

BYLAWS
OF THE
CENTER FOR THE STUDY OF FREE ENTERPRISE AT
WESTERN CAROLINA UNIVERSITY

ARTICLE I
Name

Section 1.1. Name: The name of this center shall be the Center for the Study of Free Enterprise at Western Carolina University, hereinafter Center.

ARTICLE II
Organization

Section 2.1. Formation: The Center was established on December 4, 2015 by an action of the Western Carolina University Board of Trustees consistent with the requirements of University of North Carolina Policy 400.5[R].

Section 2.2. Organizational Structure: The Center shall consist of an administrative office staffed by Western Carolina University, hereinafter University or WCU, employees.

Section 2.2.1. Administrative Office: The Center's administrative office shall be headed by its Director and shall include any Associate/Assistant Director(s) as may be appointed by the Director and administrative support staff, all of whom shall be employees of University. Additional personnel may be added at the discretion of the Director, pursuant to the policies and procedures of WCU.

ARTICLE III
Management and Powers

Section 3.1. Director: The Director shall be appointed by the Dean of the WCU College of Business and shall report to the Associate Dean of Academic Affairs in the WCU College of Business. The Director shall be vested with the day-to-day management of the Center's business affairs and will have administrative authority in the operation of the Center, including fiscal management; policy decisions; management of research projects; appointment and employment of the administrative staff and additional personnel; executive organization of the Center; and any other operations or responsibilities that arise, and will be the non-voting, ex officio member of the Advisory Board as defined by these Bylaws. The Director and Center personnel have academic freedom to pursue learning and research, and academic responsibility to maintain independence and integrity.

Section 3.1.1. Term of Office: The Director shall be reappointed by the Dean of the WCU College of Business on an annual basis.

Section 3.1.2. Resignation/Removal of Director: The Director may resign from his/her position as Director at any time by giving written notice to the Dean of the WCU College of Business. Such resignation shall become effective when notice is received, unless a later effective date is specified in such notice. Resignation of the Director shall not adversely impact the Director's status as a University faculty member. The Director may be removed at any time, with or without cause, by the Dean of the WCU College of Business.

ARTICLE IV **Advisory Board**

Section 4.1. General Responsibilities: The Advisory Board, hereinafter Board, is hereby established to provide advice and assistance to the Director on certain matters related to the operations and activities of the Center.

Specific responsibilities of the Board are to:

- Advocate for the Center and the University;
- Advise the Director on the Center's strategic plan, budget, and activities;
- Deliver advice on potential future Center initiatives;
- Remain active in Center events, meetings and discussions;
- Provide suggestions as to additional resources that may be able to add value to the Center; and
- Provide input and recommendations on how to keep the Center's programs relevant and innovative.

Section 4.2. Number and Qualifications of Members: The Board shall consist of eleven (11) voting members and one (1) non-voting member. Six (6) voting members shall be current WCU faculty members. Three (3) of the faculty voting members shall be elected through the standard University election process as defined by the Western Carolina University Faculty Handbook. The Provost shall appoint three (3) faculty voting members. No more than three (3) of the faculty voting members may be from the same college. The faculty voting members shall recommend five (5) external, voting members for appointment by the Provost. For the purpose of these Bylaws, the term "external" shall mean not employed by WCU. The Director shall be the non-voting member.

Section 4.2.1. Term of Members: Each member shall hold office for a term of two (2) years or until his/her successor shall have been elected and qualified, or until his/her death, resignation, retirement, removal, or disqualification.

Section 4.2.2. Term Limitation of Members: Each member shall be eligible for re-election or reappointment. Each member may be re-elected or reappointed for a second term, but may not serve a third consecutive term until the member has taken a leave of one (1) year before again being eligible to rejoin the Board.

Section 4.2.3. Initial Members of the Board: The initial members of the Board shall serve an initial term of one (1) year. One (1) year after the date of adoption of these bylaws, approximately one-half (1/2) of the members then in office shall be designated for a term of one (1) year and one-half (1/2) shall be designated for a term of two years. Upon the expiration of these initial staggered terms, successors shall be elected or appointed to hold office for two (2) year terms or until their successors shall have been elected or appointed. The Board Chair shall determine the members who shall serve for a term of one (1) year and the members who shall serve for a term of two (2) years.

Section 4.2.4. Removal of Members: Any member may be removed at any time with or without cause by vote of a majority of the other members present at a meeting in which a quorum is present; provided, however, that any removal must be ratified by the Provost.

Section 4.3. Meetings and Minutes: The Board will meet at least two (2) times per academic year and shall designate one of these meetings an Annual Meeting pursuant to these Bylaws. All meetings of the Board shall be noticed as required by law and open to the public. Minutes shall be kept of all meetings of the Board.

Section 4.3.1. Designated and Annual Meeting: The Annual Meeting shall be held for the purpose of qualifying newly elected members, electing officers of the Board, appointment of members and committee chairs in accordance with these Bylaws, and for the transaction of such other business as may properly come before the Board. The Annual Meeting shall be held annually in the month of September.

Section 4.3.2. Regular and Special Meetings: The Board may provide by resolution the day, hour, and place for the holding of regular meetings of the Board without further notice. Special meetings of the Board may be called by or at the request of the Director, the Board Chair, or any three (3) members. The person or persons authorized to call special meetings of the Board may fix the day, hour, and any place as the time and place for holding any special meeting.

Section 4.3.3. Place of Meetings: Meetings of the Board may be held at the principal office of the Board or at such other place, either within or without the campus of WCU, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by a majority of the members of the Board then in office.

Section 4.3.4. Notice of Meetings: As provided in these Bylaws, regular meetings of the Board may be held without notice. The person or persons calling a special meeting of the Board shall, at least ten (10) days before the meeting, give written notice thereof delivered personally or sent by United States mail or electronic mail to each member at

his/her address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when sent. Such notice need not specify the purpose for which the meeting is called.

Section 4.3.5. Waiver of Notice: Any member may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed as part of the Center's records or as part of the minutes of the meeting.

Section 4.4. Electronic Attendance: For any regular or special meeting of the Board, a member may participate and vote, subject to the limitations provided in these Bylaws, by means of a conference telephone or other electronic communication device that permits all person participating at the meeting to simultaneously hear each other during the meeting. Any member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.5. Quorum. A majority of the number of members entitled to vote, as fixed by these Bylaws, shall constitute a quorum for the transaction of business at any meeting of the Board. However, when one or more vacancies occur on the Board, a majority of the existing members shall constitute a quorum.

Section 4.6. Voting Requirements: Each voting member shall have one vote. Voting by proxy shall not be permitted.

Section 4.7. Manner of Acting: The act of a majority of the members entitled to vote at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these Bylaws.

Section 4.8. Vacancies: Vacancies occurring on the Board may be filled pursuant to the requirements established in Section 4.2 of these Bylaws.

Section 4.9. Board Leadership: The officers of the Board shall be the chairperson of the Board, hereinafter the Board Chair and a Board Secretary. The members of the Board shall have the power to elect such other officers as the Board may deem necessary for the transaction of the business of the Board.

Section 4.9.1. Board Chair: The Board Chair shall preside at all meetings of the Board. The Board Chair shall be elected for a one-year term by the voting membership of the Board. Elections will be held at the Annual Meeting or as necessary in the event that a new Board Chair is required.

ARTICLE V

Advisory Board Committees

Section 5.1. Committees: The Board may separate into standing or temporary committees for any duration specified by the Board.

Section 5.2. Purpose and Designation of Committees: The Board may establish by resolution standing committees to serve in an advisory capacity to the Board regarding those aspects of the affairs of the Center to which they have been delegated responsibility. The Board may designate from time to time one (1) or more special committees, in addition to those standing committees required by these Bylaws, as deemed necessary to carry out the activities of the Board. The creation of a special committee must be approved by a majority of the members then in office. Such committees shall perform such duties as the Board may direct, in a manner consistent with these Bylaws.

Section 5.3. Appointment of Committee Members: The Board Chair shall have the power to appoint membership and the chairs of committees.

Section 5.4. Regular and Special Meetings: The committee chair may provide by resolution the day, hour, and place for the holding of regular meetings of the committees without further notice as required by these Bylaws. Special meetings of the committees may be called by or at the request of the committee chair. The person or persons authorized to call special meetings of a committee may fix the day, hour, and any place as the time and place for holding any special meeting.

Section 5.5. Notice of Committee Meetings: As provided in these Bylaws, regular meetings of the committees may be held without notice. The person or persons calling the special meeting of a committee shall, at least ten (10) days before the meeting, give written notice thereof delivered personally or sent by United States mail or electronic mail to each committee member at his/her address(es) of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mailed in a sealed envelope so addressed with postage thereon prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when sent. Such notice need not specify the purpose for which the meeting is called.

Section 5.6. Minutes: All committees shall keep regular minutes of their proceedings and report the same to the Board at the next succeeding regular or special meeting of the Board.

Section 5.7. Quorum of Committee Members: A majority of the number of members of a committee entitled to vote shall constitute a quorum for the transaction of business at any committee meeting. However, when one or more vacancies occur on a committee, a majority of the existing committee members shall constitute a quorum.

Section 5.8. Number and Tenure of Committee Members: Each committee shall be comprised of at least two (2) members appointed as provided in Section 4.9.2 of these Bylaws. The members and chair of each committee shall take office on the day of their

appointment and hold office until the next Annual Meeting of the Board and their successors have been appointed, or until their earlier resignation, removal or death, or until the committee has been dissolved.

ARTICLE VI
Amendments to Bylaws

Section 6.1. Amendments to Bylaws: The power to adopt, amend, restate or repeal these Bylaws shall be vested solely in the Chancellor. In amending these Bylaws consultation shall be given to any recommendation submitted by the Provost, Director, or Advisory Board members.

ARTICLE VII
Discontinuation of the Center

Section 7.1. Discontinuation of the Center: The power to discontinue the Center rests solely with the WCU Board of Trustees. The WCU Board of Trustees shall give consideration to the recommendation of the Chancellor.

Signature on next page.

These Bylaws of the Center for the Study of Free Enterprise at Western Carolina University are hereby adopted as of the date below written.

Approved by a majority, affirmative vote of the Advisory Board of the Center for the Study of Free Enterprise at Western Carolina University on this _____ day of _____, 2017.

Director

Dr. Edward Lopez

Name (Please Print)

Signature

Date

Provost

Dr. Alison Morrison-Shetlar

Name (Please Print)

Signature

Date

Chancellor

Dr. David O. Belcher

Name (Please Print)

Signature

Date

Chair, WCU Board of Trustees

Name (Please Print)

Signature

Date