



## **EXECUTIVE ADVISORY BOARD BYLAWS**

The mission of the J. Whitney Bunting College of Business & Technology (herein referred to as CoBT) Executive Advisory 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 that benefit the public good.

## **ARTICLES**

### **ARTICLE I - Name**

This organization shall be known as the *Executive Advisory Board* for the J. Whitney Bunting College of Business & Technology (CoBT).

### **ARTICLE II - Membership**

Section 1 — Voting Members. The Board shall have a maximum of 30 voting members. All potential voting members shall be vetted by the dean and the EAB Chair 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 EAB or by electronic vote if necessary. Each department or program advisory board will be invited to have one member serve on the EAB to ensure cross-communication.

Section 2 — Appointed Ex-officio Members. Up to five members may be appointed by the CoBT 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 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. 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.

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 CoBT; 3) service on a Board committee(s) as needed; 4) represent the CoBT to the larger community as advocates and champions; and (5) provide financial support. In alignment with best practices and expectations by AACSB, EAB 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 \$1500, are asked to consider making major gifts, and to include the CoBT 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 CoBT 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 CoBT. Additional GCSU 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 Board; or 3) who have provided distinguished leadership to the J. Whitney College of Business & Technology. Individuals shall be recognized and invited by the Executive Committee. Emeritus members serve on the EAB 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 serve upon Dean approval. The position shall be appointed for a one-year, nonrenewable fiscal year term. The student representative will bring forward CoBT 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 Executive Committee may remove a member based on fraud, conflict of interest, personal conduct, lack of fitness to serve, or failure to perform.

Section 11 — Vacancies in Office. 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 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 CoBT 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 & Technology with the larger business community. More specifically, the Board shall assist the College by:

- Providing advice and counsel to the Dean on all pertinent matters that affect the College, internally as well as externally, to help the college and its programs be responsive to the changing needs of the business community and to economic development.
- Supplementing the existing career counseling and placement services to increase the availability of job opportunities to undergraduate and graduate CoBT majors, including communication between businesspeople and students to acquaint students with industry challenges and opportunities.
- 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.
- 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.
- Assisting the CoBT in acquiring necessary resources to continue being a leader in business education by taking an active role in fundraising activities, serving as a CoBT ambassador to the larger community, and helping to expand the circle of involved friends and alumni.
- Remaining informed about the University and College of Business & Technology in terms of strategic plans, vision, goals, initiatives and priority funding opportunities.

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

- Regular updates on CoBT and University programs and successes.
- Awareness of trends in business education, new degree programs and certifications in order to share growth opportunities with member employers.

- Opportunity to work collaboratively with the CoBT leadership, faculty, and professional staff on various initiatives to impact the future of the CoBT.
- Contributing personal expertise and experience to a peer Board and ability to help select Board leadership.
- Access to student mentorship programs, classroom guest lecture opportunities, and engagement on various student projects and assessments.
- Advance information and invitations to events and celebrations.

## **ARTICLE IV - Officers**

Section 1 — Election of Officers. The Vice Chair shall be elected for a one-year term by the membership upon the recommendation of the Executive Committee. The Chair shall be elected for a two-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 Board position.

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 & Technology 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 requested of 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 & Technology and shall participate in various reaccreditation efforts or strategic management 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 two-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 & Technology shall appoint a 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 past Chair, and the Dean. 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 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/or 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.

Section 8 — Officer Removal. The EAB 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 EAB 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.

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. For cases of officer removal, a quorum shall consist of a majority of the Executive Committee. 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' notice 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. Electronic voting should be open 24-48 hours.

## **ARTICLE VI - Committees and Subsidiary Boards**

The EAB shall establish working committees, task forces, and ad hoc groups of the EAB as needed with objectives and action items in writing. The term and composition of task forces and ad hoc committees is at the discretion of the Board. Members of committees and working groups may be active Board members or non-members approved by the committee chair and with the consent of the Board chair.

## **ARTICLE VII - Amendments**

Amendments and edits to the By-Laws should be presented 15 days prior to a regular meeting of the Board and will become effective upon approval by 2/3 of the members present.