

**BOARD OF TRUSTEES FOR ALABAMA STATE UNIVERSITY**  
**MINUTES OF REGULAR MEETING**  
**February 5, 1999**

The Board of Trustees for Alabama State University convened in regular meeting on February 5, 1999 at Alabama State University in the Board Room of the Joe L. Reed Acadome. The meeting was called to order by the Chairman, Dr. Joe L. Reed, at 2 p.m.

Invocation was led by Chairman Reed.

In attendance were Ms. B. Maxine Coley, Mr. James C. Cox, Mr. Oscar Crawley, Mr. Buford Crutcher, Mr. Robert A. Jones, Jr., Mr. Larry H. Keener, Mrs. Frankye H. Underwood, Mr. Donald V. Watkins and Mrs. Catherine W. Wright. Chairman Reed declared a quorum present. Absent were Mrs. Toreatha M. Johnson and Mrs. Patsy B. Parker.

Trustee Watkins called for a point of order and questioned whether the Chairman and Vice Chairman could remain as officers of the Board in light of the fact that their terms expired on January 31, 1999. The Chairman responded that the statute allows both the Chairman and Vice Chairman to continue in office until they are replaced.

**Agenda Item IV--Adoption of the Agenda.** The Chairman then put the question before the Board, should the agenda be adopted. Trustee Watkins offered a motion to amend the agenda by adding the following items: Item VII- Report from the University Lobbyist, Item VIII- University Architect Report, Item IX-A-Executive Committee Report, Article IX-D-Early Childhood Center Teachers Tenure, Item XI- Appointment of Internal Auditor; Item XIII-F Consultants with Contracts Over \$30,000 (Professional Service Providers), Item XVI- Faculty Senate Report, Item XVII- Resolution to Hire Master Planner, Item XV- Report by Representative of Bel Air Residents. The motion was seconded by Trustee Crutcher and the revised agenda was adopted by unanimous vote.

**Agenda Item V--Adoption of the Minutes of the Previous Meetings.** The Chairman called for the adoption of the minutes of the previous meetings. The minutes of the December 1, 1998 meeting were adopted by unanimous vote. The February 6, 1998 and May 8, 1998 Minutes were carried over for a later date.

**Agenda Item VI--President's Report.** President Harris reported that the enrollment is up for both the 1998 Fall and 1999 Spring Semesters. The College of Education has received reaffirmation of its accreditation from the National Council for Accreditation of Teacher Education (NCATE). The School of Music has also received reaffirmation of accreditation from the National Association of Schools of Music (NASM). President Harris told the Trustees that three more accreditation issues remain to be resolved, namely, the Department of Social Work, the Physical Therapy Program, and the University's reaffirmation of accreditation by the Southern Association of Colleges and Schools (SACS). Good progress is being made on all three fronts. The removal of the AAUP censure will clear up questions by the Social Work Accreditation agency and the site visit by the Physical Therapy consultant showed there were only minor problems which are

being responded to and which will subsequently enable the University to look forward to being placed in candidacy status for accreditation for that program.

President Harris informed out the Trustees that voters of the State passed a bond issue which will provide the University with \$7.5 million to build a forensic sciences building for the state's Forensic Services program and provide additional space for ASU's science classes and laboratories.

The President pointed out at the Finance Committee meeting in July that the University needs to adjust its tuition cost. He said that he expects to propose a tuition change by the May meeting of the Board of Trustees.

Watkins inquired about computers for faculty, the AAUP issue, Board minutes being placed in the library, the Y2K problem, the sabbatical leave matter, and whether anything has been done to change Alabama State's admission requirements to elevate the academic standards of the University. President Harris stated that he will hear a report on February 15, 1999 regarding the Y2K issue and pointed out that a faculty committee is currently studying admissions standards in the context of preparation for the SACS review. President Harris requested Vice President Steptoe to speak on the issue. Dr. Steptoe stated that the ASU Southern Association of Colleges and Schools Self Study Committee is currently reviewing the admission policy and that the recruiting staff has been revamped. Trustee Underwood commented that her concern is that the students from poorer academic backgrounds not be prevented from enrolling at ASU.

President Harris presented to the Trustees a bound volume of all resolutions that have been passed. He advised the Board that these resolutions will be codified by numeric, division and area listings and that the information would eventually be available in print and on computer diskettes.

**Agenda Item VII—Report of University Lobbyist.** President Harris requested Mr. Taylor Harper to report on the work he does for Alabama State. Mr. Harper commented on his involvement on behalf of the University on ongoing legislative matters.

**Agenda Item VIII—Architect's Report.** President Harris asked Mr. Gene Parsons to make comments regarding the services he provides to the University, especially his current project for the Allied Health Sciences Building. Mr. Parsons reported that bids for construction of the Buskey Allied Health Sciences Building were received on January 29, 1999. Jim Parker Building Company, Inc. of Auburn presented the lowest construction bid of \$8,044,000. That figure was lower than the estimate and thus well within the budget. Mr. Parsons placed the estimate for the completed building at \$14,623,000.

In response to a question about whether the University has a project manager for the Buskey Building, the President responded that he intends to set up a Clerk of the Works Office whose responsibilities would include tax saving purchasing for building materials and daily oversight of the construction. He estimated that the cost would be less than \$100,000 annually.

Trustee Keener excused himself from the meeting at this point.

## **Agenda Item IX. Committee Reports and Recommendations.**

### **IX-A--Executive Committee**

The Chairman stated that there was no Executive Committee report. Watkins inquired whether the Executive Committee met in Birmingham, Alabama in October, 1998. Reed confirmed that the Committee did meet and that the only item of business was selection of Mr. Fred D. Gray to handle any legal matters, as necessary, which might require attention prior to selection of a general counsel. Members in attendance, in addition to himself, were Keener and Underwood and President Harris. Watkins moved to reject and rescind all action taken by the Executive Committee in October, 1998. The motion was seconded by Wright and carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Cox, Reed and Underwood.

### **IX-B Finance Committee**

Watkins inquired whether a Finance Committee meeting had been held. Reed noted that both the Finance Committee and the Executive Committee met in August. Much discussion continued. Watkins inquired whether the Finance Committee had approved the spending plan or made any budgetary changes since the budget was adopted. The answer was no. There was much discussion regarding minutes of the Finance Committee meeting as well as the Executive Committee meeting. It was moved by Jones, seconded by Watkins, and carried by majority vote, that minutes of Board meetings and all committee meetings be electronically recorded and that minutes of all such meetings be forwarded to all Trustees within 14 days after the meetings. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood.

Chairman Reed called for a five (5)-minute recess. The Board reconvened at 3:33 p.m., absent Trustee Cox.

1. **Capital Projects Recommendations**-- President Harris distributed copies of a document he had prepared earlier and transmitted to the Board--Capital Projects Memorandum for the Finance Committee, dated January 27, 1999. He discussed the several items on the memorandum. There was some discussion by Trustees.

President Harris discussed the Montgomery County Board of Education property and indicated that agreement has been reached for the University to purchase the property. One of the buildings will be used for our maintenance facility and the other building will be used by the Board of Education for several months and it will be razed. when the school moves out.

President Harris asked the Board to approve a request for qualifications for architects to design the Forensic Sciences Building, and the proposed combined new dining facility and major renovations for the Hardy University Center. On motion by Watkins, second by Crutcher, the Board voted unanimously to approve the President's request. Crutcher wants the Board to be

involved in every aspect of the planning, construction and renovation of the projects. (See Attachment 1.)

Watkins inquired about the leaking in the Acadome. President Harris responded that there are some leaks in the building and that it will require approximately \$250,000 to repair the building.

**2. Write Off of Accounts Receivable.** President Harris asked for Board approval for the Vice President for Fiscal Affairs to request permission from the Attorney General to write off certain student accounts receivables. It was moved by Wright, seconded by Crutcher, and carried by unanimous vote, that the following resolution be adopted. (See Attachment 2.)

**Agenda Item IX-C--Academic Affairs Committee.** Reed called for the Item.

**IX-C. 1. Revision of Faculty Handbook Concerning Section 3.7, Cancellation of Contracts (AAUP Matter).** President Harris asked for approval of the recommendation on the AAUP Matter to become effective October 1, 1999. On motion by Crutcher, second by Jones, and carried by unanimous vote, the recommendation was approved. (See Attachment 3.)

**IX-C-2--Revision of Faculty Handbook Concerning Section 3.14.1, Sabbatical Leave.** President Harris asked for approval of the recommendation. On motion by Trustee Underwood, second by Crutcher, the recommended Sabbatical Leave Policy was approved by unanimous vote. (See Attachment 4.)

**IX-C-3--Special Tenure Policy for Teachers in the Zelia Stephens Early Childhood Center.** President Harris requested approval of the tenure policy. On motion by Wright, second by Crawley and carried by unanimous vote, the Special Tenure Policy for Teachers in the Zelia Stephens Early Childhood Center was adopted. (See Attachment 5.)

**IX-D--Ad Hoc Committee on Personnel**

**Adoption of Change in Staff Handbook Section 2.5, Length of Probationary Periods.** President Harris requested approval of the recommendation, retroactive to October 1, 1998. On motion by Crutcher, second by Jones, the recommendation was approved by unanimous vote. (See Attachment 6.)

**Agenda Item X--Proposed Changes in Board By-Laws.** Reed called for action on the Item. It was moved by Jones, seconded by Coley, that **Article I, Section 2 -- Officers of the Board** be amended in accordance with a resolution timely presented. On the call for discussion, Wright raised an unreadiness and offered an amendment. The Chair ruled the amendment out of order because it did not meet the rule of ten days prior notice for amendments to Board of Trustees Bylaws. Watkins appealed the decision of the Chair, which appeal was seconded by Jones. There was much discussion regarding the procedure for further amending the Article. Following considerable debate, Watkins effectively withdrew his appeal of the Chair's ruling and recommended that the original amendment of Jones be considered and that the proposed amendment of Wright be placed on the agenda for the next meeting, thereby meeting the ten-day notice requirement. On call for the vote, the motion to amend Article I, Section 2 was carried by majority vote. Voting aye were

Coley, Crawley, Crutcher, Jones and Watkins. Voting nay were Reed, Underwood and Wright. (See Attachment 7.)

**Article II. Duties of Officers and Article III. Meetings of the Board.** On motion by Jones, second by Watkins, the amendments to Articles II and III were adopted by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood. (See Attachment 7.)

**Article IV. Committees.** It was moved by Jones and seconded by Watkins that the amendment to Sections 2 and 10 be adopted. The motion was carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood. (See Attachment 7.)

By consensus, the Board took up **Other Business—Agenda Item XIV.** Watkins wanted the President to instruct the lobbyist to use all of his skills to legally delay or kill any changes in the law that would require appointees to be confirmed by the Senate prior to serving on the Board of Trustees of Alabama State University, and any other proposed structural changes in the statute governing the Alabama State University Board of Trustees. Following discussion, during which Harper expressed his unwillingness to become involved in Board politics, Watkins moved that Taylor Harper would continue to work as a lobbyist on all Alabama State University issues except those having to do with changes in Board matters. The motion was seconded by Wright and carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Watkins and Wright. Voting nay were Jones and Reed. Underwood abstained.

The Trustees went into **Executive Session—Agenda Item XII** at 4:43 p.m. to discuss the good name and character of certain individuals. Upon reconvening in open session, it was moved by Watkins, seconded by Coley that **Agenda Item XI—Appointment of Internal Auditor** be carried over to the next meeting. The motion was carried by unanimous vote.

**Agenda Item XIII—Personnel Actions.** It was moved and seconded that **Item XIII-A—New Nonacademic Hires** be approved. The motion was carried by unanimous vote. It was moved and seconded that **Item XIII-B—Nonacademic Separations** be approved. The motion was carried by unanimous vote. It was moved and seconded that **Item XIII-C—New Academic Hires** be approved. The motion was carried by unanimous vote. **Items XIII-D & E, Separations and Retirements** were received as information. (See Attachment 8.)

**Agenda Item XIII-F—Consultants with Contracts Over \$30,000 (Professional Service Providers).** It was recommended that Taylor Harper be employed as lobbyist and paid \$36,000, annually and that Steve Myers, WVAS Radio Station Manager, be paid \$35,000 annually as a consultant. On motion by Watkins, second by Wright, and carried by unanimous vote, approval was given for Mr. Harper to be given a contract for \$36,000. It was moved by Underwood, seconded by Wright, and carried by unanimous vote, that Steve Myers be given a contract for \$35,000.

It was moved by Watkins that Jeff Miller of Montgomery and Erskine Brown of Birmingham

be employed as lobbyists, effective February 15, 1999 to the end of the upcoming Legislative Session, at a salary of \$15,000 each for the purpose of opposing any changes in the law that would require appointees to be confirmed by the Senate prior to serving on the Board of Trustees of Alabama State University, and any other proposed structural changes in the statute governing the Alabama State University Board of Trustees. Watkins stated his understanding that a bill had been pre-filed in the Legislature by Representative Alvin Holmes to require such confirmation. The lobbyists should be instructed to use their skills to delay or kill any proposals that have not been explicitly approved by the Board of Trustees. Their defined scope of work is to be supervised by the President. The motion was seconded by Crutcher. On the call for discussion, Reed vacated the chair and spoke against the motion. He stated that the proposed lobbyists were unknown to the Board of Trustees and that the payment of \$10,000 a month for this purpose was irresponsible. On the ensuing vote, the motion carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood.

It was moved by Watkins that the University General Counsel request a declaratory judgment as to whether Reed and Underwood could continue to serve as Board officers after their terms expired as of January 31, 1999, even though by statute an ASU Trustee continues to serve until a successor is named. The motion was seconded by Jones. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood.

Watkins informed the Board that he is resigning as Chairman of the Fundraising Committee effective this meeting. Chairman Reed accepted his resignation.

**Agenda Item XVII—Resolution to Hire A Master Plan Consultant.** Crutcher offered a resolution for a request for proposals for a Master Planner and moved that the resolution be adopted. The motion was seconded by Crawley and carried by unanimous vote. (See Attachment 9.)

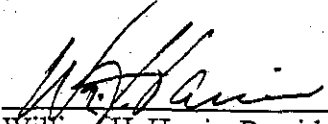
**Agenda Item XVI—Faculty Senate Report.** The Chair of the Faculty Senate, Dr. Caroline Yelding-Howard was called on to make the Faculty Senate report. She thanked the Trustees for passing the amendments to the Faculty Handbook regarding contracts, and the sabbatical leave policy. She made remarks about full salaries for the entire year not being paid to the faculty as is done for the nonacademic employees. She stated that full summer faculty salaries are not paid to the faculty and she requested that summer salaries for the faculty be increased. She also informed the Trustees of the computer needs of the faculty, of certain alleged unspecified, unsafe conditions in terms of the facilities and personal safety.

**Agenda Item XVIII—Report by Representative of Bel Air Residents.** A representative of the Bel Air community spoke on behalf of the residents and expressed concerns regarding the Alabama State University expansion project and the difficulty being caused for the residents. She also questioned whether the \$5,000 assistance grants previously offered by the University through a grant from the U.S. Department of Housing and Urban Development (HUD) were still available. It was suggested by Chairman Reed that the residents should meet with Vice President Brock who has been working with the HUD project, and who could discuss the availability of the grants, which some residents had previously declined. The administration and the Board declared that they will

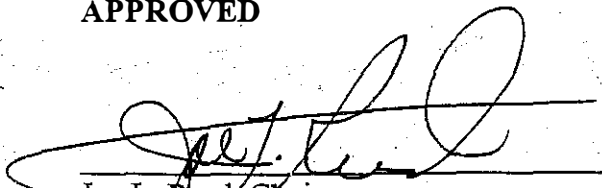
continue to work with the residents to make the transition as smooth as possible.

Watkins distributed to the Trustees copies of correspondence that he had received from the Ethics Commission concerning his vote on a certain matter and asked that the correspondence be made a part of the record of the meeting. It was so ordered. (See Attachments 10 12.)

There was no other business to come before the Board and the meeting was recessed at 6:27 p.m. until call of the chair.

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

**APPROVED**

  
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Joe L. Reed, Chairman  
Board of Trustees for Alabama State University

## ARTICLE I. OFFICERS OF THE BOARD

Section 2. The Chairman and Vice-Chairman shall serve two(2) year terms, may be reelected, but shall not serve beyond their term as members of the Board. ~~A member who is appointed to the Board but not confirmed for the specific term by the Senate shall be ineligible to hold an office of the Board.~~

## ARTICLE II. DUTIES OF OFFICERS

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 by the President of the Board or Chairman, or by the Board. **Nothing in these Bylaws shall prohibit the members of the Board of Trustees from impeaching, through a vote of the majority of the members present, any officer prior to the expiration of his/her term. The impeachment vote must be based upon the officer's nonfeasance or misfeasance as an officer of the Board.**

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 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 2. Regular meetings of the Board shall be held in lieu of those set by Alabama code Section 16-50-26, in the month of February during Founder's Day week, in the month of May during Commencement week, and at some time 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. **Upon the application in writing of any four members of the Board, the chair must reconvene a regular meeting or 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 meeting shall not be held on a date less than 14 days subsequent to the notices from the Chair.**

Section 3. 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. He shall transmit by mail such agenda and explanatory materials and recommendations, if any, so as to reach all members at least ~~ten (10)~~ **fourteen (14)** 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 ~~and Chairman of the Board~~ to place an item on the agenda by making such request at least five (5) days before the next regular or special meeting. The agenda shall be approved by ~~the Chairman of the Board~~, **but a majority of the members present at the Board meeting.** ~~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.**



#### ARTICLE IV. COMMITTEES

Section 2. The Executive Committee shall consist of the officers of the Board and two (2) persons elected from the membership of the Board by a majority of the members present. ~~The Executive Committee shall exercise all power of the Board at such times as the Board is not in session~~ **In the event it is not possible for the Chairman of the Board to get a quorum of the Board present for a regular or special meeting after he/she has made a diligent effort to do so, then the Executive Committee shall exercise those powers of the board required to meet the emergency governance needs of the University until such time as a quorum of the Board can meet,** 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, 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 previous 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 10. Meetings of a standing or ad hoc committee shall be called by the chair of the committee. Such meeting 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 1. OFFICERS OF THE BOARD**

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**Adoption of Change in Staff Handbook Section 2.5, Length of Probationary Periods.** President Harris requested approval of the recommendation, retroactive to October 1, 1998. On motion by Crutcher, second by Jones, the recommendation was approved by unanimous vote. (See **Attachment 6.**)

**Agenda Item X--Proposed Changes in Board By-Laws.** Reed called for action on the Item. It was moved by Jones, seconded by Coley, that **Article I, Section 2-- Officers of the Board** be amended in accordance with a resolution timely presented. On the call for discussion, Wright raised an unreadiness and offered an amendment. The Chair ruled the amendment out of order because it did not meet the rule of ten days prior notice for amendments to Board of Trustees Bylaws. Watkins appealed the decision of the Chair, which appeal was seconded by Jones. There was much discussion regarding the procedure for further amending the Article. Following considerable debate, Watkins effectively withdrew his appeal of the Chair's ruling and recommended that the original amendment of Jones be considered and that the proposed amendment of Wright be placed on the agenda for the next meeting, thereby meeting the ten-day notice requirement. On call for the vote, the motion to amend Article I, Section 2 was carried by majority vote. Voting aye were

Coley, Crawley, Crutcher, Jones and Watkins. Voting nay were Reed, Underwood and Wright. (See **Attachment 7.**)

**Article II. Duties of Officers and Article III. Meetings of the Board.** On motion by Jones, second by Watkins, the amendments to Articles II and III were adopted by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood. (See **Attachment 7.**)

**Article IV. Committees.** It was moved by Jones and seconded by Watkins that the amendment to Sections 2 and 10 be adopted. The motion was carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood. (See **Attachment 7.**)

By consensus, the Board took up **Other Business--Agenda Item XIV.** Watkins wanted the President to instruct the lobbyist to use all of his skills to legally delay or kill any changes in the law that would require appointees to be confirmed by the Senate prior to serving on the Board of Trustees of Alabama State University, and any other proposed structural changes in the statute governing the Alabama State University Board of Trustees. Following discussion, during which Harper expressed his unwillingness to become involved in Board politics, Watkins moved that Taylor Harper would continue to work as a lobbyist on all Alabama State University issues except those having to do with changes in Board matters. The motion was seconded by Wright and carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Watkins and Wright. Voting nay were Jones and Reed. Underwood abstained.

The Trustees went into **Executive Session--Agenda Item XII** at 4:43 p.m. to discuss the good name and character of certain individuals. Upon reconvening in open session, it was moved by Watkins, seconded by Coley that **Agenda Item XI--Appointment of Internal Auditor** be carried over to the next meeting. The motion was carried by unanimous vote.

**Agenda Item XIII--Personnel Actions.** It was moved and seconded that **Item XIII-A--New Nonacademic Hires** be approved. The motion was carried by unanimous vote. It was moved and seconded that **Item XIII-B-Nonacademic Separations** be approved. The motion was carried by unanimous vote. It was moved and seconded that **Item XIII-C--New Academic Hires** be approved. The motion was carried by unanimous vote. **Items XIII-D & E, Separations and Retirements** were received as information. (See **Attachment 8.**)

**Agenda Item XIII-F--Consultants with Contracts Over \$30,000 (Professional Service Providers).** It was recommended that Taylor Harper be employed as lobbyist and paid \$36,000, annually and that Steve Myers, WVAS Radio Station Manager, be paid \$35,000 annually as a consultant. On motion by Watkins, second by Wright, and carried by unanimous vote, approval was given for Mr. Harper to be given a contract for \$36,000. It was moved by Underwood, seconded by Wright, and carried by unanimous vote, that Steve Myers be given a contract for \$35,000.

It was moved by Watkins that Jeff Miller of Montgomery and Erskine Brown of Birmingham



be employed as lobbyists, effective February 15, 1999 to the end of the upcoming Legislative Session, at a salary of \$15,000 each for the purpose of opposing any changes in the law that would require appointees to be confirmed by the Senate prior to serving on the Board of Trustees of Alabama State University, and any other proposed structural changes in the statute governing the Alabama State University Board of Trustees. Watkins stated his understanding that a bill had been pre-filed in the Legislature by Representative Alvin Holmes to require such confirmation. The lobbyists should be instructed to use their skills to delay or kill any proposals that have not been explicitly approved by the Board of Trustees. Their defined scope of work is to be supervised by the President. The motion was seconded by Crutcher. On the call for discussion, Reed vacated the chair and spoke against the motion. He stated that the proposed lobbyists were unknown to the Board of Trustees and that the payment of \$10,000 a month for this purpose was irresponsible. On the ensuing vote, the motion carried by majority vote. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood.

It was moved by Watkins that the University General Counsel request a declaratory judgment as to whether Reed and Underwood could continue to serve as Board officers after their terms expired as of January 31, 1999, even though by statute an ASU Trustee continues to serve until a successor is named. The motion was seconded by Jones. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Voting nay were Reed and Underwood.

Watkins informed the Board that he is resigning as Chairman of the Fundraising Committee effective this meeting. Chairman Reed accepted his resignation.

**Agenda Item XVII—Resolution to Hire A Master Plan Consultant.** Crutcher offered a resolution for a request for proposals for a Master Planner and moved that the resolution be adopted. The motion was seconded by Crawley and carried by unanimous vote. (See Attachment 9.)

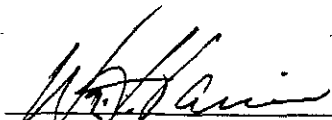
**Agenda Item XVI—Faculty Senate Report.** The Chair of the Faculty Senate, Dr. Caroline Yelding-Howard was called on to make the Faculty Senate report. She thanked the Trustees for passing the amendments to the Faculty Handbook regarding contracts, and the sabbatical leave policy. She made remarks about full salaries for the entire year not being paid to the faculty as is done for the nonacademic employees. She stated that full summer faculty salaries are not paid to the faculty and she requested that summer salaries for the faculty be increased. She also informed the Trustees of the computer needs of the faculty, of certain alleged unspecified, unsafe conditions in terms of the facilities and personal safety.

**Agenda Item XVIII—Report by Representative of Bel Air Residents.** A representative of the Bel Air community spoke on behalf of the residents and expressed concerns regarding the Alabama State University expansion project and the difficulty being caused for the residents. She also questioned whether the \$5,000 assistance grants previously offered by the University through a grant from the U.S. Department of Housing and Urban Development (HUD) were still available. It was suggested by Chairman Reed that the residents should meet with Vice President Brock who has been working with the HUD project, and who could discuss the availability of the grants, which some residents had previously declined. The administration and the Board declared that they will

continue to work with the residents to make the transition as smooth as possible.

Watkins distributed to the Trustees copies of correspondence that he had received from the Ethics Commission concerning his vote on a certain matter and asked that the correspondence be made a part of the record of the meeting. It was so ordered. (See Attachments 10 12.)

There was no other business to come before the Board and the meeting was recessed at 6:27 p.m. until call of the chair.

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

**APPROVED**

  
\_\_\_\_\_  
Joe L. Reed, Chairman  
Board of Trustees for Alabama State University

## ARTICLE I. OFFICERS OF THE BOARD

Section 2. The Chairman and Vice-Chairman shall serve two(2) year terms, may be reelected, but shall not serve beyond their term as members of the Board. ~~A member who is appointed to the Board but not confirmed for the specific term by the Senate shall be ineligible to hold an office of the Board.~~

## ARTICLE II. DUTIES OF OFFICERS

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 by the President of the Board or Chairman, or by the Board. **Nothing in these Bylaws shall prohibit the members of the Board of Trustees from impeaching, through a vote of the majority of the members present, any officer prior to the expiration of his/her term. The impeachment vote must be based upon the officer's nonfeasance or misfeasance as an officer of the Board.**

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 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 2. Regular meetings of the Board shall be held in lieu of those set by Alabama code Section 16-50-26, in the month of February during Founder's Day week, in the month of May during Commencement week, and at some time 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. **Upon the application in writing of any four members of the Board, the chair must reconvene a regular meeting or 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 meeting shall not be held on a date less than 14 days subsequent to the notices from the Chair.**

Section 3. 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. He shall transmit by mail such agenda and explanatory materials and recommendations, if any, so as to reach all members at least ~~ten (10)~~ **fourteen (14)** 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 ~~and Chairman of the Board~~ to place an item on the agenda by making such request at least five (5) days before the next regular or special meeting. The agenda shall be approved by ~~the Chairman of the Board~~, but a majority of the members present **at the Board meeting.** ~~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.**

#### ARTICLE IV. COMMITTEES

Section 2. The Executive Committee shall consist of the officers of the Board and two (2) persons elected from the membership of the Board by a majority of the members present. ~~The Executive Committee shall exercise all power of the Board at such times as the Board is not in session~~ **In the event it is not possible for the Chairman of the Board to get a quorum of the Board present for a regular or special meeting after he/she has made a diligent effort to do so, then the Executive Committee shall exercise those powers of the board required to meet the emergency governance needs of the University until such time as a quorum of the Board can meet,** 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, 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 previous 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 10. Meetings of a standing or ad hoc committee shall be called by the chair of the committee. Such meeting 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.**