

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Bylaws Review Committee Meeting
Thursday, March 5, 2020**

MINUTES

A meeting of the Bylaws Review Committee of the Old Dominion University Board of Visitors was held on Thursday, March 5, 2020, at 12:00 Noon in the President's Dining Room of the Kate and John R. Broderick Dining Commons. Present from the Committee were:

Carlton F. Bennett, Chair
Peter G. Decker, III
Ross A. Mugler

Also present was Donna Meeks, Executive Secretary to the Board of Visitors.

The Chair called the meeting to order at 12:36 p.m. and welcomed discussion on the proposed revisions to the Bylaws. The history of the Bylaws revisions related to officer elections was shared and committee members discussed the pros and cons of the timing of elections as noted in the current version of the Bylaws vs. the proposed revisions.

Committee members concurred that holding elections in June so that the subsequent year's officers were in place on July 1, as is reflected in the current version of the Bylaws, was preferable in order to provide continuity, to coincide with the academic year, and to likely coincide with the beginning of a new president's term. They further concurred that provisions could be made within the current version of the Bylaws to consider board member appointments when holding elections at the annual meeting in June. Further, the staggered terms of board members allow for a sufficient pool of eligible candidates to be considered for officer elections even if reappointments of current members whose terms of service end on June 30 are not yet known by the date of the June Board meeting.

Following discussion, a motion was made by Mr. Mugler to not approve the proposed revisions, as summarized below, to the Board's Bylaws. The motion was seconded by Mr. Decker and unanimously approved by the Committee.

**BYLAWS
OF THE OLD DOMINION UNIVERSITY
BOARD OF VISITORS**

**ARTICLE IV
Committees**

§ 4.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officer positions. In even numbered years, at the ~~April~~ annual meeting of the Board in June, a Nominating Committee of an odd number of not less than three members along with two alternates shall be elected by the Board. The Committee shall meet at the same meeting during which it is created to elect its chair. The Nominating Committee shall consult with

the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Nominations. The Nominating Committee shall post a call for nominations for officers from the Board no later than ~~May 1~~July 31. Nominations shall be submitted in writing to the committee chair and shall be due no later than 15 days following the date of the call for nominations. Members of the Board may feel free to nominate themselves for an office to the chair of the Nominating Committee. Nominees for officers must have more than one year remaining on their terms of appointment. The Nominating Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

(b) Presentation of Nominations. The Nominating Committee shall meet at least 14 days prior to the ~~September~~June Board meeting to determine the nominations to be presented to the Board. The recommendation of the nominating committee shall be distributed with the announcement of the meeting of the Board of Visitors in the even numbered year in which the election of officers is to be held. At that meeting, the nominating committee shall present one candidate for each office for election in accordance with § 5.01 of these Bylaws. Nominations from the floor may be made from the floor prior to such election.

(c) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall resign from the committee immediately and the Rector shall immediately appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Executive Committee at a special meeting convened for that purpose.

(d) Officer Vacancies. The Nominating Committee may be elected by Board members at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required by § 5.04, Vacancies, of these Bylaws.

ARTICLE V

Board Officers

§ 5.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be the Rector, Vice Rector, and Secretary. Officers must have more than at least one year remaining in their terms. At the first regular meeting after July 1~~annual meeting in June~~ of even numbered years, the Board shall elect its officers from its own body (§ 23.1-2002(C), *Code of Virginia*). Newly elected officers shall take office immediately following the close of the meeting at which elected~~on July 1~~ and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

With no further business to be discussed, the meeting was adjourned at 12:56 p.m.