii) **Appointment and Removal of Personnel:** To appoint and remove all University officers, excluding officers of the Board but including Vice Presidents and other University personnel, in accordance with policies, rules and regulations promulgated by the Board, subject however to the limitations set forth in Section 4 of this Article;
 - (iii) **Assign Duties and Responsibilities:** To assign duties and responsibilities to University personnel, subject however to the limitations set forth in Section 4 of this Article;
 - (iv) **Official Medium:** To be the official spokesperson for the University among the Board, the faculty, the student body, the executive and legislative branches of the Government of the Virgin Islands, and the general public;

- (v) Annual Report: To make an annual report to the Board on the work and condition of the University and to present such special reports, surveys and proposals to the Board as the President may be directed to prepare or as he or she may deem appropriate;
- (vi) Confer Diplomas: Upon certification by the faculty and the Provost of satisfaction of the requirements for academic degrees, to sign diplomas and confer degrees; (*Amended by BOT on June 19, 2004*).
- (vii) Execute Deeds, Etc.: To execute such deeds, releases, notes, obligations and contracts as the Board may authorize or direct;
- (viii) Recommend Rules and Regulations: To recommend for adoption by the Board such rules and regulations for the University as he or she deems appropriate;
- (ix) **Prepare Annual Budget:** To prepare for approval by the Board and submission to the Legislature annual budgets of both capital funds and current expenses together with such explanatory materials as will justify these budgets;
- (x) Bring Suit and Defend: To retain legal counsel to bring suit on behalf of and to defend suits brought against the University, and to compromise or settle the same.

Section 3 - Secretary/Treasurer:

- (a) **Duties of the Secretary/Treasurer:** The duties of the Secretary/Treasurer shall be as follows:
- (i) **File Bond or Obligation:** To file a bond or obligation in an amount to be determined by the Board for the faithful performance of the duties of his or her office;
 - (ii) **To Handle Receipts, Deposits, Etc.:** To have general charge, subject to the policies of the Board, of the receipts, deposits, investments, disbursements and accounting of the University and the Fund.
 - (iii) **Compliance with Title 17, Section 494:** To comply with Title 17, Section 494 and deposit funds appropriated by the Legislature in an account maintained by the University and administered in accordance with procedures established by the Commissioner of Finance.
 - (iv) **Render Quarterly Financial Reports:**
To render timely financial reports through the President to the Board as well as such other reports as the Board, the President or the Legislature may require.
 - (v) **Prepare Annual Budget:** To assist the President in the preparation of the annual budget and to take the necessary steps to insure that actual expenditures do not exceed budgeted amounts

without Board approval.

- (vi) **Preserve Records of Financial Transactions:** To preserve a complete record of all financial transactions.
- (vii) Corporate Seal: To have custody of the Seal of the University;
- (viii) Comprehensive Audit: To ensure, with the Board of Trustees, that an annual independent, comprehensive financial audit is conducted. *(Added by BOT on March 12, 2005).*

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

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

Page 6

to ratification by the Board.

Section 5 - Removal: Without limiting the power of the President to appoint and remove the Vice Presidents, and the Provost, all of whom the President has the power to appoint and remove pursuant to Title 17, Section 457, in accordance with rules and regulations promulgated by the Board of Trustees, any University officer may be removed for cause from the office that he or she occupies, by resolution adopted at any meeting of the Board by vote of a majority of the membership of the Board, but such removal shall be without prejudice to the contract or employment rights, if any, of the person so removed from office. *(Amended by BOT on June 19, 2004).*

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

ARTICLE VI - COMMITTEES

Section 1 - Standing Committees: The standing committees of the Board shall be the Executive Committee, the Academic, Research and Student Affairs Committee the Planning Committee, the Audit Committee, the Buildings and Grounds Committee, the Development Committee, the Finance and Budget Committee and the Committee on Trustees. As set forth in

**BYLAWS OF THE UNIVERSITY OF THE
VIRGIN ISLANDS**
Page 7

Article IV, Section 4 hereof, the Secretary of the Board shall serve as an ex-officio member of all standing committees of the Board. *(Amended by BOT on February 21, 2004), Further amended by BOT on March 12, 2005).*

(a) Executive Committee: Presided over by the Board Chair and the Vice Chair in the event that the Chair is unavailable, the Executive Committee shall consist of the Chair, Vice Chair, Secretary of the Board and the chairs of all standing Committees. It shall (i) ensure that the Board fulfills its responsibilities; (ii) oversee the University's planning process and progress; (iii) monitor the President's performance and (iv) act on behalf of the full Board in emergencies. The Executive Committee may act for the Board between Board meetings, in the event of emergencies requiring Board action. The Executive Committee shall report to the Board at its next meeting on all actions taken by it, and the Board shall ratify or revoke such actions.

(b) Academic, Research and Student Affairs Committee: The Academic, Research and Student Affairs Committee shall review and recommend programs and personnel policies integral to fulfilling the academic, research and outreach missions of the University and ensuring high quality student life. *(Amended by BOT on February 21, 2004).*

©Buildings and Grounds Committee: The Buildings and Grounds

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

Page 8

Committee shall provide broad oversight responsibility for the University's capital development program, land, buildings, and equipment.

(d) Development Committee: The Development Committee shall provide guidance and have oversight of policies for long-term fund raising, annual gift giving, alumni affairs and public relations.

(e) Finance and Budget Committee: The Finance and Budget Committee shall be responsible for: (i) overseeing current financial operations and results; and (ii) ensuring that a viable long-range financial plan for the University is in place and periodically updated.

(f) Planning Committee: The Planning Committee shall ensure that the University engages in continuous long range and strategic planning in fulfilling its mission.

(g) Committee on Trustees: The Committee on Trustees shall ensure that the Board's membership and leadership consists of highly qualified and committed individuals; ensure that the regular programs of new trustees and in-service education are maintained; periodically recommend initiatives by which the board shall assess its performance; establish and ensure appropriate standards for the review and assessment of the President's performance; and review and propose amendments to the Bylaws for the University. In addition, the Committee on Trustees shall serve as the Board's agent in reviewing the performance of

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

Page 9

incumbent trustees and board officers who are eligible for re-election. As often as may be required, the Committee shall assemble a list of qualified candidates for possible nomination to the Board and propose and review the adequacy of the statement of trustee responsibilities as adopted by the Board. *(Added by BOT on March 12, 2005).*

“(h) Audit Committee: The Audit Committee shall be composed of two outside members who are qualified financial experts, and three members of the Board, at least one of whom is a qualified financial expert. One of the Board members who is a qualified financial expert serving as a member of the Audit Committee shall serve as Audit Committee Chair, and the other Board member serving as a member of the Audit Committee shall serve as the committee’s Vice Chair. The duties of the Audit Committee shall be prescribed by the Audit Committee in the charter that it enacts as its first order of business, having due regard for appropriate precedents and guidelines, which charter is subject to ratification by the Board.”

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

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

Page 10

Section 3 - Committee Reports and Membership:

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

Section 4 - Committee Meetings:

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

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

Page 11