

GEORGE MASON UNIVERSITY

BOARD OF VISITORS

Bylaws

ARTICLE I

Membership

1. The Board shall consist of sixteen members, who shall be appointed by the Governor. Of the sixteen members, two may be non-residents of Virginia. Insofar as is possible ten of the sixteen members shall be representatives of the principal political subdivisions comprising Planning District Number Eight and of Fauquier County. At least one of the members appointed each year shall be an alumnus of George Mason University. Appointments shall be for terms of four years; provided, however, that appointments to fill vacancies occurring otherwise than by expiration of terms shall be for the unexpired terms. No person shall be eligible to serve for more than two full four-year terms. (§23-91.26 (a) & (b)).
2. The Board of Visitors, in consultation with the President, may submit to the Governor nominations of qualified persons to serve on the Board of Visitors no later than February for the upcoming year. The Rector shall submit these names in writing to the Governor as the official university recommendation. (§23-91.27 (a)).
3. All appointments shall be subject to confirmation by the General Assembly. Members shall continue to hold office until their successors have been appointed and have qualified. (§23-91.26 (c)).
4. If any Visitor fails to perform the duties of his/her office for one year, without sufficient cause shown to the Board, the Board of Visitors shall, at their next meeting after the end of such year, cause the fact of such failure to be recorded in the minutes of their proceedings, and certify the same to the Governor and the office of such Visitor shall be thereupon vacant. If so many of such Visitors fail to perform their duties that a quorum thereof do not attend for a year, upon a certificate thereof being made to the Governor by the Rector or any member of the Board, the offices of all Visitors so failing to attend shall be vacated. (§23.91.28).
5. The Rector and Visitors of George Mason University, shall appoint annually two George Mason University students to the Board of Visitors to serve as non-voting representatives. The representatives will serve a one-year term effective July 1 through June 30 and shall not be eligible for reappointment. Such students may participate in all standing committees as well as meetings of the Board. Consistent with the statute, the non-voting student representatives may be included in executive sessions other than those having as their purpose consideration of the matters specified in the statutes, i.e., discussions of faculty grievances, faculty or staff

disciplinary matters, performance evaluations or salaries. Where a representative is unable to complete the entire year term, the Rector and Board of Visitors shall make an appointment to fill the unexpired portion. (§23-9.2:5).

6. The Faculty shall elect a non-voting representative to the following committees of the Board: Academic Programs, Diversity & University Community Committee, and Finance and Land Use Committee To accomplish this representation, the Faculty Senate shall administer bi-annually four faculty representative elections. The candidates will be from the faculty at-large and elected by the faculty at-large. The Faculty Senate will notify the President of the outcome and the President will forward the nominations to the Rector for appointment. A separate faculty member may be selected to serve as a nonvoting, faculty liaison to the Audit Committee. The Chair of the Audit Committee will solicit nominees and make the appointment. No faculty member may serve on more than one committee. Faculty may serve more than one term.
7. The standing Faculty Senate Chair shall sit on the Board as an ex officio non-voting member. (§23-9.2:4.1).

ARTICLE II

Officers

1. At the annual meeting in even-numbered years, the Board shall elect from their own body a Rector, who shall preside at their meetings, a Vice Rector and a Secretary who shall serve for a two-year term. Where any officer is unable to complete the entire two-year term an election shall be held to fill the unexpired portion. (§23-91.29 (b)).
2. The duties of the Rector shall be as follows:
 - (a) To preside over all meetings of the Board. (§23-91.29 (b)).
 - (b) To sign all diplomas, certificates or degrees issued by the University.
 - (c) To execute all deeds, contracts, agreements or other legal documents authorized by the Board except as provided by Article IV.
 - (d) To attend official functions of the University as the representative of the Board.
 - (e) To carry out such other acts and functions as the Board may from time to time direct.
3. The duties of the Vice Rector shall be as follows:
 - (a) In the absence of the Rector to preside at meetings of the Board.
 - (b) To serve in the place and stead of the Rector upon the disability of the Rector or at such other times and circumstances when directed by the Rector.
 - (c) To perform such other duties as the Board from time to time may direct.

4. The duties of the Secretary shall be as follows:
 - a) To attest the signature of the Rector as otherwise delegated, to affix the seal of the University to official documents, deeds, or other instruments of the University, and to supervise its use by such other persons as the Board may approve.
 - (b) To review the Bylaws at least every five years and, after due consultation with other Visitors, propose amendments for adoption by the Board.
 - (c) To carry out such other duties as the Board may from time to time prescribe.

ARTICLE III

Meetings

1. The Board of Visitors shall meet at the University at least once a year, and at such other times as they shall determine, the days of meetings to be fixed by them. The first regular meeting after June 30 shall be the annual meeting. The purpose of the annual meeting shall be to receive a report on the state of the University by its President, to elect officers, and to conduct such other business as may properly come before the meeting. At the meeting at which a Rector is to be chosen, the retiring Rector shall preside pro tempore if he/she were a member of the Board; if not, in order of precedence, the retiring Vice Rector or the retiring Secretary if they were members of the Board. If no officer or retiring officer remains on the Board, the first named Board member is the temporary chair and will call for the election of a Rector Pro Tem. A Rector Pro Tem shall be elected by the Board to preside at the election of a new Rector. (§23-91.29 (b)).
2. Regular meetings of the Board shall be called by the Rector for the purpose of approving the minutes of regular Board meetings and Executive Committee meetings, and for considering such other business as may properly be brought before it. In the absence of the Rector or Vice Rector at any meeting, the Secretary shall preside, and in the absence of all three the Board may appoint a pro tempore officer to preside. Any vacancies in the offices of the Rector, Vice Rector, or Secretary may be filled by the Board for the unexpired term. (§23-91.29 (b)).
3. Notice of the time and place of all regular meetings of the Board shall be sent to each member at least 10 days before such meeting accompanied by an agenda of those matters scheduled to be raised for their consideration and by the minutes of such Executive Committee meetings as may have been held since the Board's last previous annual or regular meeting.
4. Eight (8) members of the Board shall constitute a quorum at all meetings. (§23-91.29 (b)).
5. A vote upon any proposal at any meeting of the Visitors shall require the affirmative vote of a majority present for approval.

6. All meetings of the Board of Visitors and its committees will be considered open as provided in the Virginia Freedom of Information Act of the Code of Virginia. Governing boards of institutions of higher education are required to comply with provisions of the Act.
7. Any documents referred to in the minutes which are legally permitted by the Code of Virginia and applicable Federal statutes will be released to the requesting individual(s). All such requests will be coordinated by and with the Office of University Counsel.
8. Special meetings, including committee meetings, may be called by the Rector or any three members with written notice of the time given to every member at least 3 days in advance of such meeting. Such notice shall be mailed to the address of record of each member. When in the judgment of the Rector, Board action is likely to be required, a call shall be issued simultaneously for both a special Board meeting and an Executive Committee meeting with notice to all members of the Board. Should a quorum of the Board fail to be present, the Executive Committee shall be convened. (§23-91.29 (b)).
9. Whenever in the judgment of the Rector an emergency exists, the Board may be convened for a special meeting upon the giving of any reasonable notice by the Rector or the Secretary to all of the members, and a quorum shall be sufficient to transact any business of the University with respect to such emergency.

ARTICLE IV

Powers and Duties of the Board

The Board shall have such powers and duties as the General Assembly shall from time to time confer, and the Board:

1. Shall control and expend the funds of the University and any appropriations provided by the General Assembly. (§23-91.29 (a)).
2. Shall make all needful rules and regulations concerning the University. (§23-91-29 (a)).
3. Shall appoint the President who shall be the chief executive officer of the University, and annually review the President's performance. (§23-91.29 (a)).
4. Shall approve appointments and promotions of tenured faculty and be advised of hiring of all other faculty and Administrative Faculty. (§23-91.29 (a)).
5. Shall review and approve the acquisition, lease, and conveyance of real property. (§23-91.33).

6. Shall fix, in its discretion, the rates charged the students of the University for tuition, fees, and other necessary charges. (§23-91.30)
7. Shall have the right to confer degrees. (§23-91.31).
8. Shall make alterations in the approved academic programs as it shall from time to time deem necessary. (§23-91.32).
9. Shall generally conduct the affairs of the University. (§23-91-29 (a)).
 - (a) In order to exercise the powers and discharge the duties conferred by the General Assembly and enumerated in part herein, the Board of Visitors delegates the following certain specific authorities to the President and Senior Vice President: the authority to execute easements for the benefit of the University and the authority to execute those documents necessary for entering into and accepting grants, contracts, agreements, and employment contracts, including the acquisition of goods, services, equipment, or supplies, consistent with guidelines and authorizations established by the budget adopted by the Board of Visitors, except that authority from the Board or in recess the Executive Committee shall be required in order for the University to enter into contracts and agreements to execute any of the following:
 - (i) The conveyance of real estate or the University's interest in real estate other than easements for the benefit of the University.
 - (ii) Contracts, leases, or any other documents by which the University leases or acquires a leasehold interest in real estate for more than five (5) years with an annual cost exceeding \$1,000,000.
 - (iii) Contracts, leases, or any other documents by which the University leases any of its real estate for more than one year with annual rental exceeding \$250,000.
 - (iv) Contracts or other agreements by which the University acquires goods, equipment, or supplies exceeding a one-time or annual cost of \$1,500,000.
 - (v) Contracts or other agreements by which the University acquires services valued at or at a cost exceeding \$3,000,000 on a one-time or annual basis.
 - (vi) Part-time and full-time faculty or administrative faculty appointments of more than five (5) academic or calendar years.
 - (b) Prior approval of the Board of Visitors shall be required before any related private business entity that performs services of special interest to the University may be established or chartered. Following such approval, the Board of Visitors delegates to the President the authority to execute those documents necessary to establish such related private business entities. Such private business entities shall have their own boards, which may or may not be interlocked with the Board of Visitors as determined by the Board of Visitors. Any such private business entities established under this delegation should provide the Board of Visitors with the following:
 - (i) A copy of the constitution, bylaws and/or certificates of incorporation of said private entities.
 - (ii) An annual report stating the services to be supplied to the University by said private entities.
 - (iii) A copy of an official annual audit of said private entities.

- (iv) Any additional information requested by the Board of Visitors in writing.
 - (c) The Board of Visitors shall adopt and revise from time to time such resolutions and statements of policy as necessary to further limit or delegate the signature authority of the Board of Visitors.
10. The Board of Visitors shall review and approve the budget submitted to the General Assembly for appropriations.
11. The Board of Visitors shall approve reimbursements processed by The George Mason University Foundation, Inc. to the President and/or spouse with a signature from either the Rector, Vice Rector, or Secretary. On behalf of the Board of Visitors, the Board of Visitors may authorize the University Chief of Staff to sign in its absence. The Board of Visitors may require an accounting of expenses related to the University President's reimbursements processed by the Foundation.

ARTICLE V

Committees

1. The Board shall at its annual meeting, upon nomination by the Rector, appoint from among its members individuals to serve on the following Standing Committees: Academic Programs, Diversity & University Community, Finance and Land Use, Audit, and Development Committees. A majority of members or three (3) members, whichever is less, of a standing committee shall constitute a quorum at any meeting. Unless otherwise stipulated, committee members shall be appointed for one year. The Rector shall appoint the Chair and Vice Chair of each committee and the members of each committee shall confirm those appointments at the Fall committee meeting. The Rector shall not serve as a chair of a standing committee. When acting as the Rector and if serving as a committee chair, the Vice Rector shall relinquish his chairmanship to the committee vice chair. The Rector shall be a member *ex officio* of all standing committees and of any special committees of the Board, except as noted herein. The duties and responsibilities and terms of membership on committees of the Board shall be defined by the Board and may be changed at the initial meeting of the Board term.
2. **Executive Committee:**
- (a) The Rector (and in his/her absence the Vice Rector) shall serve as Chairman of this Committee. The Committee shall consist of the Rector, the Vice Rector, the Secretary and two other members elected by the Board at the annual meeting.
 - (b) The Executive Committee shall meet at the call of the Rector with simultaneous notice provided to all Board members.
 - (c) The Executive Committee shall be empowered to transact the business of the University in the recess of the Board. (§23-91.29 (c)).
 - (d) The Executive Committee shall report the Minutes of its meetings at the next regular meeting of the Board.
 - (e) All Board members may fully participate in Executive Committee meetings; however, voting will be limited to members of the Executive Committee.

- (f) The Executive Committee will authorize expenditures only during times of emergency or immediate need.
- (g) The Executive Committee is subject to such subsequent actions as may be exercised at any regular or special meeting of the full Board of Visitors.

3. **Standing Committees**

(A). Academic Programs, Diversity & University Community Committee

- (1) The Rector shall appoint the chairman and vice chairman subject to the confirmation by the Committee.
- (2) In addition to the special responsibilities, which may, from time to time, be assigned to the Committee of the Board, the Committee shall have the following specific responsibilities:
 - (a) Review and recommend to the full Board all proposed new programs and degrees and monitor the conduct of existing programs.
 - (b) Review policies governing the selection, appointment, compensation, tenure, rights and responsibilities, and development of the faculty.
 - (c) Develop procedures governing the appointment and promotion of faculty or use by the President or Vice President for Academic Affairs.
 - (d) Review all proposals for the organization of the academic structure of the University.
 - (e) Be advised of the hiring of all faculty and administrative faculty for announcement to the Board.
- (3) The Committee shall be responsible for making recommendations to the Board on policies and plans regarding University life that are consistent with overall University policies and plans and will ensure the achievement of the University's stated goals and objectives.
- (4) The Committee shall consider faculty grievances as provided by University policy. As deemed appropriate, the Committee Chairman may appoint a subcommittee to consider grievances, and recommend to the full Committee whether or not the matter should be heard by the full Committee.
- (5) The Committee shall be responsible for assisting the Board in achieving its goal of promoting equal opportunity, fairness and diversity and shall serve to discuss, consider and initiate university policy and programs related to the university's commitment and responsibility to those goals. No less than annually, the committee shall deliver a progress report to the Board with recommendations as appropriate pertaining to University diversity issues.

B. Finance and Land Use Committee:

- (1) The Rector shall appoint the chairman and vice chairman subject to the confirmation by the Committee. The members shall serve for a period of two years after appointment to the Committee. The chairman and vice chairman shall serve for a two-year term (in order to span the preparation and submission of the University's biennial budget request).
- (2) The Committee shall recommend fiscal policy to the Board and oversee the financial operations of the University.
- (3) The Committee shall be responsible for developing and recommending to the

Board policies which implement budget guidelines received from the General Assembly, the State Council of Higher Education, and State regulatory agencies.

- (4) The Committee shall have responsibility for the in-process review and analysis of the preparation of the University's biennial budget, capital outlay budget, and other special budget requests for submission to the office of the Governor and the State Council of Higher Education. Each of these budgets shall be submitted through the Committee to the Board for approval.
- (5) The Committee shall be responsible for developing and recommending to the Board policies and plans regarding all matters related to land use and physical facilities.

C. Audit Committee

- (1) The Rector shall appoint the Chairman and vice Chairman subject to the confirmation by the Committee. Each committee member shall be both independent and financially literate, as defined by applicable regulation and Board of Visitors. At least one member may have experience in financial reporting. The Committee Chairman may identify annually, a designated financial report expert to the Committee.
- (2) The Committee shall assist the Board of Visitors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the University's process for monitoring compliance with laws and regulations.
- (3) The Committee shall develop and adopt a charter for carrying out its functions.

D. Development Committee

- (1) The Rector shall appoint the chairman and the vice chairman subject to the confirmation of the committee.
- (2) The Committee shall make recommendations to the Board on all matters regarding fundraising at the University.

4. Special Committees

The Rector may appoint special committees, or ad hoc committees, of the Board of Visitors as required for the benefit of the Board and the University.

ARTICLE VI

Administration

1. The affairs of the University shall be managed by the Board of Visitors through its chief executive officer, who shall be the President of George Mason University. In addition, the Board shall appoint, upon recommendation of the President, such other personnel of the University as the Board may from time to time deem appropriate.

2. The President, responsible to the Board of Visitors, shall serve as the chief executive of the University and shall be charged with carrying out the policies and plans of the Board of Visitors in achieving the stated goals and objectives of the University. Annually the President will prepare and present to the Board a set of objectives for accomplishing the goals of the University. The achievement of the goals, as reported by the President at the final meeting of the year, along with the following standards of performance, will become the performance plan by which the Board will evaluate the President:
 - (a) The President shall establish policies and procedures for the effective and efficient operation of the University. The Board will be provided a periodic review of these policies and procedures.
 - (b) The President shall manage the financial affairs of the University to ensure all legal obligations are met.
 - (c) The President shall manage the University's personnel function so that there are sufficient faculty and staff to provide academic and administrative services needed by students to complete listed programs.
 - (d) The President shall provide a program consisting of activities where the University interacts with its external community. The primary purpose for this shall be to generate goodwill for the University.

At the annual meeting of the Board the Board will discuss the President's performance in Executive Session. The Board will provide the President with a written summary of its evaluation.

3. The Board shall provide for such bonds with corporate surety as required by law for all personnel handling the funds of the University and in addition for such other bonds or assurances as it may deem appropriate.

ARTICLE VII

Delegation of Certain Other Responsibilities

1. The Board may extend authority to the student body of the University providing for the establishment of an Honor System at the University.
2. The Board may extend authority to the student body of the University providing for the establishment of a Student Government.
3. The Board may authorize the establishment of a Faculty Senate.
4. The Board may authorize the President through representatives of the student body or the faculty, to establish, and/or discontinue University organizations. The Board may, upon the recommendation of the President, require the separate incorporation of any such organization.
5. The Board may provide appropriate funds of the University for the administration of the affairs of the organizations authorized pursuant to this article.

6. The Board may, from time to time, amend or withdraw any authorization issued pursuant to this article.

ARTICLE VIII

Liability

All members of the Board of Visitors are considered to be agents of George Mason University and the Commonwealth of Virginia. As such, they are covered by the Commonwealth's Risk Management Plan, which is promulgated by the Governor. Under the current plan, as a general rule as long as they are acting in the scope of their duties and responsibilities as Board members, and as long their conduct does not constitute gross negligence, they will be covered and defended by the commonwealth. A copy of this plan is maintained in the University's Risk Management Office.

ARTICLE IX

Expenses

1. The Board shall serve without compensation.
2. Proper administrative expenses of the Board shall be paid from University funds and shall be accounted for in accordance with acceptable accounting practices.

ARTICLE X

Seal

1. The Board shall provide a University seal which shall contain the words "George Mason University, Founded 1957."
2. The Secretary of the Board shall be the custodian of the seal.
3. The Board may, by resolution, vest authority in other persons to affix the seal.

ARTICLE XI

Records

1. The Board shall provide, through the President's Office, for the keeping of all Board records.
2. The Board may prescribe appropriate regulations with respect to access to said records.

3. The Board shall post minutes of its meetings on the Internet as detailed in the Virginia Code.

ARTICLE XII

Meeting Procedures According to Robert's Rules of Order

The George Mason University Board of Visitors will conduct all University business according to the 2009 amended Bylaws. In the event a question arises which is not addressed in the Bylaws, the Board Secretary shall consult Robert's Rules of Order and advise the Rector on the appropriate procedures to be followed.

ARTICLE XIII

Adoption and Amendment of Bylaws

1. The Bylaws of the Board of Visitors may be amended by a majority vote of the Board at the annual meeting or at any regular or special meeting provided that the proposed amendments are conveyed to the members of the Board at least ten days in advance of the meeting in which they are to be acted upon. Certified copies of amendments or of the amended Bylaws shall be forwarded to the Governor.
2. The enactment of any statute by the General Assembly of Virginia, or the amendment of any existing statute, inconsistent with these Bylaws shall take precedence over the provisions hereof.

AMENDED:

amended 11/22/72
amended 02/11/76
amended 09/10/80
amended 05/13/81
amended 09/22/82
amended 09/14/83
amended 11/18/86
amended 05/17/88
amended 11/18/92
amended 01/26/94
amended 05/17/95
amended 08/23/95
amended 01/16/97
amended 06/16/99
amended 09/21/99
amended 03/15/00

amended 05/17/00
amended 05/09/01
amended 09/19/02
amended 08/20/03
amended 08/20/04
amended 12/07/05
amended 10/04/06
amended 05/09/07
amended 03/19/08
amended 08/21/09
amended 12/09/09
amended 09/28/11