



**ALABAMA STATE UNIVERSITY BOARD OF TRUSTEES MEETING
ALABAMA STATE UNIVERSITY ACADOME BOARD ROOM
FEBRUARY 6, 2009
1:30 P.M.**

MINUTES

I. CALL TO ORDER

The meeting of the Alabama State University Board of Trustees was called to order at by Chairman Elton Dean at 1:30 p.m.

II. INVOCATION

The invocation was led by Mr. Henry Davis.

III. ESTABLISHMENT OF QUORUM

Upon roll call, President William Harris affirmed a quorum. Trustees Oscar Crawley, Buford Crutcher, Elton Dean, Bobby Junkins, Alfred Seawright, and Marvin Wiggins were present. Trustees Thomas Figures, Taylor Hodge, and Lawrence Lemak were absent.

Trustee Herbert Young later joined the meeting while in progress.

IV. ADOPTION OF AGENDA

Trustee Crawley moved, seconded by Trustee Wiggins, to adopt the agenda. The agenda was unanimously accepted as presented.

V. ADOPTION OF MINUTES - DECEMBER 5, 2008

Trustee Wiggins moved, seconded by Trustee Crawley, to adopt the minutes of the December 5, 2008 meeting. The minutes were adopted unanimously.

VI. PRESIDENT'S REPORT

President Harris stated that the University has just completed its Founders' Day Convocation for 2009 and he thanked everyone for participating in this important event.

He reported that the registration for the Spring semester is underway, and for the first time at the University it was conducted completely online. As of today, the enrollment count is 5,520 which represents an increase over the 2008 Spring semester's enrollment count of 5,463 at this same time period.

He further stated that there are several matters from the Board Committee meetings last week that should be addressed. The first is the adoption of the codification of the Board of Trustees *Bylaws*. He said that all previously approved Board changes have been incorporated into the document. It has been appropriately reviewed by University Counsel and timely distributed to all Board

members. He asked if the Board wished to adopt the *Bylaws* today, or take the matter up at another time.

Trustee Wiggins recommended that the action on the *Bylaws* be deferred until a later date and all Board members agreed.

Dr. Harris proceeded by informing the Board that the Life Sciences Building has been delivered to the University and is fully operational. He said that we are nearing completion of the Ralph David Abernathy Education Hall with expected occupancy next month.

He continued his report by stating that the University is involved in the development of the next generation of student housing. He said that during the Property Committee report today the Administration intends to ask the Board to suspend its decision to renovate William Benson and Simpson Halls; and, instead authorize the use of funds allocated to renovate these two dormitories for the development of new student housing.

He brought to the Board's attention the details of the Personnel Report that was distributed to them. He said that the report shows all personnel actions to include academic and non-academic new hires, academic and non-academic separations, and retiring employees, that have occurred since the last Board meeting. He then recommended to the Board the adoption of the new hires as listed on the Personnel Report; and, he asked that they receive the employee separations for information only.

Trustee Wiggins said that there were some matters related to new hires that he would like to discuss in Executive Session. Thus, all agreed and no action was immediately taken on the Personnel Report.

President Harris stated that in addition to the routine new hires, there are four new hires that he wishes to present for Board acceptance. He said that after completing the appropriate University process of reviewing, advertising, screening and interviewing candidates, he is making the following recommendations:

- 1) The recommendation to appoint Ms. Monique Holland as Athletic Director.

Trustee Wiggins moved, seconded by Trustee Crawley, to accept the President's recommendation to appoint Monique Holland as Athletic Director. The motion passed unanimously.

- 2) The recommendation to appoint Henry Davis as ASU's Police Chief.

Trustee Crawley moved, seconded by Trustee Wiggins, to accept the President's recommendation to appoint Henry Davis as ASU's Police Chief. The motion passed unanimously.

- 3) The recommendation to appoint Karyn Scissum Gunn as Provost/Chief Academic Officer.

Trustee Crawley moved, seconded by Trustee Wiggins, to accept the President's recommendation to appoint Karyn Scissum Gunn as Provost/Chief Academic Officer. The motion passed unanimously.

- 4) The recommendation to appoint John F. Knight as Vice President and Chief Operating Officer.

Trustee Wiggins moved, seconded by Trustee Junkins, to accept the President's recommendation to appoint John F. Knight as Executive Vice President and Chief Operating Officer. The motion passed by unanimous vote.

Continuing his report, Dr. Harris stated that the University reviewed the matter of campus parking and determined that there is no action that the Board needs to take because the policy is already in place. Therefore, he announced that effective at the beginning of the next term, the Administration will enforce all parking requirements of the University by requiring that everyone who operates a car on the University campus must have their vehicle registered.

President Harris concluded his report by informing the Board that the Administration was not able to get the Class Attendance policy in place prior to this meeting. He said that a policy will be developed with the involvement and support of the faculty and brought forward to the Board for approval.

VII. COMMITTEE REPORTS

A. ACADEMIC AFFAIRS

The Academic Affairs Committee met on January 23, 2009 and there were no action items to be brought before the full Board.

B. ATHLETICS

Trustee Crawley, Chair of the Athletics Committee, stated that the Committee met on January 23, 2009, and there are no action items at this time.

C. FINANCE COMMITTEE

1. Resolution for the Approval of the 2008-2009 Prorated Operating Budget

President Harris informed the Board that at the end of December, Governor Riley ordered proration and all state budgets had to be adjusted accordingly. He explained that a nine percent cut to the University's budget representing slightly below \$4M had to be made. He also reminded the Board that he had forwarded a memorandum to them regarding this matter and it was discussed in the Finance Committee meeting. He then recommended that the Board approve the 2008-2009 Prorated Operating Budget.

Trustee Wiggins moved, seconded by Trustee Crawley, to adopt the Resolution from the Finance Committee to approve the 2008-2009 Prorated Operating Budget. The motion passed by unanimous vote.

2. President's Contract

President Harris stated that there were certain provisions of the President's contract that needed to be ratified by the Board.

Trustee Dean pointed out that the change to the President's contract related to the allowance for the President's vehicle and that the Board members were aware of the adjustment. After that comment, Trustee Dean called for the motion.

Trustee Wiggins moved, seconded by Trustee Crawley, to approve the changes to the President's contract. The motion passed by unanimous vote.

D. PROPERTY COMMITTEE

Trustee Crutcher, Chair of the Property Committee, stated that there was one matter for Board action that was previously discussed by the President during his report to the Board today. He yielded the floor to President Harris to present the request.

President Harris asked the Board for formal acknowledgment and approval to suspend the renovation of William Benson and Simpson Halls in order for the Administration to rethink the expansion of newly constructed campus housing and to determine the most efficacious use of the funds currently allocated for dormitory restoration.

Trustee Wiggins moved to accept the University's recommendation to suspend the scheduled renovation of William Benson and Simpson Halls. Trustee Crutcher seconded the motion.

Trustee Young questioned if there would be enough money to accomplish the task of building new dorms and stay within the original budget.

President Harris responded that we are not certain of what the cost would be; however, the University is not asking to spend any money at this time. The request for Board approval is only to suspend the renovation of the two dormitories.

After the discussion, the vote was taken. The motion passed unanimously.

E. STUDENT AFFAIRS

Trustee Wiggins, Chair of the Student Affairs Committee, reported that the Committee met on January, 23, 2009, and there are no action items being presented for approval.

VIII. REPORT FROM FACULTY SENATE – DR. DERRYN MOTEN

Dr. Moten stated that he sent his report by mail to the Board.

Trustee Dean acknowledged the receipt of the memorandum from Dr. Moten and stated that their work will not go unnoticed.

IX. REPORT FROM STUDENT GOVERNMENT ASSOCIATION – MR. BRYAN WEAVER

Mr. Weaver thanked the University for the significant increase of the Student Government Association budget. He proceeded to discuss other matters of concerns for the student body. (See attached SGA President's report)

X. REPORT FROM NON-ACADEMIC STAFF COUNCIL – MR. DAVID MCADORY

Mr. McAdory, President of the Non-Academic Staff Council, stated that there are no items for discussion at this time. However, the Council has some items pending with the President.

XI. EXECUTIVE SESSION (IF APPROPRIATE)

Trustee Wiggins moved that the Board convene into Executive Session. The motion passed unanimously.

President Harris requested the presence of Drs. Knight and Gunn be allowed during the Executive Session. The Board members agreed.

XII. REPORT FROM EXECUTIVE SESSION

Dr. Harris reported that there was no report from the Executive session. However, Trustee Dean stated that the action on the Personnel Report presented by the President earlier in the meeting was delayed for further discussion during the Executive Session. After the completion of the Executive Session, he called for action on the Personnel Report.

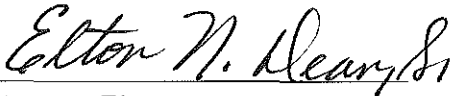
Trustee Wiggins moved, seconded by Trustee Crutcher, to approve the personnel actions. The motion was approved by unanimous vote.

XIII. OTHER BUSINESS

Trustee Young stated that he was very concerned about the academic status of the Marching Band. He asked Dr. Harris and Dr. Gunn to take a close look at the matter and get it under control. They agreed to do so.

XIV. ADJOURNMENT

Trustee Crawley moved to recess the meeting and reconvene at the call of the Chair. Trustee Crutcher seconded the motion and it carried unanimously. The meeting recessed at 2:40 p.m.



Trustee Elton N. Dean, Sr.
Chair, Alabama State University
Board of Trustees



William H. Harris, President and
Secretary to the Alabama State
University Board of Trustees

5/8/2009

DATE

Attachments:

Agenda – February 6, 2009
Notification of Posting with the Secretary of State
Resolution – 2008 – 2009 Prorated Operating Budget
SGA President’s Report

THOMAS, MEANS, GILLIS & SEAY, P.C.

ATTORNEYS AND COUNSELLORS AT LAW
ESTABLISHED IN 1981

WEBSITE: www.tmgslaw.com

Montgomery Office

Sender's Direct Dial: (334) 213-4421

Sender's E-mail Address:
sgstoudemire@tmgslaw.com

RECEIVED

JAN 30 2009

Alabama State University
Office of the President

VIA HAND-DELIVERY

M E M O R A N D U M

KENNETH L. THOMAS^{1,3}
TYRONE C. MEANS^{1,2,4}
H. LEWIS GILLIS¹
QUINTON S. SEAY²
EUGENE FELTON, JR.²
JACQUELINE C. SMOKE¹
LATASHA A. MEADOWS¹
FREDERIC A. BOLLING¹
ROSLYN CREWS¹
AFRIKA C. PARCHMAN¹
CHRISTOPHER S. GENEUREUX¹
GERALD C. BROOKS^{1,5}
KELVIN W. HOWARD¹

ADMITTED:

¹ ALABAMA
² GEORGIA
³ DISTRICT OF COLUMBIA
⁴ KANSAS
⁵ MISSISSIPPI

MONTGOMERY OFFICE:
3121 ZELDA COURT
P.O. DRAWER 5058
MONTGOMERY, AL 36103-5058
TELEPHONE: (334) 270-1033
FACSIMILE: (334) 260-9396

BIRMINGHAM OFFICE:
505 - 20TH STREET NORTH
SUITE #400 - FINANCIAL CENTER
P.O. DRAWER 11365
BIRMINGHAM, AL 35202-1365
TELEPHONE: (205) 328-7915
FACSIMILE: (205) 214-6160

ATLANTA OFFICE:
191 PEACHTREE STREET, N.E.
SUITE #3550
ATLANTA, GA 30303
TELEPHONE: (404) 222-8400
FACSIMILE: (404) 222-0080

LIVINGSTON OFFICE:
112 MARSHALL STREET
P.O. BOX 907
LIVINGSTON, AL 35470-0907
TELEPHONE: (205) 652-6106
FACSIMILE: (205) 652-2177

HAYNEVILLE OFFICE:
307 HAYNEVILLE PLAZA
HAYNEVILLE, AL 36040
TELEPHONE: (334) 548-5008
FACSIMILE: (334) 548-5010

To: Mrs. Sandra Malone
Administrative Assistant to the President

From: Kenneth L. Thomas, Esq./*kt*
University Counsel

LaTasha A. Meadows, Esq./*lam*

Re: Bylaws – ASU Board of Trustees
(Revised)

Date: January 30, 2009

Enclosed please find a copy of the *revised* version of the above-referenced document. Please place same in the packet for the ASU Board of Trustees meeting to be held on Friday, February 6, 2009.

Thanking you in advance for your assistance.

:sgs

Enclosure

ALABAMA STATE UNIVERSITY

**RESOLUTION FOR APPROVAL OF THE
2008-2009 OPERATING BUDGET AFTER PRORATION**

WHEREAS, on December 16, 2008, Governor Bob Riley declared a 12.5% proration of the Education Trust Fund; and

WHEREAS, after the Governor applied the "rainy day" fund, this left a 9% proration for all educational institutions; and

WHEREAS, this 9% proration for Alabama State University represents a shortfall in appropriations of \$4,284,065 out of an original appropriation of \$47,600,726; and

WHEREAS, the Administration has done a detailed review of the operating budget and has identified the \$4,284,065 shortfall;

THEREFORE BE IT RESOLVED: That the Finance Committee recommends to the full Board approval of the University's revised budget of \$142,277,595 which incorporates the 9% proration imposed by Governor Bob Riley.

Alabama State University
2009 Proration-Adjusted Operating Budget

	Original Unrestricted Fund Approved Revenue Amount	\$109,905,314
Proration @ 9%		(\$4,284,065)
Additional Tuition	\$735,130	
Advertising	131,502	
Contingencies	278,603	
Contract Services	898,407	
Equipment - Computers > \$1,000	120,434	
Equipment > \$1,000	260,087	
Equipment Repair & Maintenance	112,392	
Adjunct Faculty Salaries	200,000	
Legal Fees	128,250	
Miscellaneous Expenses	235,771	
Other Material & Services	855,303	
Publications & Programs	111,903	
Student Travel	135,285	
Supplies	236,722	
Telephone & Telegraph	134,326	
Updates & Adjustments	(290,050)	
	<u>\$4,284,065</u>	
	Unrestricted Fund Revenue After Proration	\$105,621,249
	Reconciling Item	\$255,904
	Total Unrestricted Revenue	\$105,877,153
	Total Restricted Revenue	\$36,400,442
	Grand Total 2009 Operating Budget	\$142,277,595

BYLAWS OF THE BOARD OF TRUSTEES OF ALABAMA STATE UNIVERSITY

ARTICLE I. OFFICERS OF THE BOARD

Section 1. The officers of the Board shall be ex officio President; Chairman (President Pro Tem); Vice Chairman (Vice President Pro Tem); and a Secretary.

Section 2. The term of office for the Chairman and Vice-Chairman shall be for two (2) years. They may be reelected for consecutive terms but not serve beyond their terms as members of the Board.

Section 3. At the expiration of the terms of the Chairman and the Vice Chairman, the Board shall elect, at its regular May meeting, from among its own membership, the Chairman and the Vice Chairman who shall serve until their successors are elected. Such election shall be by ballot, and the vote of the majority of the members present shall be required to elect.

Section 4. The President of the university shall be ex officio Secretary of the Board.

Section 5. In the event the Chairman resigns, becomes incapacitated or otherwise cannot complete the term of office, the vice-Chairman shall assume the office of Chairman and complete the unexpired term. If the Vice-Chairman declines to assume the office, the Board shall, at any regular or special meeting, fill the position for the unexpired term. A vacancy occurring in the office of the Vice-Chairman of the Board shall be filled, for the unexpired term of such officer, by the Board at any regular or special meeting.

Section 6. The Secretary shall give a fidelity bond in the amount prescribed by the Board.

Section 7. The Board may remove any officer of the Board upon conviction of a crime involving moral turpitude, following a due process hearing, upon a vote of the majority of the Board.

ARTICLE II. DUTIES OF OFFICERS

Section 1. The President: The Governor shall be ex officio President of the Board and it shall be his/her duty to call meetings as herein provided, and to perform such other special duties as shall be vested in him/her by law of the Board.

Section 2. The Chairman. The Chairman shall preside over meetings of the Board, certify the expenses incurred by Trustees in the discharge of their duties as trustees, and perform the powers and duties of the President of the Board in his/her absence.

Section 3. The Vice-Chairman. The Vice-Chairman shall have and perform the powers and duties of the President and the Chairman during their absence or disability and such other duties as are delegated to him/her by the President of the Board or Chairman, or by the Board.

Section 4. The Secretary. The Secretary shall attend all meetings of the Board and shall keep a fair and true record of the proceedings. He/She shall countersign all vouchers for payment of expenses of Trustees. He/She shall give and transmit all notices required by law or resolution. He/She shall affix the corporate seal to all documents upon which the seal is required by law and which shall have been executed by the President of the Board or other duly authorized officer of the Board pursuant to resolution of the Board. He/She shall have charge of all books and documents and shall perform such other duties as are delegated to him/her by the Board of Trustees.

Section 5. No officer of the Board or Committee Chairperson shall have any power or authority, by virtue of his/her position as an officer or Committee Chair, to direct or supervise the President and his/her administrative subordinates in the discharge of their administrative duties when the Board and its Committees are not in session.

ARTICLE III. MEETINGS OF THE BOARD

Section 1. Robert's Rules of Order, as modified by the provisions of these Bylaws, shall govern the conduct of business of the Board.

Section 2. Regular meetings of the Board shall be held in lieu of those set by Alabama Code, Section 16-5-26, in the month of February during Founder's Day Week, in the month of May during Commencement Week, and during the month of September. Unless otherwise provided by a majority vote of the Board, each adjournment of a regular meeting shall be to a date set by the Chair for the next regular meeting

Section 3. (a) Special meetings of the Board may be assembled by either one of the two methods outlined as follows: (1) Special meetings of the Board may be called by the governor. In calling such special meetings, the governor shall mail a written notice to each trustee, naming the time and place thereof, at least ten (10) days in advance of the date of such meetings. (2) Upon the application in writing of any four members of the Board, the governor shall call a special meeting, naming the time and place thereof and causing notices to be issued in writing to the several members of the Board. Such meetings shall not be held on a date less than ten (10) days subsequent to the notices from the governor.

(b) The above section shall apply only to the regular or special meetings of the Board. In the cases of reconvened sessions or emergency meetings of the Board, the Chairman of the Board shall call the meeting in accordance with the Alabama Open Meetings Act. The President of the University shall prepare, in writing, the agenda and explanatory materials as soon as practical for immediate delivery to the all members. The President shall also issue proper notice of the meeting in accordance with the Alabama Open Meetings Act. (Adopted – February 9, 2007)

Section 4. The Chairman of the Board and the President of the University shall prepare, in writing, the agenda for all meetings and such explanatory materials and recommendations as may be deemed desirable concerning items on the agenda. The President shall transmit by mail such agenda and explanatory materials and recommendations, if any, so as to reach all members at

least five (5) days before the next regular meeting and as soon as possible before each special meeting of the Board. Any member of the Board may require the President of the University to place an item on the agenda by making such request so that the item and appropriate background material can be disseminated to the members of the Board at least five (5) days before the next regular meeting or three (3) days before a special meeting. The agenda shall be approved by the Chairman of the Board. A majority of the members present may alter or modify the agenda. No business other than that on the approved agenda shall be transacted, except by majority vote of members present.

Section 5. All meetings shall be open to the public, except a majority of the Trustees present may elect to go into executive session for consideration of matters appropriate in executive session deliberations. Only members of the Board, the President of the University (except in a case of a matter personal to him/her) and such other persons as are deemed essential to the deliberations shall be in attendance during an executive session.

Section 6. Policy matters, as adopted by the Board, shall be reduced to writing and made available to each member of the Board, and shall be made a part of the appropriate policy manual of the University. Unless otherwise provided, all policy matters shall become effective immediately upon their adoption.

Section 7. All communications to the Board shall be transmitted through the President of the University in his/her capacity as Secretary of the Board, shall be in writing, and if approved by the Chairman, shall be placed on the agenda. Except as provided by the agenda, no person shall be allowed to address the Board unless by majority vote of all members are present.

ARTICLE IV. COMMITTEES

Section 1. Standing Committees of the Board are the Executive Committee, the Committee on Finance, the Committee on Property, the Committee on Academic Affairs, the Committee on Student Affairs, and the Committee on Athletics. The Standing Committees shall be composed of five (5) members. Membership on the Standing Committees shall be for two years to coincide with the terms of the officers of the Board. All committee members shall be appointed by the Chairman.

(Adopted – September 22, 2005)

Section 2. The Executive Committee shall consist of the Chairman and Vice-Chairman of the Board, and three members appointed by the Chairman. The Executive Committee shall exercise the powers of the Board, except: that it shall not appoint, remove or fix the salaries of faculty and other officers and professional and operating personnel; alter or modify the governance of the University; prescribe courses of instruction or rates of tuition and fees; confer academic and honorary degrees; elect or remove the President of the University; convey or encumber real estate; and revoke any pervious order, resolution or vote of the Board or otherwise amend Board policy. The Executive Committee shall meet upon call of the Chairman of the Board or any two of its members and shall report all its interim actions at the next regular meeting of the Board.

Section 3. The Committee on Finance of the Board of Trustees shall function between meetings of the Board as necessary. It shall consist of *five* members appointed by the Chairman for two-year terms. The committee shall see that all funds are employed in furtherance of University purposes and that all requirements placed on special funds from any source are adhered to. It shall have the power to inquire into auditors, hold discussions with the President or his/her designee(s) and other administrators concerning any matter affecting the University finance and recommend appropriate action where necessary; make reports, recommendations and/or bring to the Board's attention any matter it deems appropriate concerning the finance of the University and carry out other duties assigned by the Board. The Committee may not carry out any action that is inconsistent with the policies of the Board. Nothing herein shall be construed to preclude any individual Board member from inquiring into the affairs of the University.

Section 4. The Committee on Academic Affairs of the Board of Trustees shall consist of five members appointed by the Chairman for two-year terms. The committee shall review and evaluate recommendations from the administration relating to academic organization, curricula, and other matters having to do with faculty and academic affairs. The Committee shall make appropriate recommendations to the Board when action is required on such matters. The committee shall take no actions that are contrary to Board policy.

Section 5. The Committee on Student Affairs of the Board of Trustees shall consist of five members appointed by the Chairman for two-year terms. The committee shall review and evaluate recommendations from the administration relating to issues that affect students' lives and welfare. Such issues include but are not limited to health and safety matters, pre-college orientation, housing and food service, the student center, intramural athletics, career planning and placement, racial and cultural diversity and the student disciplinary and ethics code. The Committee shall make appropriate recommendations to the Board when action is required on such matters.

Section 6. The Committee on Athletics of the Board of Trustees shall consist of five members appointed by the Chairman for two-year terms. The committee shall review and evaluate recommendations from the administration relating to intercollegiate athletics. The committee shall make appropriate recommendations to the Board when action is required on such matters.
(Adopted – September 22, 2005)

Section 7. The Committee on Property of the Board of Trustees shall function between meetings of the Board as necessary. It shall consist of five members appointed by the Chairman for two-year terms. The Committee shall review the management, maintenance and development of the physical plant, acquisition and disposition of property, land, facilities, and equipment; make reports, recommendations and/or bring to the Board's attention any matter it deems appropriate concerning the property and construction matters of the University and carry out other duties assigned by the Board. The committee may not carry out any action that is inconsistent with the policies of the Board. Nothing herein shall be construed to preclude any individual Board member from inquiring into the affairs of the University. (Adopted – September 22, 2005)

Section 8. Special committees may be appointed by the Chairman for matters specially assigned to such committees and shall remain in existence until completion of their charge. All actions of such committees shall be subject to approval of the Board as a whole.

Section 9. The Chairman and Secretary shall be ex officio members of all special committees and participate in committee discussion but shall not offer motions or vote. Where the Chairman is appointed to a committee, as a member thereof, he/she shall be entitled to offer motions and to vote just as other members of the committee.

Section 10. A majority of the members of Standing and Special Committees shall constitute a quorum.

Section 11. The minutes of all committee meetings shall be provided to members of the Board. The several committees of the Board of Trustees shall meet at the call of the chair of each committee. Notice of the time and place of the meeting, and an agenda for same, must be sent to all members of the Board of Trustees at least five days before the meeting. All trustees may attend the meetings but only committee members may participate in the deliberations or vote, except at the request of committee members. Within fifteen (15) business days after such a meeting, the Chair of the Committee shall prepare a report on the salient matters that came before the committee. The report shall contain any recommendations that resulted from discussions in the meeting, along with appropriate supporting documentation for same. The report is to be disseminated to all members of the Board of Trustees within five days before a meeting of the Board of Trustees. Such report, including supporting documentation, must also be presented to the President so that appropriate items may be placed upon the agenda for the Board meeting.

Section 12. Meetings of a standing or special committee shall be called by the chair of the committee. Such meetings must be called in such a timely manner as to enable the President to give each Board member at least five (5) days prior notice of any committee meetings, together with the proposed agenda for such meetings.

ARTICLE V. VOTING

Section 1. Action by the Board of Trustees and by committee shall be taken by a majority of the quorum present, unless otherwise herein provided. Voting by proxy or any designated representatives for members of the Board shall be prohibited in all meetings of the Board and in all meetings of committees of the Board.

ARTICLE VI. UNIVERSITY OFFICERS

Section 1. The President of the University shall have the authority and responsibility for the administration of all operations and the day-to-day affairs of the University. He/She shall be spokesperson for the University and interpreter of University policy, as declared by the Board. He/She shall be ex officio chairman of the faculty and a non-voting member on all committees in the University. He/She shall make periodic reports to the Board as he/she deems advisable or as the Board requests.

Section 2. The President shall have power at his/her discretion to delegate to the provost, executive vice-president, vice-presidents and to other officers such of his/her authority as will assist him/her in the performance of his/her duties and facilitate functioning of the institution. The Faculty Senate, the various councils and such standing, ad hoc and advisory committees shall also assist him/her, as he/she shall deem appropriate.

Section 3. The Board of Trustees shall, upon recommendation of the President of the University, appoint the provost, executive vice-president, vice-presidents, deans and such other officers, as it deems necessary for operation of the University.

ARTICLE VII. HONORARY DEGREES

Section 1. Honorary degrees shall be awarded upon recommendation of the President of the University if approved by a majority vote of the Trustees of the Board. Types of persons who may be recognized with honorary degrees are prominent educators, leaders in the public affairs, statesmen, civic leaders, businesspersons, professional persons, and distinguished persons in the arts, sciences and the humanities.

Section 2. Honorary degrees shall not be awarded to active employees of the University or to active members of the Board of Trustees.

Section 3. Names of all nominees for honorary degrees shall be held in strictest confidence and shall be considered by the Board only when meeting in executive session. No honorary degree shall be conferred in absentia.

Section 4. Any Trustee may, at a regular or special meeting of the Board, recommend a qualified candidate for an honorary degree and by majority vote of the Trustees present and voting, such degree shall be awarded.

ARTICLE VIII. NAMING OF FACILITIES

Section 1. Upon recommendation of the President of the University and approval by a majority vote of the Trustees of the Board, University facilities may be named or renamed in honor of an individual.

Section 2. Honorary degrees shall not be awarded to active employees of the University or to active members of the Board of Trustees.

Section 3. Names of all nominees for honorary degrees shall be held in strictest confidence and shall be considered by the Board only when meeting in executive session. No honorary degree shall be conferred in absentia.

Section 4. Any Trustee may, at a regular or special meeting of the Board, recommend a qualified candidate for facility naming and by unanimous vote of the Trustees, such facility shall be named or renamed.

ARTICLE VIII. AMENDMENTS

Section 1. These Bylaws may be amended by action of a two thirds vote of the members of the Board present at any regular or special meeting; provided, however, that notice of the proposed addition of amendment shall be given to each member of the Board and the President of the University at least ten (10) days prior to such regular or special meeting.

**ALABAMA CODE 1975
TITLE 16, SECTION 50**

**STATUTES APPLICABLE TO THE ALABAMA STATE UNIVERSITY BOARD OF
TRUSTEES**

Section 16-50-20

Creation; composition; qualifications, appointment, terms of office and compensation of members.

(a) There is hereby created a Board of Trustees for Alabama State University, the state educational institution at Montgomery, Alabama. The board of trustees shall consist of two members from the congressional district in which the institution is located and one member from each of the other congressional districts in the state as constituted on October 6, 1975, and who shall reside in that district, four members from the state at large who shall reside in different districts, and the Governor, who shall be ex officio president of the board. Except for a trustee at large, the position of any trustee shall be vacated at such time as he shall cease to reside in the district from which he was appointed. The trustees shall be appointed by the Governor, by and with the advice and consent of the Senate, in such manner that the membership shall consist of at least a majority who are alumni and who have received a bachelor's degree from the said university; at least one-half of the board shall be from the prevailing minority population of the state according to the last or any succeeding federal census. Trustees shall hold office for staggered terms of three, six, nine and 12 years with an equal number appointed to like terms, such period of terms designated by the appointing authority, with one-fourth to expire every three years, or until their successors are appointed. All appointments shall be effective until adversely acted upon by the Senate. Provided, however, no trustee who is currently serving on the board or whose term has just expired, who has been previously confirmed by the Senate, shall be required to be reconfirmed for the new term under this section, once appointed by the Governor. A member may be appointed to serve a second term of 12 years, but no member shall be appointed to serve as trustee for more than a total of two terms. The first members, however, shall be eligible to serve for two full additional terms in addition to their initial terms. No trustee shall receive any pay or emolument other than his actual expenses incurred in the discharge of his duties as such. No member of the governing board or employee or student of any public postsecondary education institution, no elected or appointed official having the power of review of the Alabama State University budget, other than the Governor and no employee of the State of Alabama shall be eligible to serve on the board. No member shall serve past September 30 following his seventieth birthday.

(b) No trustee who is serving on the said board on April 30, 1986, shall lose his or her seat because of this section; provided, however, the Governor may re-designate the period of the term of these members so as to conform to the provisions of subsection (a).

(Acts 1975, No. 790, p. 1581, §1; Acts 1983, No. 83-573, p. 878, §1; Acts 1986, No. 86-540, p. 1051, § 1.)

Section 16-50-21

Body corporate; name.

The Governor, by virtue of his office, and the trustees appointed from the several congressional districts of the state pursuant to Section 16-50-20 and their successors in office are constituted a body corporate under the name of "Board of Trustees for Alabama State University."

(Acts 1975, No. 790, p. 1581, §2.)

Section 16-50-22

Powers and duties generally.

Such corporation shall have all the rights, privileges and franchises necessary to the promotion of the ends of its creation and shall be charged with all corresponding duties, liabilities and responsibilities. Such corporation may hold and may lease, sell or in any other manner not inconsistent with the object or terms of the grant or grants under which it holds dispose of any property, real or personal, or any estate or interest therein, remaining of any grant by any governmental unit or by any person, or accruing to the corporation from any source, as it may deem best for the purposes of the university.

(Acts 1975, No. 790, p. 1581, §3.)

Section 16-50-23

President of university; appointment, removal, etc., of faculty; courses of instruction, degrees, etc.

The board of trustees shall have the power to organize the university by appointing a president or removing a president for cause, whose salary shall be fixed by the board and who shall serve as chief executive officer of the university; and, upon his recommendation, the board shall appoint a corps of instructors, who shall be styled the faculty of the university, and such other officers and professional and operating personnel as the interest of the university may require; and to remove such instructors or other personnel and to fix their salaries or compensation and increase or reduce the same at its discretion; to regulate, alter or modify the government of the university as it may deem advisable; to prescribe courses of instruction, rates of tuition and fees; to confer such academic and honorary degrees as are usually conferred by institutions of similar character; and to do whatever else it may deem best for promoting the interest of the university.

(Acts 1975, No. 790, p. 1581, §4.)

Section 16-50-24

Exclusive jurisdiction, power, etc.

The board of trustees created by this chapter for Alabama State University shall have exclusive jurisdiction, supervision and control of Alabama State University; and the State Board of Education is divested of all jurisdiction, power and authority with regard to the supervision, management and control of such university except as otherwise herein provided. In addition to the powers, duties and authority hereinabove vested in the board of trustees, such board shall have and exercise all power, authority and duties heretofore conferred on, vested in or required of the State Board of Education under any laws of this state with regard to the supervision, management and control of such university except as otherwise herein provided. The State Board of Education shall transfer to the Board of Trustees of Alabama State University all supplies, funds, books, documents, records and other property or effects of such university.

(Acts 1975, No. 790, p. 1581, §15.)

Section 16-50-25

Vacancies in office.

Any vacancy in the office of trustee occurring during the recess of the Legislature shall be filled by appointment of the Governor from the same category in which the vacancy occurred. Such appointee shall hold office until the next session of the Legislature, when the vacancy shall be filled by the Governor by and with the consent of the Senate. A trustee appointed to fill a vacancy by the Governor, by and with the consent of the Senate, shall hold office during the unexpired term.

(Acts 1975, No. 790, p. 1581, §5; Acts 1983, No. 83-573, p. 878, §1.)

Section 16-50-26

Meetings.

The first meeting of the Board of Trustees of Alabama State University after all members have been appointed shall be upon the call of the Governor. The board shall hold regular meetings on the first Thursdays in May and November at the university unless the board shall, in regular session, determine to hold its meetings at some other time and place. The regular May meeting shall be the regular annual meeting. Special meetings of the board may be assembled by either one of the two methods outlined as follows:

- (1) Special meetings of the board may be called by the Governor. In calling such special meetings the Governor shall mail a written notice to each trustee, naming the time and place thereof, at least 10 days in advance of the date of such meetings.
- (2) Upon the application in writing of any four members of the board, the Governor shall call a special meeting, naming the time and place thereof and causing notices to be issued in writing to

the several members of the board. Such meetings shall not be held on a date less than 10 days subsequent to the notices from the Governor.

(Acts 1975, No. 790, p. 1581, & sect; 6.)

Section 16-50-27

Quorum.

Six members, exclusive of the Governor, of the board of trustees shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present.

(Acts 1975, No. 790, p. 1581, §7.)

Section 16-50-28

Certificate for payment of expenses.

The certificate of the president of the board or, in his absence, of the president pro tempore, countersigned by the secretary, shall entitle the several trustees to the payment of their actual expenses incurred in the discharge of their duties as trustees in conformity with regulations governing travel expenses of state officials.

(Acts 1975, No. 790, p. 1581, §8.)

Section 16-50-29

Conflicts of interest.

It shall be unlawful for any member of the board to be financially interested in any contract or transaction affecting the interests of the university; to procure, or be a party in any way to procuring the appointment of any relative to any position of financial trust or profit; or to influence the appointment, nonreappointment, retention, dismissal or compensation of any employee of the university except through the prescribed procedures for such purposes, and the violation of this provision shall subject the member so offending to removal by the Governor or the board.

(Acts 1975, No. 790, p. 1581, §11.)

Section 16-50-30

Reports to Legislature.

It shall be the duty of the board of trustees to make or cause to be made to the Legislature, at each session thereof, a full report of its transactions and of the condition of the university, embracing an itemized account of all receipts and disbursements on account of the university by those charged with the administration of its finances.

(Acts 1975, No. 790, p. 1581, §13.)

Sell the property. B

THOMAS, MEANS, GILLIS & SEAY, P.C.

ATTORNEYS AND COUNSELLORS AT LAW
ESTABLISHED IN 1981

WEBSITE: www.tmgslaw.com

RECEIVED

FEB 26 2009

Alabama State University
Office of the President

KENNETH L. THOMAS^{1,3}
TYRONE C. MEANS^{1,2,4}
H. LEWIS GILLIS¹
QUINTON S. SEAY²
EUGENE FELTON, JR.²
JACQUELINE C. SMOKE¹
LATASHA A. MEADOWS¹
FREDERIC A. BOLLING¹
ROSLYN CREWS¹
AFRIKA C. PARCHMAN¹
CHRISTOPHER S. GENEREUX¹
GERALD C. BROOKS^{4,5}
KELVIN W. HOWARD¹

Montgomery Office
Sender's Direct Dial: (334) 213-4447
Sender's E-mail Address:
lameadows@tmgslaw.com

February 24, 2009

President William H. Harris
Alabama State University
130 Council Hall
915 South Jackson Street
Montgomery, AL 36104

Re: Sale of Maury Street Property

Dear President Harris:

Pursuant to the request of the Alabama State University Board of Trustees, we have researched the legally appropriate method for the sale of the property located at 454 Maury Street. Under Alabama Law, all sales of state-owned property with an appraised value of more than \$20,000.00 must be made by free and open competitive advertised public auction or by advertised sealed bids.

The Maury Street property has been recently appraised at a maximum value of \$16,550.00. Therefore, it is not subject to the requirement that the University either sale the property at public auction or solicit sealed bids prior to the sale. Accordingly, ASU may sell the property to the current tenant or any other interested party as long as the University obtains fair market value in exchange. The property's appraised market value is \$15,500.00.

It is our understanding that there is a potential buyer who is interested in purchasing the property. If this individual still wishes to purchase the property, it is our recommendation that ASU arrange the sale at its earliest convenience. If not, we should immediately move forward with other attempts to locate a purchaser. The sale must be consummated prior to June 1, 2009 in order for the funds to be contributed to the ASU Trust for Educational excellence.

MONTGOMERY OFFICE:
3121 ZELDA COURT
P.O. DRAWER 5058
MONTGOMERY, AL 36103-5058
TELEPHONE: (334) 270-1033
FACSIMILE: (334) 260-9396

BIRMINGHAM OFFICE:
505 - 20TH STREET NORTH
SUITE #400 - FINANCIAL CENTER
P.O. DRAWER 11365
BIRMINGHAM, AL 35202-1365
TELEPHONE: (205) 328-7915
FACSIMILE: (205) 214-6160

ATLANTA OFFICE:
191 PEACHTREE STREET, N.E.
SUITE #3550
ATLANTA, GA 30303
TELEPHONE: (404) 222-8400
FACSIMILE: (404) 222-0080

LIVINGSTON OFFICE:
112 MARSHALL STREET
P.O. BOX 907
LIVINGSTON, AL 35470-0907
TELEPHONE: (205) 652-6106
FACSIMILE: (205) 652-2177

HAYNEVILLE OFFICE:
307 HAYNEVILLE PLAZA
HAYNEVILLE, AL 36040
TELEPHONE: (334) 548-5008
FACSIMILE: (334) 548-5010

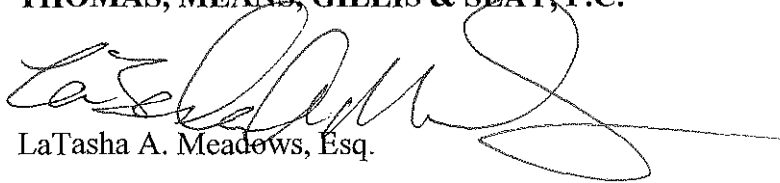
ADMITTED:
¹ ALABAMA
² GEORGIA
³ DISTRICT OF COLUMBIA
⁴ KANSAS
⁵ MISSISSIPPI

President William H. Harris
Re: Sale of Maury Street Property
February 24, 2009
Page -2-

Please feel free to contact us if you have any further questions or need any additional information.

Very truly yours,

THOMAS, MEANS, GILLIS & SEAY, P.C.

A handwritten signature in black ink, appearing to read 'LaTasha A. Meadows', written over a horizontal line.

LaTasha A. Meadows, Esq.

cc: Dr. Jolm F. Knight, Executive Vice President
Mr. Kippie Tate, Vice President of Administrative Services
Mr. Willie McCladdie, Assistant Vice President of Administrative Services
Mr. Billy Carter, Esq.
Kenneth L. Thomas, Esq.

THOMAS, MEANS, GILLIS & SEAY, P.C.



ALABAMA STATE UNIVERSITY

MONTGOMERY, ALABAMA 36101 • 334 / 229-4200

OFFICE OF THE PRESIDENT

MEMORNADUM

To: Attorney Kenneth Thomas

FROM: William H. Harris

A handwritten signature in cursive script, appearing to read "W. H. Harris".

DATE: February 27, 2009

RE: Sale of Maury Street Property

I acknowledge receipt of your legal advisement on the above referenced subject. Based on your recommendation, I hereby authorize the sale of the property.

If you have questions or need additional information, please contact me.

WHH:sjm