



Richard Bland College

BOARD OF VISITORS

Bylaws of the Board of Visitors

Adopted 27 August 2025

BYLAWS OF THE BOARD OF VISITORS

Article I. Name and Authority

The governing body of Richard Bland College shall be known as **The Rector and Visitors of Richard Bland College**, established under the authority of the Commonwealth of Virginia [See Virginia Code §23.1-2105 through §23.1-2109.]

Article II. Membership

1. The Board shall consist of nine (9) members appointed by the Governor of Virginia and confirmed by the General Assembly.
2. Members shall serve terms as defined by state law, 4 years, with eligibility for reappointment for a second term.

Article III. Advisory Representatives to the Board

1. **Purpose** - To promote shared governance and ensure diverse perspectives in institutional decision-making, the Board will include nonvoting, advisory representatives from the faculty and student body.
2. **Faculty Advisory Representative:**
 - a. The Board will appoint one nonvoting, advisory faculty representative.
 - b. The president will, in consultation with faculty leadership, recommend to the rector a faculty representative on or before August 31 annually.
 - c. The term of service shall be no less than twelve months and no more than twenty-four months.
 - d. The faculty representative may be excluded from discussions involving personnel matters, including grievances, disciplinary actions, and compensation.
3. **Student Advisory Representative:**
 - a. The Board will appoint one non-voting, advisory student representative.
 - b. The president will, in consultation with student leadership, recommend to the rector a student representative on or before August 31 annually.
 - c. The term of service shall be for one academic year.

d. The student representative may be excluded from discussions involving sensitive personnel matters or other topics deemed confidential by the Board.

Article IV. Officers of the Board (Executive Committee)

4. **Officers:** At the first meeting after July 1 in every even-numbered year, the Board shall elect from its membership a rector to preside at its meetings, a vice rector to preside at its meetings in the absence of the rector, and a secretary to preside at its meetings in the absence of the rector and vice-rector. The Board *may* appoint a pro tempore officer to preside at its meetings in the absence of the rector, vice-rector, and secretary. The rector or vice-rector of the governing board must be a resident of Virginia. These officers shall constitute the Executive Committee.
5. **Duties:**
 - a. **Rector** - Presides at meetings, appoints committees, and acts as Board leader and spokesperson.
 - b. **Vice Rector** - Assists the Rector and assumes duties of the Rector in his or her absence, including presiding at meetings.
 - c. **Secretary** - Presides at meetings in the absence of rector and vice rector. Maintains official board records and minutes of Board proceedings and ensures legal compliance with open meetings and documentation requirements.
 - d. **Pro Tempore (optional)** - Presides at meetings in the absence of the rector, vice-rector, and secretary.
6. **Term:** Officers may serve no more than two consecutive terms in the same role.
7. **Vacancies:** Vacancies in the offices of rector, vice-rector, and secretary may be filled by the board for the unexpired term.
8. **Authority:** The Executive Committee may act on behalf of the full Board between meetings, subject to ratification by the full Board at its next meeting.

Article V. Meetings

1. The Board shall meet at the College at least once a year and at such other times as it determines, including one **annual meeting** for officer elections. A schedule shall be set at the beginning of each year.

2. **Special meetings** may be called by the rector or any three members. The secretary shall provide notice of any special meeting to each member; notice must be provided to all members at least 72 hours in advance.
3. The Board may conduct **electronic meetings** and allow members to participate remotely in accordance with the requirements of the law governing meetings of public bodies and the Board's Policy on Conducting Meetings through Electronic Communications Means.
4. A majority of members shall constitute a **quorum**.
5. All actions shall require a **simple majority** vote of members present.
6. All meetings shall comply with applicable Virginia Open Meetings Act requirements.
7. The Board shall notify and invite the Attorney General's appointee or representative to all meetings of the Board, including committee meetings.

Article VI. Committees

1. The Board shall operate as a **committee of the whole** to collectively deliberate matters related to academic programs, personnel, physical facilities, and other responsibilities assigned to the Board by Virginia Code.
2. The **executive committee** is composed of the elected Board officers: the rector, vice rector and secretary.
3. The rector will appoint a **finance, audit and compliance committee** to:
 - a. Review and approve the annual operating budget, including student tuition and fees.
 - b. Review and approve the Internal Audit annual plan, including scope and priorities.
 - c. Monitor the implementation of corrective actions.
4. The rector will appoint a **nominating committee** to propose candidates for Board officers at the annual meeting.
5. At the commencement of any meeting at which the rector has not yet been elected, the Visitor whose last name appears first in alphabetical order shall oversee the election of officers.

6. The rector will appoint a **special ad hoc presidential search committee** of at least three Board members when the presidency is vacant or a vacancy is anticipated.
7. The rector will appoint other **ad hoc committees** as deemed necessary and appropriate.
8. Committees may make recommendations but shall not act on behalf of the full Board unless specifically authorized.
9. In consultation with the Board, the rector may appoint such other standing committees as necessary.

Article VII. Duties and Responsibilities

The Board shall:

1. Appoint and evaluate the **president** of the College, who shall serve as the chief executive and administrative officer of the College.
2. Approve the College's **strategic plan, budget, and tuition and fees.**
3. Ensure **compliance** with applicable state and federal laws and policies.
4. Promote academic excellence, fiscal responsibility and sustainability, and institutional integrity.
5. **Evaluate** the performance of its duties and responsibilities on a regular basis, but not less than every two years.

Article VIII: Role of the President

1. Chief Executive Officer: The President of Richard Bland College shall serve as the chief executive officer of the College and shall be responsible for the overall administration and operation of the institution, subject to the policies and oversight of the Board of Visitors.
2. Duties and Responsibilities: The President shall report directly to the Board of Visitors and shall:
 - a. Provide leadership in academic, administrative, financial, and strategic matters.
 - b. Prepare and submit the annual budget and six-year plan for Board approval.
 - c. Serve as the official representative of the College in external affairs.
 - d. Promote the principles of shared governance through collaboration with the board, faculty, and other stakeholders.

- e. Ensure compliance with applicable laws, regulations and accreditation standards.
- f. Implement policies of the Board of Visitors.
- g. Oversee the internal audit function and support its independence.
- h. Attend all regular and special meetings of the Board, unless excused.
- i. Provide timely reports and recommendations to the Board.

Article IX. Internal Audit Function

1. The Internal Audit function at Richard Bland College shall serve as an independent and objective assurance and advisory activity. Its purpose is to evaluate and enhance the effectiveness of governance, risk management, and internal control processes across the College.
2. Internal Audit shall report:
 - a. Functionally to the Finance, Audit and Compliance Committee of the Board of Visitors.
 - b. Administratively to the President of the College or designee.
3. Internal Audit shall have unrestricted access to the Finance, Audit and Compliance Committee Chair.

Article X- Amendments

These bylaws may be amended at any regular or special meeting of the Board by a **two-thirds (2/3)** vote of all appointed members, provided that written notice of the proposed amendment has been sent to each member at least **30 days** prior to the meeting.

Article XI - Conflict of Interest

All Board members shall disclose any actual or potential conflicts of interest and abstain from participation in related decisions. The Board shall annually review and adopt a **Conflict of Interest Policy** in compliance with Virginia ethics laws.

Article XII - Removal

The Governor may remove any Board member from office for malfeasance, misfeasance, incompetence, or gross neglect of duty. If any member of the Board fails to attend (i) the meetings of the Board for one year without sufficient cause, as determined by a majority vote of the Board, or (ii) the educational programs required by Virginia Code § 23.1-1304 in his first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members of the Board shall record such failure in the

minutes at its next meeting and notify the Governor, and the office of such member shall be vacated.