

CHARTER OF TUSKEGEE UNIVERSITY

As amended to and including
June 27, 1985

[Note: Tuskegee University (formerly known as Tuskegee Institute, Tuskegee Normal and Industrial Institute) was initially established as a normal school by an Act (No. 292) of the Legislature of the State of Alabama approved February 10, 1881, as amended by an Act (No. 222) of said Legislature approved February 16, 1883. Tuskegee University was incorporated by an Act (No. 71) of said Legislature approved December 13, 1892, as amended by Acts of said Legislature approved February 21, 1893 (No. 399), November 25, 1896 (No.5), June 26, 1943 (No. 45) and June 12, 1945 (No. 87) and by amendments thereto filed in the Office of the Secretary of State of the State of Alabama on June 4, 1937, December 2, 1943, April 15, 1957 and June 27, 1985. The following represents a composite abstract of the incorporating Act and such amendments.]

Section 1. That George W. Campbell, S. Q. Hale, Lewis Adams, Oliver Howard, Henry D. Smith, B. T. Washington, George S. Chaney, R. C. Bedford, Warren Logan, C. N. Dorsett, and such others as they may under this act associate with them and their successors be, and are hereby constituted a body politic, and corporate, by the name of the Tuskegee University, and shall have perpetual succession and a common seal, and by the name aforesaid, they and their successors shall be capable in law, and shall have full power and authority, to acquire, hold, possess, purchase, receive, and retain to themselves and their successors forever any lands, tenements, rents, goods, chattels, or interest of any kind whatsoever, which may be given or bequeathed to them or by them purchased, or which have already been bequeathed or purchased for the use of the said institution; and said trustees may receive any gift or inheritance which may be given as an endowment fund, and they and their successors shall have full power to convey, transfer, and dispose of the same in any manner whatsoever they may judge most useful to the interest and legal purposes of said institution, and by their corporate name they may sue and implead, and be sued and impleaded, answer and be answered, in all courts of law and equity, and said trustees shall have the right to make contracts in behalf of said institution; and said institution by the name of aforesaid and by an authorized officer may borrow money, issue bonds, debentures or notes, and mortgage or pledge property of said institution as security therefore and make agreements with respects thereto, when authorized by a majority of the trustees present at any meeting or adjournment thereof at which a quorum is present, less than a quorum of trustees having power further to adjourn any such meeting to any place as shall be provided in the by-laws.

Section 2. Be it further enacted, That the purposes of said Tuskegee University shall be as follows: for the instruction of colored teachers and youth in the various common academic and collegiate branches, the best method of teaching the same, the best method of theoretical and practical industry in their application to agriculture and the mechanic arts, and for the carrying out of these purposes said trustees shall have the power to establish and provide for the support of any department or school in said institution, and to control the operations of the same; to grant such diplomas, and to confer such degrees, as the customary in other colleges of like grade; to appoint such officers for presiding over and transacting the business of their body as may be necessary and prescribe their duties and obligations; to appoint the time and place of their meeting, to determine their own tenure of office, and to adopt such rules, regulation and by-laws, not contrary to the laws of this State of the United States as may be necessary for the good government of the said Tuskegee University. Said University shall not be begun nor

continued with a less number than twenty-five pupils, nor be taught for a period less than nine months of each year.

Section 3. Be it further enacted, That when there shall be a vacancy in the Board of Trustees occasioned by death, resignation, removal or refusal to act, the remaining trustees or a majority of them shall supply the vacancy at the next annual meeting.

Section 4. Be it further enacted, That the number of trustees shall never be less than Seventeen (17) or more than twenty-five (25); and that nine (9) of the Trustees shall constitute a quorum.

Section 5. Be if further enacted, That all property acquired by said Tuskegee Normal and Industrial Institute, or Tuskegee Normal School, or Tuskegee Institute, or Tuskegee University, or by whatever name so called before the passage of this act, are hereby ratified and confirmed to the trustees of the Tuskegee University.

Section 6. That there is hereby appropriated out of the general fund of the State, not otherwise appropriated, the sums of \$100,000 annually to Tuskegee University to be used for the purpose of establishing and maintaining a graduate school in agriculture, and a graduate school in home economics and such other areas as are deemed feasible and wise in accordance with felt need; and there is hereby appropriated out of general fund of the State, not otherwise appropriated, the sum of \$50,000 annually to Tuskegee University to be used for the purpose of establishing and maintaining a graduate school in veterinary medicine. The appropriations hereby made shall commence and be payable as of October 1, 1945, and for each of the fiscal years ending September 30, 1946, and September 30, 1947, that said appropriations shall be paid to the Treasurer of Tuskegee University, on warrant of the State Treasurer, and said Treasurer of Tuskegee University shall make a surety bond in the sum of \$25,000, payable to the State of Alabama, to insure the safekeeping of the appropriations made by this Act. The said bond shall be approved by the Secretary of State and the same shall be filed in his office. The premium on said bond shall be paid by warrant of the State Treasurer out of the general fund. The said appropriations shall be under the control of the Board of Trustees of Tuskegee University and the same shall be applied in such manner as they deem best to carry out the purpose of the appropriations. The Commissioners hereinafter provided for shall be residents of the State of Alabama and shall be members of the Board of Trustees with the same rights and powers as the other trustees; except as to filling vacancies on the Board of Trustees of Tuskegee University in which they shall have no voice.

Section 7. There shall be appointed by the Governor five (5) Commissioners who shall hold office, two for three years and three for five years. The term of office of each member of the Board of Commissioners appointed by the Governor, after the expiration of the first term, shall be for four years and until their successors are appointed and qualified; should a vacancy occur on the Board of Commissioners appointed by the Governor by death, resignation, refusal to serve, or by becoming otherwise disqualified, then such vacancy shall be filled by the Governor.

The Superintendent of Education of the State of Alabama shall be an ex-officio member of said Board of Commissioners.

Section 8. Be it further enacted, That so long as the property, real and personal, of the said Tuskegee University is used for the purposes of education, the same shall be exempt from taxation of any kind.

Section 9. Be it further enacted, That all laws and parts of laws in conflict with any of the provisions of this Act be, and the same are hereby repealed.

SUMMARY HISTORY OF THE TUSKEGEE UNIVERSITY CHARTER

YEAR	BOARD OF TRUSTEES	COMMISSIONERS	TAX EXEMPTION	NAME	STATUS
1881	Did not exist	The school was to be “under the direction and control of” the Commissioners. Legislature appointed initial members and Commissioners authorize to select new members	Did not exist	Normal School for colored teachers at Tuskegee	Public
1883	Did not exist	Commissioners authorized to select a Chairman and new members but if they could not agree then Superintendent of Education made selection	Did not exist	Unchanged.	Unchanged
1892	School established as an independent corporate entity over which the Trustees granted limited corporate powers and the powers to select its members	The school was to be “under the direction and control of” the Commissioners who also controlled how the school used the State appropriations and were installed as members of the Board of Trustees “with the same rights and powers as the other trustees.”	Broad tax Exemption granted	Tuskegee Normal and Industrial Institute	Public and Quasi Independent
1897	Agricultural Experiment Station for Blacks Established at Tuskegee under control of Trustees.	Unchanged	Unchanged	Unchanged	Unchanged
1937	Unchanged	Unchanged	Unchanged	Tuskegee Institute	Unchanged
1943	Trustees granted control over use of State appropriations	Five Commissioners to be appointed by Governor who are to be members of the Board of Trustees and to have “the same rights and powers as the other trustees.” But cannot vote on the election of the other trustees.	Unchanged	Unchanged	Independent and Quasi-Public
1945	Same	Unchanged	Unchanged	Unchanged	Unchanged
1957	Expanded the Trustees’ corporate authority to include the authority to borrow money, issue bonds, debentures, and notes, and to mortgage and pledge property	Unchanged	Unchanged	Unchanged	Unchanged
1985	Unchanged	Unchanged	Unchanged	Tuskegee University	Unchanged
2004	Unchanged	Unchanged	Unchanged	Unchanged	State-Related

**BY-LAWS
of the
TUSKEGEE UNIVERSITY
as amended and adopted
March 15, 2019**

ARTICLE I

TRUSTEES

Section 1: Overview and General Authority

The ultimate governance and control of Tuskegee University shall be vested in an elected Board of Trustees.

Section 2: Membership and Qualifications

There shall be no less than seventeen nor more than twenty-five in number. Twenty of these shall comprise a self-perpetuating body and five (5) shall be appointed by the Governor of the State of Alabama. In addition to the twenty-five members, there shall be a Faculty Trustee and a Student Trustee both of which shall not be counted in the twenty-five and shall be classified as ex-officio members and shall participate without vote.

The President and the Superintendent of Education of the State of Alabama shall be ex-officio members of the Board, but shall not be counted in the twenty-five (25) and shall participate without vote.

Membership on the Board of Trustees of Tuskegee University is predicated on a willingness to serve the University as a whole with respect to its broad governance and policy-making needs. Administration of the University is delegated to the President and the faculty and staff who work with him/her. Policy-making is done by the trustees only in official meetings of the Board and its committees. Policy is not made by individual trustees outside meetings of the Board.

Additionally, the conduct of Trustees at Tuskegee University is not based on nor driven by the concerns of particular interest groups. All Trustees, (including alumni nominees and State appointed trustees), are named to the Board as individuals not as representatives or "the voice" of any particular constituency, either inside or outside the University. Every Trustee is responsible for student concerns, alumni interests, faculty/staff issues, the financial success and integrity of the University, or broader societal challenges which have an impact upon the University.

Only the Board as a whole speaks to such issues through its designated channels. These channels are the Chair of the Board and the President of the University. Individual Trustees are expected to refrain from discussing Board matters publicly unless specifically requested to do so by the Chair of the Board or the President.

Section 3: Election

Unless otherwise provided in these By-Laws, the Nominating and Board Structure Committee shall recommend individuals, except those who serve as the Faculty Trustee and/or Student Trustee, for election to the Board of Trustees at its Annual Meeting or at another time in order to fill a vacancy.

Unless otherwise provided in these By-laws, all Trustees shall be elected by the full board and shall be elected at the annual meeting of the Board, however, the Student Trustee shall be elected by the student body under guidelines established by the Nominating & Board Structure Committee while the Faculty Trustee shall be the faculty member serving as Faculty Senate Chair. Vacant seats may be filled at any meeting. As indicated in the University's Charter, the persons appointed by the Governor "shall be members of the Board of Trustees with the same rights and powers as other trustees; except as to filling vacancies on the Board of Trustees of Tuskegee University in which they will have no voice." (Tuskegee University Charter, Section 6)

Section 4: Term of Office

The term of office of the self-perpetuating members shall be three years, and the Trustees shall divide themselves into classes so that as nearly as possible an equal number shall retire each year. Excluding the state appointed trustees and the Faculty Trustee and Student Trustee, the term of office of self-perpetuating trustees shall begin upon the adjournment of the annual meeting during which they were elected and shall expire upon the adjournment of the annual meeting three years later. The term of the Faculty Trustee shall be concurrent with their term as Faculty Senate Chair. The term of the Student Trustee shall begin on the second Sunday in May and shall expire that following year. Terms of Trustees elected to fill a vacancy shall begin immediately and they shall serve the remainder of the vacant term.

The terms of office of each trustee appointed by the Governor shall be for four years or until their successors are appointed and qualified; should a vacancy occur among the trustees appointed by the Governor by death, resignation, refusal to serve, or by becoming otherwise disqualified, then such vacancy shall be filled by the Governor.

Unless otherwise provided in these By-laws, all Trustees shall be elected by the full Board and shall be elected at the annual meeting of the Board. Vacant seats may be filled at any meeting. As indicated in the University's Charter, the persons appointed by the Governor "shall be members of the Board of Trustees with the same rights and powers as other trustees; except as to filling vacancies on the Board of Trustees of Tuskegee University in which they will have no voice." (Tuskegee University Charter, Section 6)

Section 5: Removal

The Board of Trustees by an affirmative vote of a majority of the entire Board of Trustees may for cause remove from membership on the Board any Trustees other than a State Appointed Trustee. The Board of Trustees by an affirmative vote of a majority of the entire Board of Trustees may for cause disqualify a State Appointed Trustee from membership on the Board of Trustees. Notice of a vote to remove a self-perpetuating Trustee or disqualify a State Appointed Trustee from membership on the Board of Trustees must be sent to all trustees at least ten days before the vote.

Section 6: Resignation

Should a member chose to resign, he/she shall submit a letter of resignation to the Chair and Secretary.

Section 7: Emeritus Trustee and Other Honorary Designations

The Board may designate individuals as “Emeriti Trustees” during any meeting of the Board. In order to receive such designation: (1) the designation shall be made upon recommendation by the Nominating and Board Structure Committee and by a duly adopted resolution of the Board and (2) the recommended Trustee is recognized as having made an extraordinary contribution and has previously served at least three full terms on the Board.

No Emeritus Trustee shall be entitled to vote on matters considered by the Board or be counted in a quorum. Further, they shall provide advice and counsel to the Board and shall meet with the Board at such times and places as may be specified by the Chair of the Board, however, they shall not have the privilege, as a matter of right, to attend meetings of the Board.

The Nominating and Board Structure Committee is empowered to effectuate the provisions of this section through applicable regulations and may provide guidelines for other honorary designations as necessary.

ARTICLE II

OFFICERS AND DUTIES

Section 1: Officers

The officers of the Board of Trustees shall be a Chair, First Vice-Chair, a Second Vice-Chair, and a Secretary, who shall be elected at each annual meeting during an odd numbered year for a period of two years. Their term of office shall begin on the first day of July following their election and shall expire two years later on the last day of June. The Chair, First Vice-Chair, and Second Vice-Chair shall be trustees of the University, but the Secretary may or may not be a trustee.

Section 2: Duties of the Chair

The Chair shall preside at all meetings of the Trustees, and perform the usual duties of a presiding officer, including the management of time for discussion of all matters considered by the Board provided he/she shall adhere to Robert’s Rules of Order. He/she shall be the chief executive officer of the Board and its spokesperson. The Chair shall appoint all committees except the Executive, Finance and the Audit and Enterprise Risk Management committees, which are elected by the Board. The Chair will also appoint the officers of all committees.

Section 3: Duties of the First Vice-Chair and Second Vice-Chair

The First Vice-Chair shall perform the duties of the Chair if for any reason the Chair is unable to act. The Second Vice-Chair shall perform the duties of the Chair if for any reason the Chair and the First Vice-Chair are unable to act.

Section 4: Duties of the Secretary

The Secretary shall perform the usual duties of a recording officer. He/she shall have the custody of the seal of the corporation and affix it to instruments in writing, notes, bonds, or other documents when directed by the Trustees or by the Executive Committee.

It shall be the duty of the Secretary to enter upon the minutes: the names of the Trustees present at each meeting, the names of Trustees excused, and the names of Trustees absent without excuse.

It shall record and print all resolutions and by-laws adopted by the Trustees, and distribute copies of the same as soon as may be possible after each meeting, one copy to each trustee, a copy to the President, one copy to the Vice President for Business Affairs, and one copy to be filed away in the archives, but he/she shall not be required to print resolutions fixing the salaries of officers of the University.

Section 5: Removal, Death, or Resignation

An officer of the Board may be removed for cause by a two-thirds majority vote of the members of the Board. Should the office of Chair be vacated by death, resignation, removal, or any other reason, the First-Vice Chair shall serve as Acting Chair until the vacancy is filled at the next meeting of the Board. Should the office of First-Vice Chair, Second-Vice Chair, or Secretary be vacated by death, resignation, removal, or any other reason, the Chair may designate a trustee to serve in the position on a temporary basis and that trustee shall serve until an election takes place pursuant to the terms of these by-laws.

ARTICLE III

COMMITTEES

Section 1: Committees and Membership

The Trustees shall elect at each annual meeting an Executive Committee; a Finance Committee not exceeding thirteen (13) members including the Chair of the Board and the President; and an Audit and Enterprise Risk Management Committee of not less than three members nor more than seven members. Members of the elected committees shall hold office until their successors are elected. There shall also be a Nominating and Board Structure Committee whose members shall be selected pursuant to the terms of these By-Laws. The Chair of these committees and all vacancies that occur between the Annual Meetings, at which time such committees are elected, shall be appointed by the Chair of the Board, including any unexpired terms.

Section 2: Special Committees and Attendance

In addition, Oversight and Special committees may be appointed by the Chair of the Board. Attendance at committee meetings shall be restricted to committee members and those trustees and other individuals invited by the Chair of the Board or the Chair of the committee.

ARTICLE IV

THE EXECUTIVE COMMITTEE

Section 1: Duties and Responsibilities

The Executive Committee shall have all the powers of the Board of Trustees to act, in the intervals between meetings, except as hereinafter provided. It shall be chaired by and meet on call of the Chair of the Board, or in his/her absence or disability at the call of the President. The business to be transacted shall be stated in the notice of the meeting, which shall be sent to all trustees at least five days in advance, and no other business shall be transacted at the meetings. When necessary, the Executive Committee may also take action, without a meeting, by voting electronically or by facsimile, when requested to do so by the Chair or the President. The Committee shall report its proceedings in writing at the next meeting of the Board of Trustees. Four members of the committee shall constitute a quorum and action of the committee shall be by majority vote of the members present.

Section 2: Membership

Members of the Executive Committee shall be elected by the Board of Trustees during its annual meeting or at any meeting as it is necessary. Specifically, beyond its elected members, elected officers of the Board shall be members along with the Chair of the Audit and Enterprise Risk Management Committee and the Chair of the Finance Committee.

Section 3: Limitation

The Executive Committee shall not appropriate or borrow money without the approval of the Finance Committee or the Chair of the Board of Trustees. No real estate or other assets of the University shall be sold or encumbered by the Executive Committee without special authorization by the Board of Trustees. No trustee, President, or permanent officer of the Board shall be elected and no important change shall be authorized in the permanent policy of the institution except at the duly called meeting of the Board of Trustees.

ARTICLE V

THE FINANCE COMMITTEE

Section 1: Duties and Responsibilities

The Finance Committee shall oversee and recommend for approval by the Board the annual operating and capital projects budgets, including all tuition and fee charges. The Finance Committee shall also oversee all investments, legacies and bequests and all other funds belonging to the University, except such as pertain to current operations of the school. The Investment Subcommittee of the Finance Committee shall oversee the endowment's long-term asset allocation policy and all investments therein, and recommend for approval by the Finance Committee and Board an annual spending amount from the endowment. The Finance Committee and Investment Subcommittee may appoint a portfolio manager to assist with the endowment's long-term asset allocation policy and all investments therein.

The Committee may appoint a Portfolio Manager (who shall not be a Trustee) to assist in the selection, purchase and sale of securities and in the general work and accounts of the

Committee. The fees for such manager shall be subject to approval by the Finance Committee of the Board of Trustees.

The Committee shall have full power to invest, or change the investment of any funds belonging to the University, or dispose of any investments which they do not think suitable.

The Finance Committee shall be charged with the duty of scrupulously observing all conditions of bequests and donations.

Funds belonging to the University under the purview of the Finance Committee shall be deposited in trust companies, or banks or other financial institutions approved by the Trustees, subject to withdrawal on the signatures of University officers authorized by the Finance Committee.

The securities belonging to the University shall be lodged in the custody of a bank or trust company, approved by the Trustees subject to an agreement assuring the responsibility of the bank or trust company, or other financial institution approved by the Trustees for their safekeeping and returned to the University on demand and for the collection of interest as it falls due. The signature of the Chair of the Finance Committee and the Chair of the Board shall be required to withdraw any of the securities from said depository but securities which have been sold shall be delivered by the bank or trust company in exchange for an equivalent in cash upon written instructions signed by both the Chair of the Finance Committee and the Chair of the Board. Securities purchased shall be received and paid for by the bank or trust company or other financial institutions approved by the Trustees upon written instructions, signed by either the Chair of the Committee.

Section 2: Meetings

The Finance Committee shall meet at least twice a year on call of its Chair. Four (4) members shall constitute a quorum and notice shall be provided at least 48 hours in advance of the meeting. Special meetings shall be held on request of the President or any two members of the Committee provided notice is given as stated above. This Committee shall make reports to the Trustees at regular meetings of the Board.

ARTICLE VI

THE AUDIT AND ENTERPRISE RISK MANAGEMENT COMMITTEE

Section 1: General Overview

The primary function of the Audit and Enterprise Risk Management Committee ("the Committee" or "Audit Committee") is to assist and advise the Board of Trustees in fulfilling its oversight responsibilities by reviewing (a) the integrity of the financial reports and other financial information provided by Tuskegee University to any governmental body or to the public; (b) the University's systems of internal controls regarding finance, accounting, legal compliance and the ethics standards that Management and the Board have established and (c) the University's auditing,

accounting standards, and financial reporting processes generally. Consistent with function, the Audit Committee shall encourage continuous improvement of, and shall foster adherence to, the University's policies and practices at all levels.

The University's auditors are ultimately accountable to the Committee and the Board of Trustees.

Section 2: Composition and Officers

The Audit Committee shall be comprised of at least three but no more than seven Trustees. All Members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one Member of the Committee shall have accounting or related financial management expertise.

Committee Members are elected by the Board for one-year terms and may be re-elected for additional one-year terms at the discretion of the Board. The Chairman of the Board of Trustees appoints a Chairperson of the committee. The Chairperson will preside at Committee meetings and report on behalf of the Committee to the Board.

Section 3: Meetings

The committee will meet at least three times a year, with authority to convene additional meetings as circumstances require. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. The Committee will invite members of the Administration, auditors, or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors in executive sessions. Meeting agendas, along with appropriate briefing materials, will be prepared and provided in advance to members. Minutes will be prepared and recorded.

The Chairperson of the Committee should decide the meeting agenda.

The Committee shall request, as it deems appropriate, attendance at its regular meeting or otherwise of the University's Vice President for Finance and Chief Financial Officer, Controller, Chief Audit Executive, and such other members of the University's Management as circumstances require.

Minutes of each meeting will be circulated for approval at the next Committee meeting. Approved minutes should then be filed with the Secretary of the Board of Trustees.

The Committee should meet at least annually with University Management, independent accountants, and the in separate executive sessions to discuss any matter that the Committee, the Chair of the Committee, or each of these groups believes should be discussed privately.

Section 4: Duties and Responsibilities

University Management has primary responsibility for the integrity and objectivity of its financial reporting, subject to oversight by the Board of Trustees. The Committee shall, on behalf of the Board of Trustees, take reasonable steps to review Management's actions to determine that:

- A fair presentation of published financial information is made in accordance with generally accepted accounting principles and in compliance with all applicable professional and regulatory requirements.
- An appropriate system of internal controls, policies, and procedures is maintained.
- The quality of internal and external audit efforts is adequate and the University's public accountants are independent.
- To fulfill its responsibilities and duties, the Audit Committee shall review and where necessary direct changes with respect to:
 - Annual audit plans of the University's internal and external auditors.
 - The results of the internal and external auditor's activities, including their major conclusions, findings, and recommendations, and related management responses.
 - The University's accounting and financial reporting practices, and its annual financial report to government and other significant financial information submitted publicly.
 - Accounting, legal, tax, and other developments of major significance to the University.
 - Adequacy and effectiveness of internal controls.
 - Such other matters, as the Board or the Audit Committee considers appropriate.

In its efforts to fulfill its responsibilities and duties, the Committee shall receive periodic written and verbal reports from Management, internal audit, and the University's independent auditors. The Committee shall receive these reports pursuant to a schedule that the Chair develops in consultation with Management.

The Audit Committee shall have prompt and unrestricted access to all financial and operating information relevant to the University's affairs. The Committee shall have ready access to the University's Legal Counsel and to the independent auditors, and shall be provided from time to time with staff assistance from within the University as requested.

The Committee may cause an investigation to be made into any matter within the scope of its responsibilities that is brought to its attention. With the approval of the Chairman of the Board of Trustees, the Committee may engage such independent resources to assist in its investigations, as it deems necessary.

The Committee's specific responsibilities are as follows:

A. General

1. The Committee shall have unrestricted access to members of the Administration and other

employees of the University, as well as all information relevant to the carrying out of its responsibilities. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

2. The Committee shall be empowered to retain, at the University's expense, independent counsel, accountants or others for such purposes as the Committee, in its sole discretion, determines to be appropriate to carry out its responsibilities upon approval of the Chairman of the Board of Trustees.

B. Internal Controls

1. The Committee shall review at least annually, with the Administration, the University Audit office and the external auditors, if deemed appropriate by the Committee, the effectiveness of or weaknesses in the University's internal controls, including computerized information system controls and security, the overall control environment and accounting and financial controls.

2. The Committee shall obtain, from the external auditors, their recommendations regarding internal controls and other matters relating to the accounting procedures and the books and records of the University, and review the correction of controls deemed to be deficient.

3. The Committee shall review and advise the Board and Administration management on:

(a) the appointment, performance and replacement of the Chief Audit Executive, and the activities, organizational structure and qualifications of the persons responsible for the University audit function;

(b) the University audit plan, staffing and budget for the University Audit Office; and

(c) material findings of internal audit reviews and the Administration's response, including any significant changes required in the Chief Audit Executive's audit plan or scope and any material difficulties or disputes with the Administration encountered during the course of the audit.

4. The Committee shall review the Administration's procedures for the receipt, retention and treatment of complaints received by the University regarding accounting, internal accounting controls or auditing matters.

5. The Committee shall review major financial risk exposures and the guidelines and policies which the Administration has put in place to govern the process of monitoring, controlling and reporting such exposures.

C. Financial Reporting

1. The external auditors are ultimately accountable to the University and the Board of Trustees. The Audit Committee shall evaluate and recommend to the University and the Board of Trustees

the selection and, where appropriate, the replacement of the external auditors.

2. The Committee shall:

- (a) review the scope, plan and procedures to be used on the annual audit, as recommended by the external auditors;
- (b) review the results of the annual external audits; and, as to the Tuskegee University financial statement audit and the A-133 audit, accept the reports provided by the external auditors;
- (c) review and discuss significant estimates and judgments underlying the financial statements, including the rationale behind those estimates, as well as the details on material accruals and reserves and the University's accounting policies;
- (d) review all critical accounting policies and practices as brought to its attention by the Administration and/or the external auditors; and
- (e) review the Form 990 in advance of being provided to the full board and filing with the IRS. In addition, the Committee will be informed about the adequacy of other required tax filings and compliance processes.

3. The Committee shall meet at least annually with the Administration, the Chief Audit Executive, and the external auditors, in executive sessions to discuss any matters that the Committee, or each of these groups, believes should be discussed privately.

D. Compliance with Laws, Regulations and Policies

1. The Committee shall review with the Administration actions taken to ensure compliance with applicable laws and regulations, as well as policies which may be established by the Corporation.
2. The Committee shall review with the University's legal counsel any legal compliance matters that could have a significant, adverse impact on the University.
3. The Committee shall periodically review the University's code of conduct and ethics to ensure that it is adequate and current.
4. The Committee shall periodically review the University's conflict of interest policy and annually review the summary of conflict of interest disclosure statements completed by trustees, officers and others; and as appropriate, review any related supporting documentation.

E. Risk Management

1. The Committee will review the University's process for identifying, assessing, reducing, monitoring, and reporting key risks that might impair the achievement of Tuskegee University's strategic goals and objectives.

2. The Committee will monitor the Administration's progress with respect to risk identification, prioritization, assessment, action plans and monitoring.

F. Information and Technology

1. The Committee will review the University's process for aligning information technology with University goals as it relates to governance, data, security, and other risks; and will periodically meet with the Chief Information Officer and others as appropriate.

G. Annual Self-Assessment of Committee Performance

1. The Committee shall conduct a self-assessment of its performance annually. The Audit Committee shall be materially supported by the Chief Audit Executive, the Vice President for Finance and the Chief Financial Officer in the execution of its charter responsibilities.

The Committee shall make regular reports to the Board on Committee activities. The reports will generally occur after each Committee meeting or at such other times as the Committee deems appropriate.

As part of an on-going self-assessing process, the Committee will review and update this Charter periodically, as conditions dictate. The Board shall approve this Charter and any modifications to it, in order for the Charter to become effective.

The Committee shall make regular reports to the Board on Committee activities. The reports will generally occur after each Committee meeting or at such other times as the Committee deems appropriate.

As part of an on-going self-assessing process, the Committee will review and update this Charter periodically, as conditions dictate. The Board shall approve this Charter and any modifications to it, in order for the Charter to become effective.

ARTICLE VII

THE NOMINATING AND BOARD STRUCTURE COMMITTEE

Section 1: General Responsibilities

The Nominating and Board Structure Committee shall advise the Board regarding impending vacancies of Board members, recommend officers of the Board and members of its elected committees, and shall at each Annual Meeting or when necessary compile and submit to the Board, nominees who can strengthen the Board and the University's programs except those members whose selection is governed by another provision of these By-Laws. The Committee shall periodically review and update the Governance Documents of the University and make recommendations to the Board on proposed changes. Furthermore, it shall carry out its other duties as specified in the By-Laws.

Section 2: Membership

Pursuant to the provisions of these By-Laws, members of the Nominating and Board Structure Committee shall be selected by the Chair of the Board.

ARTICLE VIII

COMMITTEE ON COMPENSATION

Section 1: Membership

The Committee on Compensation shall consist of Trustees appointed pursuant to these Bylaws as well as the President of the University. A majority of the voting membership of the Committee shall constitute a quorum.

Section 2: Duties and Responsibilities

The Committee on Compensation shall fix and adjust the annual compensation of those senior level employees of the University provided herein and shall advise and recommend additional policies related to the overall compensation plan of the University. Specifically, the Committee shall approve the compensation of all officers of the University including: the president, vice presidents, deans, and other senior officers upon initial hire; and the Board of Trustees shall adjust the compensation of all Officers of the University, upon recommendation of the Compensation Committee. The President of the University will not be present during the Committee's deliberation and determination of the President's annual compensation adjustment.

Section 3: Record of Proceedings

All proceedings of the Committee on Compensation shall be recorded and maintained by the Board Secretary who will retain a copy on file.

ARTICLE IX

ADMINISTRATION

The Trustees shall elect the President of the University to hold office subject to the pleasure of the Board. The salary of the President shall be fixed by the Board, and the President shall be a member of the Board of Trustees but shall participate without vote.

ARTICLE X

THE PRESIDENT

Section 1: General Authority and Guidelines

The President shall be the chief executive officer of the University and the chief advisor to the Board of Trustees. He/she is responsible for leading the University. The President shall have full authority to organize and conduct the Institution, to select and employ teachers, officers; staff and such other employees as may be deemed advisable and pursuant to the terms of these By-laws or an adopted policy of the Board.

Section 2: Selection and Review of Officers

The President's selection of senior officers, including vice-presidents and deans, is subject to the advice and consent of the entire Board of Trustees or the Executive Committee when it is acting for the Board between its meetings. The retention of said officers is subject to the advice and consent of the entire Board of Trustees. Applications and/or grants of tenure is subject to the advice and consent of the Board of Trustees or the Executive Committee when it is acting for the Board between its meetings. The President shall be the official spokesperson for the University and the official means of communication between the Board of Trustees, the University community, the Alumni and the public at large including state and federal agencies and officials, and private philanthropic and corporate entities.

The President shall make a report to the Trustees at the annual meeting of the Board, reviewing the work of the year and the general condition of the institution, making such recommendations and requests as needed. The President shall also make intermediate reports to the Trustees or the Executive Committee as often as requested.

The President shall have ultimate administrative and financial responsibility for and control over the intercollegiate athletic program, including the academic welfare of student athletes. As chief spokesperson for the University, the President shall articulate its strategic priorities and exercise institutional control of all its fundraising programs and activities.

The President is evaluated periodically by the Board of Trustees.

ARTICLE XI

CONVEYANCE OF REAL ESTATE

No real estate of the Corporation shall be sold or mortgaged unless authorized by the vote of a majority of the Trustees present at any duly convened meeting at which a quorum is present, except that real estate of the Corporation acquired through foreclosure of mortgages or by devise or bequest and not located in or near Tuskegee, Alabama, may be sold by the vote of the Finance Committee. The Chair of the Board of Trustees or the Chair or of the Finance Committee or the President or the Treasurer or the Vice President for Finance and Chief Business Officer of the University may sign instruments for the foreclosure of mortgages and may execute deeds for the conveyance of real estate or mortgage which has been previously duly authorized pursuant to these Bylaws.

ARTICLE XII

MEETINGS

Section 1: Meetings

There shall be at least four regular meetings of the Board of Trustees as follows: The annual meeting of the Trustees shall be held in March each year at a time and place fixed by the

Chair. The other regular meetings shall be held in the Summer, Fall, and Winter on a date and place fixed by the Chair unless otherwise ordered by the Board.

Section 2: Special Meetings

Special meetings of the Trustees may be called by the Chair (or in his absence by the First Vice-Chair) or shall be called on request of the President or any quorum of the Board.

Section 3: Notice

Notice of a regular meeting shall be distributed to all Trustees at least 30 days in advance. The purpose of the meeting must not be stated in the call. Notice of the purpose of any special meeting shall be stated in the call for such meeting and no other business shall be transacted there at.

Section 4: Method of Action

The act of a majority of the Trustees present at any meeting of the Board at which a quorum is present shall be the act of the Board. The Board may take action on any matter by a duly made motion, report, or resolution. The Board's method of voting shall normally be by voice but shall be by a show of hands, roll call vote, or by ballot when requested by a Trustee. An absent Trustee may designate another Trustee to exercise his/her voting authority by transmitting a signed document to the Secretary of the Board prior to the meeting or may verbally designate voting authority during a meeting of the Board. All designations shall be for the duration of that meeting and shall not continue beyond.

Section 5: Quorum

The majority of the members of the Board presently serving, shall constitute a quorum. Ex-officio Trustees shall not be counted in determining the presence of a quorum. The Trustees may adjourn any meeting from time to time to any specified date or dates at the same or a different place of their choosing. Upon completion of the Agenda, the meeting of the Board may be adjourned by the Chair or by the passage of a duly seconded motion to adjourn. A motion to adjourn the meeting is not debatable.

Section 6: Rules of Procedure

Unless otherwise provided in these By-Laws, all proceedings of the Board of Trustees, including its committees, shall be conducted using the most recent guidelines provided in *Robert's Rules of Order*.

ARTICLE XII

ORDER OF BUSINESS

Section 1: Order of Business

Unless otherwise provided, the agenda for meetings of the Board shall be set by the Chair and it shall generally follow the below guidelines. All Trustees shall be able to submit items for discussion which shall be reviewed by the Chair.

1. Call to Order
2. Roll Call

3. Introduction of Visitors
4. Reading of Minutes of Previous Meeting
5. Report of the President
6. Reports of Committees
7. Executive Session
8. Election of Trustees
9. Election of Officers
10. Election and Appointment of Committee Members
11. New Business
12. Miscellaneous Business
13. Adjournment

ARTICLE XIII

GENERAL REGULATIONS

Section 1: Fiscal Year Designation and Budget

The fiscal year of the corporation shall begin the first day of July. The annual expense of the University shall be provided for in a Budget recommended by the President, approved and adopted by the Finance Committee and by the Trustees.

The Budget may include an appropriation designated the President's Emergency Fund, to be used at the discretion of the President in the interest of the University. All expenditures of such fund shall be reported to the Trustees at their next regular meeting.

No appropriations approved by the Executive Committee or the Trustees shall be exceeded except to the extent that transfers may be made with the written approval of the President of unexpended balances from one appropriation to another, unless such excess expenditures is first approved by the Executive Committee or Trustees.

ARTICLE XIV

TRUSTEE FINANCIAL SUPPORT RESPONSIBILITIES

The Board of Trustees understand that among its responsibilities, fundamental is that of developing financial resources for Tuskegee University. To this end, the Trustees shall be expected to participate in the annual funding program to the fullest extent possible, in special funding programs as capable, in planned giving programs by bequest, estate plan, and/or deferred giving device; and, with the assistance of the Administration, encourage others to do the same.

ARTICLE XV

INDEMNIFICATION

Each trustee and officer of the University shall be indemnified against all expenses actually and necessarily incurred by such trustee or officer in connection with the defense of any action,

suit, or proceeding to which he/she has been made a party by reason of being or having been such trustee or officer. The University shall cover such expenses except in relation to matters which the trustee or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The University shall maintain appropriate trustee and officer liability insurance coverage for this purpose.

ARTICLE XVI

CODES OF CONFLICT OF INTEREST AND OTHER CODES OF ETHICAL BEHAVIOR

Section 1: Conflict of Interest Defined and Other Terms

A trustee shall be considered to have a conflict of interest if (1) such trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her family, or any organization in which such trustee (or member of his or her family) is an officer, director, employee, member, partner, or trustee, has such existing or potential financial other interests. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the trustee.

Section 2: Disclosure

All trustees shall disclose to the board any possible conflict of interest at the earliest practical time. Furthermore, the trustee shall absent himself/herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meetings shall reflect that a disclosure was made and that the trustees who have a conflict or possible conflict abstained from voting. Any trustee who is uncertain whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in his or her absence by majority vote. Each trustee shall complete and sign a disclosure form provided annually by the Nominating and Board Structure Committee.

Section 3: Arms-length Bidding

Nothing in this section precludes trustees from arms-length bidding on projects at the University. However, Trustees must comply with all Codes of Ethics and Conduct at all times.

ARTICLE XVII

BOARD OF ADVISORS

Section 1: General Authority and Guidelines

The Board shall be empowered to create a Board of Advisors to provide general advice and guide to the University and/or specific colleges.

Section 2: Membership

The Board of Advisors to the University shall be elected by the Board of Trustees with candidates being recommended by the Nominating and Board Structure Committee.

Section 3: Governance

The Board of Advisors shall establish its own governance document which shall not be in conflict with these By-Laws. The Board of Trustees further reserves the right to disband any Board of Advisors with or without cause.

ARTICLE XVIII

REVIEW AND AMENDMENT OF BY-LAWS

Section 1: Amendment

These By-Laws may be changed or amended at any meeting of the Trustees by a two-third majority vote of those present, provided notice of the substance of the proposed amendment is sent to all trustees at least thirty days before the meeting unless notice is waived by a two-thirds majority vote of those present. The Nominating and Board Structure Committee or any Trustee may propose an amendment.

Section 2: Annual Review

The Nominating and Board Structure Committee shall conduct periodic reviews of the By-Laws and/or Governance Document and may recommend changes related hereto to the Board.

Adopted by the Board of Trustees this 15th day of March, 2019.

John E. Page
Chairman

Kevin P. Green
Secretary