Georgia Southern University
Board of Visitors Bylaws

Article I

Name and Purpose

1. The name of this group shall be "The Georgia Southern University Board of Visitors."
2. The purpose of the Board of Visitors is to help advance the mission of the University; foster positive relations between the University and its stakeholders; become more familiar with the accomplishments, needs and aspirations of the University, and to assist in conveying those messages to the community; serve as ambassadors of the University to inform members of the community about activities at the University and, in turn, to inform the University about concerns, expectations and other issues expressed by the community; and to provide advice to the President and administration of the University about future strategic areas for advancement of the University’s mission.
3. The principal officers of the Board of Visitors will be the Chair of the Board of Visitors and the Vice Chair of the Board of Visitors elected from the existing membership of the Board of Visitors. In the event of any vacancy in the Office of Chair of the Board, the Vice Chair will immediately assume the office of Chair of the Board during the remaining term of the current Chair. The President of the University will then select a Vice Chair from among the current members to complete the remaining term of the Vice Chair of the BOV. The term of office is two years, with eligibility for re-election for an unlimited number of terms.

Article II

Relation to Georgia Southern University

The Board of Visitors is not a legal entity. Its members have no legal responsibility for the policies and operations of the University and no legal liability for any activity of the University. The Board of Visitors has no authority to make commitments on behalf of the University. The board's role is to assist the University by carrying out its purposes as stated herein.

Article III

Appointment, Term of Office and Meetings

1. Membership. Board members will be individual volunteers who are passionate about Georgia Southern University and its future. Members of the Board will be comprised of community leaders, business and industry leaders, elected and governmental officials, and other prominent figures from the State and region. Alumni status is not required for membership.
2. **Appointment and Term.** Invitations to serve on the Board are extended by the President of the University in his or her sole discretion. Service on the Board is voluntary. Each member who agrees to serve is appointed for an initial three-year term, with renewal at the discretion of the President. Any member who has served for two (2) consecutive terms shall be ineligible for re-appointment for a period of one (1) calendar year. Initially the board will consist of 20-30 members, with plans to appoint 10-20 additional members in the future. Additional appointments may be made by the President as appropriate.

3. **Meetings.** Two full board meetings are held each year in the Spring and Fall, with at least one of those meetings occurring on the Georgia Southern University campus. Other meetings and social gatherings may be called by the President as needed. The main purpose of the meetings will be to: update the Board on progress made on current academic, research, service, and athletic programs and initiatives; inform the Board about new initiatives; and seek input and advice from the members. While “fundraising” will not be the primary function of the Board, input from this group on identifying and cultivating prospects will be encouraged. In addition to general updates given by the President, several members of the administration, athletic department, faculty, staff and students will be invited to provide information and reports, thus exposing the Board to the widest audience of the University community.

4. **Removal.** Any member may be removed, with or without cause, by a vote of the majority of the Board or at the sole discretion of the President. With the exception of excused absences, the failure to attend at least one meeting in any academic year shall be deemed cause for removal.

5. **Vacancies.** Any vacancy in the Board occurring during the year may be filled with an appointment of a new member for either the remainder of the term vacated or a new three-year term, at the discretion of the President.

6. **Regular Meeting; Notice.** Regular meetings of the Board of Visitors shall be held at such time and place as the President shall designate at least twenty (20) days before the scheduled date of said meeting.

7. **Special Meetings Notice.** Special meetings of the Board of Visitors (in-person or virtual) may be held upon the call of the Chair of the board, the Vice Chair of the Board or the President at such time as may be designated in the notice of such meeting. Notice of time, place and purpose of any special meeting of the Board of Visitors shall be given by the office of the President by mailing or emailing a copy thereof or delivering same to each Board of Visitor member at least two (2) days before such meeting.

8. **Quorum; Adjournments of Meetings.** At all meetings of the Board of Visitors the majority of the visitors present shall constitute a quorum for the transaction of business. In the absence of a quorum, the majority of the Visitors present may without giving notice other than by announcement at the meeting adjourn the meeting until quorum is obtained. At such adjourned meetings at which a quorum is subsequently attained, any business may be transacted which might have been transacted at the meeting as originally scheduled.

9. **Organization.** The Chair of the Board of Visitors shall preside at all meetings of the Board of Visitors; in the absence of the Chair, the Vice Chair of the Board of Visitors shall preside or in the absence of both, the Board of Visitors may select a person to preside at the meeting from among its members present at such meeting.
10. **Resignation.** Any member may resign at any time by giving notice to the President and Chair of the Board of Visitors. Such resignation shall take effect any time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

**Article IV**

**Commitments**

Each member of the Georgia Southern University Board of Visitors will:

1. be expected to attend two Board meetings each year;
2. be encouraged to participate in University events; and
3. serve as an ambassador to the University

in each case in a manner consistent with a Member Expectations document approved by the Board from time to time and with the Responsibilities outlined in Article V below.

**Article V**

**Responsibilities**

1. Advocate the mission, goals, and objectives of the University to external constituencies
2. Create mutually supportive linkages between the University and persons and organizations in the State of Georgia and beyond.
3. Assist in identifying and acquiring resources to support the work of the University.
4. Advise the President on areas of opportunity and innovation.
5. Contribute expertise by collaborating with the University as consultants, speakers or mentors.
6. Convey to the community the central importance of the University’s mission to the cultivation of successful citizens.

**Article VI**

**Books and Records**

There shall be kept at the office of the President correct minutes and records of the activities and transactions of the Board of Visitors including a minutes book which shall include copies of these By-Laws and a copy of the Resolution of the Board of Regents creating the Georgia Southern University Board of Visitors.

**Article VII**

**Amendments and Consideration**
The Board of Visitors shall have power to make, alter, amend, and repeal the Bylaws of the Board of Visitors by affirmative vote of a majority of the Board of Visitors then serving provided that the action is proposed at a regular or special meeting of the board, except as otherwise provided by the Bylaws. Any questions involving the interpretation of these Bylaws shall be determined by the Board of Visitors after, as the Board deems appropriate, consultation with the President and administration of the University, and if such question arises in the course of any meeting, by the Chair of the Board of Visitors. Determinations by the Chair of the Board shall be effective only for the purposes of the meeting.