



LEADERSHIP BOARD BYLAWS

The mission of the J. Whitney Bunting College of Business (herein referred to as CoB) Leadership Board at Georgia College & State University (herein referred to as Georgia College) is to provide advice, guidance, subject matter expert support, and financial commitment for the continuing development of high quality business programs for which benefit the public good.

CoB Vision Statement The J. Whitney Bunting College of Business aspires to be the preeminent business school among public liberal arts colleges and universities by delivering programs of excellence.

CoB Mission Statement The mission of the J. Whitney Bunting College of Business is to develop business professionals who embrace intellectual inquiry through critical and analytical thinking, quantitative reasoning, and effective communication, while building upon the attributes of a liberal arts education.

Implications of the Mission The faculty of the J. Whitney Bunting College of Business defines a liberal arts education as an ethos that develops capable intellectual processes beyond vocational skills. Our student-faculty interactions foster attributes such as openness to inquiry and discovery, considering difficult questions, and re-assessing one's position based on fact. These attributes are embedded across the curriculum. Our goal is to prepare students to compete by developing their intellectual processes and to consider the critical role of business education as a positive force in society. We teach our students to effectively think, communicate, analyze within a global context, and to engage in learning that promotes societal impact.

Guiding Values: We value the following hallmarks of a Georgia College liberal arts education: respect for others, open and transparent communication, ethical behavior, diversity and inclusiveness, and social responsibility.

Profile: The J. Whitney Bunting College of Business offers an outstanding residential and student-centered business education with a full array of accredited undergraduate and graduate academic programs designed for high-demand careers including those affirmed by the Association to Advance Collegiate Schools of Business (AACSB) and the Accreditation Board for Engineering and Technology (ABET). Our nationally-recognized graduate programs for

working professionals are affordable, accessible and AACSB-accredited. Our goal is to develop capable, successful business professionals who are also responsible citizens committed to societal impact.

ARTICLES

ARTICLE I - Name

This organization shall be known as the *Leadership Board* for the J. Whitney Bunting College of Business (CoB).

ARTICLE II - Membership

Section 1 — Voting Members. The Board shall have a maximum of 30 members with no more than one-third appointed. All potential voting members shall be vetted and nominated by the Nominating Committee and approved by a majority of the Executive Committee. Thereafter, elected positions will be confirmed by a majority present at the next meeting of the Leadership Board or by electronic vote if necessary.

Section 2 — Appointed Members. Up to five members may be appointed by the CoB Dean or at the recommendation of the Executive Committee. These members may serve for shorter appointed terms to provide timely service on task forces, reaccreditation teams, or other assigned duties. These are non-voting positions, but do count against the Board's maximum 30 member capacity.

Section 3 — Institutional Affiliates. A maximum of five Board members, elected or appointed, may represent local, regional, national, or international organizations. The organization, after consulting the Executive Committee to determine current needs, may recommend an individual of their choosing to serve on the Board. They shall serve a three-year term, which may be extended at the discretion of the Executive Committee in consultation with the respective organization's leadership team. That individual may or may not rotate every three years depending on the needs of the organization. Institutional Affiliates are voting members and agree to actively serve in accordance with the aforementioned expectations.

Section 4 — Terms. Voting Board members commit to three-year terms with the new member slate becoming effective at the next meeting of the Board, usually in the late spring. Board members are eligible for one three-year term renewal before a mandatory one year rest period. Renewed appointments are effective the beginning of the fiscal year following the end of their first term. To promote continuity and provide for fluid recruiting, Board positions will be divided into rolling terms so not all Board member terms end at the same time.

- Rolling Group 1(FY22)— Nominating Chair, seven at large Board positions
- Rolling Group 2— Mentorship Programs Chair, and seven at large Board positions.
- Rolling Group 3— Alumni Outreach Chair, and seven at large Board positions

- The Vice Chair shall be selected every year. If the Vice Chair is not also serving as the Strategic Management Chair then an alternate Chair should be selected in this rolling group.
- The Chair shall be selected every other year.

Section 5 — Expectations. Members of the Board are expected, but not limited to 1) in-person or virtual attendance at each Board meeting scheduled during the three-year term; 2) contributions of time, and in-kind service to the CoB; 3) service on a Board committee(s); 4) a commitment to representing the CoB to the larger community as advocates and champions; and (5) financial support. In alignment with best practices and expectations by AACSB, Leadership Board members will collaborate with the Dean's Team on donor cultivation and related fundraising efforts. Board members will also be expected to make a meaningful annual gift at a minimum of \$1000, are asked to consider making major gifts, and to include the CoB in their estate plans in alignment with their philanthropic interests. Institutional affiliates are expected to make minimum annual gifts of \$3000. Gifts generated by our Board will support CoB priorities including student scholarships, study abroad programming, faculty and undergraduate research, lecture series, partnerships with local businesses and organizations, mentoring program participation, and engagement events with the community, among others.

Section 6 — Ex-officio Members. The Board shall consist of the following University stakeholders: a designated representative from University Advancement and the Dean of the CoB. Additional GC leaders may be invited to meetings or events at the discretion of the Executive Committee.

Section 7 — Emeritus Status. An emeritus status of membership shall be a non-voting membership used to recognize individuals 1) retiring from regular and active membership; or 2) who have provided distinguished service on the Leadership Board; or 3) who have provided distinguished leadership to the J. Whitney College of Business. Individuals shall be recognized and invited by the Executive Committee. Emeritus members serve on the Leadership Board at the pleasure of the Dean.

Section 8 — Student Representatives. Students from the Dean's Student Advisory Board (DSAB) or those nominated by faculty leaders may be considered for one non-voting student representative position on the Board. This position shall require an application and interview with the Leadership Board Nominating Committee and shall serve upon Dean approval. Representation from the undergraduate and graduate programs will be taken into consideration. The position shall be appointed for a one year, nonrenewable fiscal year term. The student representative will bring forward CoB student body feedback, highlight student success and research, and opportunities for engagement.

Section 9 — Member Resignation. A member can voluntarily offer their resignation at any time during their term if they are unable to execute the duties of the position. In such cases, the resigning member will submit a formal written letter of resignation to the Dean and Executive

Committee indicating the effective date of their resignation. If necessary, the Executive Committee may appoint a temporary designee to the position to continue the duties assigned until such time as the Nominating Committee can make a recommendation to the full Board for election to the vacant position. Election may be conducted by in person vote or electronically as needed.

Section 10 — Member Removal. The Leadership Board may remove a member based on fraud, conflict of interest, personal conduct, lack of fitness to serve, or failure to perform. Removal of a Board member requires a 2/3 vote of a quorum of the Leadership Board and may be conducted in person or electronically as needed.

Section 11 — Vacancies in Office. At-Large board vacancies may remain vacant until the next term begins or may be filled by an appointment of the Dean and Executive Committee. Executive Committee vacancies can be filled by an appointment of the Dean and Executive Committee from the existing Board membership. In both instances, the appointment is valid until such time as the Nominating Committee can present their recommendation to the full Board for election to the vacant position. Elections may be conducted by in person vote or electronically as needed. In the event the vacancy is the currently serving Chair, the Vice Chair will assume duties until the end of the Board year. If the Vice Chair declines the Chair position, new elections will be held.

ARTICLE III - Purpose

Section 1 — General Purpose. The Board's general purpose shall be to provide advice, guidance, and support for the continuous improvement of the academic and practitioner programs offered by the CoB at Georgia College.

Section 2 — Areas of Involvement. It is anticipated that the Board will assist in promoting the professional image of and good relations for the J. Whitney Bunting College of Business with the larger business community. More specifically, the Board shall assist the College by:

- a. Providing advice and counsel to the Dean on all pertinent matters that affect the college, internal as well as external, to help the college and its programs be responsive to the changing needs of the business community and to economic development.
- b. Supplementing the existing career counseling and placement services to increase the availability of job opportunities to undergraduate and graduate CoB majors, including communication between business people and students to acquaint students with industry challenges and opportunities.
- c. Providing the faculty opportunities for meaningful business engagements, short-term consultancy and/or employment in responsible positions, and other relationships and programs with the business community, including providing research support for faculty

members by assisting in gaining access to or by creating databases and, if appropriate, providing research grants.

d. Sharing the special insight and expertise of practitioner experts through classroom presentation or other experiential learning activities, executive-in-residence programs, executive-to-student counseling, and faculty consultation.

e. Assisting the CoB in acquiring necessary resources to continue being a leader in business education by taking an active role in fundraising activities, serving as a CoB ambassador to the larger community, and helping to expand the circle of involved friends and alumni.

f. Remaining informed about the University and College of Business in terms of strategic plans, vision, goals, initiatives and priority funding opportunities.

Section 3 — Benefits. There are significant benefits to Board membership including:

- a. Regular updates on CoB and University programs and successes.
- b. Awareness of trends in business education, new degree programs and certifications in order to share growth opportunities with member employers.
- c. Opportunity to work collaboratively with the CoB leadership, faculty, and professional staff on various initiatives to impact the future of the CoB.
- d. Contributing personal expertise and experience to a peer Board and ability to help select Board leadership.
- e. Access to student mentorship programs, classroom guest lecture opportunities, and engagement on various student projects and assessment.
- f. Advance information and invitations to events and celebrations.

ARTICLE IV - Officers

Section 1 — Election of Officers. The Vice Chair shall be elected for a 1 year term by the membership upon the recommendation of the Executive Committee. The Chair shall be elected for a 2 year term by the membership upon the recommendation of the Executive Committee. Retiring Board Chairs may continue to serve the remainder of their three year term (if applicable) and are eligible for nomination to another Leadership Board position that does not take them past six consecutive years of service.

Section 2 — Duties of the Chair. The Chair shall preside over all meetings of the Board and Executive Committee, shall have and exercise general control and supervision over the affairs

and plans of the Board, and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall focus on executing and supporting the short term (1-2 year) vision of the Dean and College of Business plans. Furthermore, the Chair shall be a member of all committees, task forces and ad hoc groups of the Board with voting privileges. The Chair shall perform other duties and exercise other powers as may be assigned to him or her by the Board or Dean. The Chair, in consultation with the Executive Committee, shall prepare the agenda for each regular meeting. The agenda shall be distributed to all members of the Board 10 days prior to each regular meeting.

Section 3 — Duties of the Vice Chair. The Vice Chair shall preside over meetings of the Board and Executive Committee in the absence of the Chair. The Vice Chair shall work with the Dean and his representatives on the long range (3-5 year) planning of the College of Business and shall participate in various reaccreditation efforts or Strategic Management Committee initiatives.

Section 4 — Vacancy in Office. In the event there is a vacancy in the Chair position, the currently elected Vice-Chair will assume duties of the Chair until the end of the current Board year. At that time, the Vice Chair may be nominated by the Executive Committee and elected to serve in Chair position for the 2 year term and a new Vice Chair will be elected. In the event that both the Chair and Vice Chair are unable to carry out their appointed duties or in the event that the Vice Chair declines the Chair position, the remaining members of the Executive committee shall be authorized to act on behalf of that vacant position as necessary until an appropriate time can be arranged for a formal meeting to elect a replacement to the position.

Section 5 — Minutes & Continuity. The Dean of the J. Whitney Bunting College of Business shall appoint his representative as a recording secretary. Minutes shall be distributed via email to the Board in advance of meetings.

Section 6 — Executive Committee Membership. The Executive Committee shall consist of the Chair, the Vice Chair, the chairs of each of the working committees (Alumni Engagement, Nominating, Strategic Management, and Mentorship Programs), a representative from University Advancement, the Dean, and Associate Dean of the CoB. The Executive Committee shall be authorized to act on behalf of the Board as necessary. A simple majority of the Executive Committee shall have the authority to act for the whole Board on all matters not in conflict with the Constitution or Bylaws.

Section 7 — Officer Resignation. An elected Officer can voluntarily offer their resignation at any time during their term if they are unable to execute the duties of the position. In such cases, the resigning officer will submit a formal written letter of resignation to the Dean and Executive Committee indicating the effective date of their resignation. If necessary, the Executive Committee may appoint a temporary designee to the position to continue the duties assigned until such time as the Nominating Committee can make a recommendation to the full Board for

election to the vacant position. Election may be conducted by in person vote or electronically as needed.

Section 8 — Officer Removal. The Leadership Board may remove a member of the Executive Committee based on fraud, conflict of interest, personal conduct, lack of fitness to serve, or failure to perform. Removal of an Executive Committee Officer requires a 2/3 vote of the remaining Executive Committee members and the approval of the Dean and may be conducted in person or electronically as needed.

ARTICLE V - Meetings

Section 1 — Frequency. Recognizing that individual members of the Leadership Board will be contacted throughout their term for advice on specific issues, the Board will meet formally two to three times per academic year on dates established by the Chair in consultation with the Dean. Working committees, task forces, and ad hoc groups, as defined by the Executive Committee, will meet during part of the general meetings and on other dates as appropriate. The format of meetings will include a general open session whereby guests and emeriti members will receive updates from the Executive Committee; this will be followed by a closed session whereby appointed and elected members, along with the Dean and his representatives, will conduct the business of the Board.

Section 2 — Quorums & Scheduling. For the Board as a whole and for the Executive Committee, a quorum shall consist of those active members present at any called meeting. All regular meetings shall be announced at least four weeks in advance. Emergency meetings may be held with two weeks notice at the discretion of the Dean and Chair.

Section 3 — Voting. Voting shall be by roll call, show of hands or secret ballot for all in person meetings. Electronic voting during a virtual meeting with a quorum is permitted and requires a roll call if video participation is not available or in use for all members or by either roll call or show of hands if everyone has audio and video capabilities. Electronic voting outside of a meeting is also permitted as long as all members have a minimum of two weeks prior to calling the vote to provide feedback and engage in discussion on a motion or item. The Chair must ensure that all members are notified via mail or email of their right to electronically vote via poll. Voting should be open 24-48 hours.

ARTICLE VI - Committees and Subsidiary Boards

The Executive Committee and Dean shall establish working committees, task forces, and ad hoc groups of the Leadership Board as needed with objectives and charters in writing. The recurring committees with Executive Committee representation are Strategic Management, Alumni Engagement, Mentorship and Nominating. Charters for additional potential committees are included below for reference. The term and composition of task forces and ad hoc committees is at the discretion of the Dean and the Executive Committee. Members may be appointed for set terms or elected to a normal three-year Board term.

ARTICLE VII - Amendments

Amendments may be added at regular meetings of the Board upon approval by 2/3 of the members present provided the members have been sent a copy of the amendment 30 days prior to the meeting.

ARTICLE VIII - By-Laws

By-laws may be adopted by a majority vote of the active members present at any Board meeting. The By-laws must be consistent with this Constitution.

Strategic Management Committee

Objective: The Strategic Management Committee contributes to the accomplishment of the mission of the College of Business by providing Leadership Board member insight into the development and execution of the CoB's strategic plan.

The committee is chaired by the Vice Chair of the Leadership Board.

Charter: Provides a formal linkage between the Leadership Board and the CoB Strategic Management Committee through communications with the Dean.

Participates in a leadership capacity in the CoB strategic planning process.

Assists the Dean in reviewing the execution college's strategic initiatives.

Meet at least twice per year outside the regularly scheduled Leadership Board meetings.

Report back to the Leadership Board on the committee's activities.

Ensure proper succession of committee responsibilities so that continuity is maintained on all existing programs of the committee.

Student Mentorship Committee

Objective: The Student Mentorship Committee contributes to accomplishment of the mission of the College of Business by planning and executing events and activities that support mentorship efforts, engage students in personal and professional development, and other relevant career-related activities.

The committee is chaired by a selected member of the Executive Committee and approved by the Dean.

Charter: Meet throughout the year, as necessary, to assist the Dean in planning and carrying out College of Business student professional development activities.

Work with the Leadership Board and career services personnel in identifying and developing activities that promote the professional development of business students.

Assist the College's Dean and staff members, including those responsible for external relations and student career services, in carrying out student-related activities.

Encourage broad participation among Board members in College activities that promote the professional development of business students.

Participate personally in student professional development activities such as the College's alumni/student networking events, classroom visits, seminars, resume review and feedback, and mock interviews.

Promote the College of Business Mentoring Program by volunteering or identifying candidates to mentor a sophomore student for one year and/or offering time to provide face-to-face consultation sessions during the year to various students in order to assist in their professional and personal development.

Regularly report back to the Leadership Board on the status of student professional development activities. Ensure proper succession of Committee responsibilities so that continuity is maintained on all existing student-related programs.

Alumni Relations & Engagement Committee

Objective: The Alumni Relations & Engagement Committee contributes to the accomplishment of the mission of the College of Business by planning and executing activities that engage Georgia College alumni with the students and programs of both the College and the University.

The committee is chaired by a selected member of the Executive Committee and approved by the Dean.

Charter: Meet throughout the year, as necessary, to assist the Dean in planning and carrying out College of Business alumni activities and forming/sustaining a CoB alumni affinity group.

Work with both the College's Leadership Board and the University's Alumni Association in developing activities that will engage business and other alumni.

Assist the College's Dean, faculty, and staff members, including those responsible for external relations and student career services, in carrying out alumni activities.

Encourage broad participation among Board members in both College and University alumni activities.

Encourage Georgia College alumni to become personally involved with, and active contributors to, the programs of the College of Business.

Conduct annual CoB alumni surveys to gauge engagement and participation satisfaction and solicit suggestions and comments.

Participate personally, whenever possible, in alumni-related activities such as the College's alumni/student networking events.

Regularly report back to the Leadership Board on the status of alumni activities. Ensure proper succession of Committee responsibilities so that continuity is maintained on all existing alumni programs.

Nominating Committee

Objective: The Nominating Committee contributes to the accomplishment of the mission of the College of Business by identifying exceptional prospects for membership who will significantly enhance the operations of the Leadership Board.

The committee is chaired by a selected member of the Executive Committee and approved by the Dean.

Charter: Develop an Annual Plan of Service which aligns with the stated objectives and mission of the College of Business

Work with the Executive Committee to identify and cultivate prospective new members through annual recruiting efforts.

Develop and regularly review membership criteria and vetting procedures, in consultation with the Executive Committee.

Recruiting should produce a highly diverse Board in terms of industries represented, geographic location of the organizations, and personal demographic characteristics.

Meet as needed outside the regularly scheduled Leadership Board meetings.

Report to the Executive Committee.

Ensure proper succession of Committee responsibilities so that continuity is maintained on all existing programs of the committee.

Development Committee Leadership Board College of Business

Objective: To provide leadership support to the College of Business in the area of fundraising by maintaining and expanding existing development programs, as well as creating and conducting new ones, to help meet defined needs of the College in fulfilling its mission.

The committee is chaired by a selected member of the Executive Committee and approved by the Dean.

Charter: Meet throughout the year, as necessary, to assist the Dean and Donor Engagement Officer in planning and carrying out College of Business engagement, fundraising and community partnership/collaboration activities.

Liaise with CoB and University Advancement to identify priority short-term and long-term financial support needs and identify new opportunities for funding.

Determine the degree to which these defined needs can be fulfilled by the Committee and the Board, both through personal financial commitment and through managed fundraising programs, created and conducted in conjunction with University Advancement.

Set annual and ongoing fundraising goals for the Board and communicate those goals.

Establish a formal annual Development Plan to meet those goals with broad Board involvement.

Lead in the implementation of the Plan, which will include financial goals, time deadlines, and assigned responsibilities established to ensure success.

Monitor progress against the Plan in conjunction with University Advancement, including the quarterly review of expenditures and fund balances for all programs endorsed by the Board.

Regularly report back to the Leadership Board the status of the Plan, and take action where necessary to ensure goals are met. Propose and assist in developing comprehensive donor recognition programs in coordination with existing University recognition programs. Assist in maintaining awareness of and promoting to alumni the various scholarship and endowment funds within the departments of the College of Business.

Engagement Committee

Objective: The Engagement Committee contributes to the accomplishment of the mission of the College of Business by identifying and developing professional relationships that lead to internship and career placements of business students.

The committee is chaired by a selected member of the Executive Committee and approved by the Dean.

Charter: Act as ambassadors to actively promote College of Business students and programs to regional organizations, including for-profit businesses and not-for-profits, by building on the personal relationships of the members.

Develop placement relationships within organizations represented on the Leadership Board, as well as other organizations, and assist university personnel in creating formal recruiting relationships, where appropriate, with those organizations.

Coordinate with the University Career Center, the subsidiary (program-specific) Boards, and the other Leadership Board committees on placement opportunities for current students. Whereas the Student Committee emphasizes professional development of individual students, the Business Relations Committee is outward facing with a focus on hiring organizations.

Function as a facilitator and network builder in order to complement the services provided by the University Career Center. The committee will assist students by developing relationships, but the primary responsibility for a successful placement rests with the student.

Develop an Annual Plan of Service which aligns with the stated objectives and mission of the College of Business

Meet at least twice per year outside the regularly scheduled Leadership Board meetings.

Report back to the Leadership Board on the committee's activities.

Ensure proper succession of committee responsibilities so that continuity is maintained on all existing programs of the committee.

