



WILLIAM & MARY

CHARTERED 1693

SEPTEMBER 2025
BYLAWS OF THE
BOARD OF VISITORS

Article I: Authority

- A. The Board of Visitors (“Board”) of the College of William & Mary in Virginia (“the University” or “William & Mary”) is the corporate body established by the Royal Charter and the Code of Virginia to govern William & Mary, including the Virginia Institute of Marine Science (VIMS).
- B. The Board has the powers and duties conferred upon it by the Royal Charter, the Code of Virginia, and the Management Agreement with the Commonwealth of Virginia.
- C. The Board has adopted these Bylaws to set forth the workings of the Board and the University, and to fulfill its obligations under the law. The Board adopted a code of ethics for the University that applies to all members of the institutional community – board members, employees, students, and volunteers (see Article XII, section A). The Board strives to preserve the ideals and traditions of the institution, including the student-administered Honor System that originated in the earliest years of the University.

Article II: Membership

A. Board of Visitors Members

The Board consists of seventeen members appointed by the Governor of Virginia and confirmed by the General Assembly of Virginia.

B. Advisory Representatives

The Board is assisted by various non-voting advisory representatives who may attend committee meetings and the meetings of the full Board and any closed sessions of Board committees, as determined by the respective committee chair or the full Board, as determined by the Rector. In the event an advisory representative is unable to complete the term, the Rector will, in consultation with the President of William & Mary, appoint a replacement representative to complete the term, with no effect on eligibility to serve a full term.

The following representatives will be appointed by the Rector annually:

- 1) Student Representative of William & Mary: a student identified in consultation with the President of the University and the President of the Student Assembly for a one-year term.

- 2) Faculty Representative of William & Mary: a faculty member identified in consultation with the President of the University and the President of the William & Mary Faculty Assembly for no more than two consecutive one-year terms.
- 3) Staff Liaison of William & Mary: a member of the professional or operational/classified staff Assembly identified by the Rector in consultation with the President and the President of the respective Assembly for a one-year term. This appointment alternates each year between the professional and operational/classified staff.

C. Terms of Board Members

- a. Members of the Board of Visitors have such terms as provided by law.
- b. The terms of student representatives begin on the day following Commencement and continue through Commencement the following year.
- c. The terms of the faculty representatives and staff liaison begin on July 1 and continue until June 30 of the following year.

D. Removal of Board Members

- a. Pursuant to § 23.1-1300.C of the Code of Virginia, the Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the Board of Visitors, and fill the resulting vacancy, subject to confirmation by the General Assembly.
- b. 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 § 23.1-1304 of the Code of Virginia during the first two years of membership without sufficient cause, as determined by a majority vote of the Board, the remaining members will record such failure in the minutes of the next meeting, and the Rector will notify the Governor. Pursuant to § 23.1-1300E of the Code of Virginia, the member's office is vacated upon such notification.

Article III: Meetings

- A. Regular Meetings: The Board meets regularly at least four times each year on dates selected by the Rector. The last meeting of the academic year is the annual meeting.

- B. Special Meetings: Special meetings, including emergency meetings and annual retreats, may be called by the Rector; or, in the Rector's absence or inability, by the Vice Rector; or at the request of five members of the Board.
- C. Electronic Meetings: The Board may conduct meetings electronically and allow members to participate remotely per the requirements of the law governing meetings of public bodies and the Board's Policy on Conducting Meetings through Electronic Communications Means.
- D. Notice of Meetings: Notice of meetings is provided per relevant provisions of the Virginia Freedom of Information Act, Chapter 37 of Title 2.2. The appointee or representative of the Virginia Attorney General is notified and may attend meetings of the Board and all Board committees.
- E. Quorum: A simple majority of the voting members of the Board (or of a committee, in the case of a committee meeting) serving at any time constitutes a quorum. The Rector is a member of each Board committee for purposes of a quorum. The Rector may appoint members to a committee on an ad hoc basis in the event a quorum is needed for a specific meeting.
- F. Resolutions of the Board: All proposed resolutions of the Board are presented to the Clerk to the Board before the meeting at which they are to be considered, and distributed electronically to the members at least 14 calendar days before the meeting, unless a two-thirds majority of the members present at the meeting vote in the affirmative to suspend this rule. The introduction of a motion and/or resolution for Board action may be offered at any time at the request of the Rector or the President of the University. At the time such resolutions and all materials are furnished to members of the Board, they are made available to the non-voting advisory representatives and for review by members of the public.
- G. Public and Closed Meetings: The discussions of the Board and any actions taken by it are conducted in open meetings unless a closed session is authorized by law. Any action taken in a closed meeting must be officially approved in an open meeting before it has effect. Attendance at meetings of the Board during closed sessions is determined by the Rector in consultation with the President of the University and University Counsel and in coordination with the Clerk to the Board. Attendance at committee meetings during closed sessions is determined by the committee chair in consultation with the Rector and University Counsel.

H. Minutes: The Clerk to the Board maintains minutes of all open meetings of the Board. The Clerk ensures that minutes are posted on the Board's website and made available as required by law.

I. Annual Executive Summary: The Board submits to the General Assembly and the Governor an annual executive summary of its work no later than the first day of each regular session of the General Assembly, in accordance with procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.

J. Board Evaluation: The Board shall conduct a self-evaluation biennially during the Board Retreat with a process discussed by the Executive Committee and approved by the Rector. The Board may occasionally have a formal evaluation of its processes and procedures conducted by an external evaluator at the discretion of the Executive Committee.

Article IV: Officers

A. Officers of the Board

- a. Rector: The Rector presides over all meetings of the Board and determines the order of its business. The Rector serves as the spokesperson for the Board and its designated representative. The Rector or a Board member designated by the Rector serves as an Ex Officio Trustee of the William & Mary Foundation. The Rector performs other duties as prescribed by law or these Bylaws, or as expressly authorized by the Board, including the appointment of members to all committees of the Board, special committees, and ad hoc committees.
- b. Vice Rector: The Vice Rector performs the duties of the Rector when the Rector is absent or unable to discharge the duties of the office.
- c. Secretary of the Board: The Secretary performs the duties of the Rector when neither the Rector nor the Vice Rector is present or able to discharge such duties.

B. Election of Officers

- a. The selection of officers occurs at the annual meeting every even-numbered year. Prior to the annual meeting, the Rector appoints a committee of at least four members of the Board to nominate a slate of candidates for the offices of Rector, Vice Rector, and Secretary. The Rector will charge the nominating committee

with soliciting nominations for the slate and gathering input on potential nominees.

- b. No member of the nominating committee may be one of the candidates so nominated. Nominations are also accepted from the floor.
- c. The Board votes to select officers from any members nominated. Under § 23.1-1300 of the Code of Virginia, either the Rector or the Vice Rector must be a resident of Virginia.

C. Term of Office: Each officer serves a two-year term beginning July 1 following the annual meeting. Officers are eligible for reappointment for one additional term.

D. Vacancy of Office: Once it is determined that an office is or will be vacated before the conclusion of an elected term, the Rector or other officer, pursuant to Article IV, sections A.b and A.c, shall appoint a committee of at least four members of the Board to nominate a candidate to complete the unexpired portion of such term. The processes described in Article IV, sections B.b and B.c, shall be followed to appoint a replacement to fill the office once it has been vacated.

Article V: Organization of the Board

A. Executive Committee

- a. Membership: The Executive Committee consists of (1) the Rector, who serves as Chair; (2) the Vice Rector; (3) the Secretary; and (4) the chairs of the standing committees.
- b. Delegation of the Authority of the Board: Except as provided otherwise by law or these Bylaws, the Executive Committee exercises the powers and transacts the business of the Board of Visitors between meetings of the full Board as needed. All members of the Board will be informed promptly of any action taken.
- c. The Executive Committee organizes the working processes of the Board and recommends best practices for Board governance, consistent with relevant provisions of § 23.1-1306 of the Code of Virginia.
- d. Staffing. The Clerk to the Board and Deputy Clerk to the Board staff the committee.

B. Standing Committees: The Rector appoints one or more members of the Board to chair each standing committee and may appoint one or more Board members to serve as Vice Chair(s) of each committee. The Rector appoints at least four members of the Board to each standing committee and may designate committees of the whole. The Rector may replace chairs as necessary and remove members from committees or fill committee vacancies as necessary.

The Board has the following standing committees:

- a. Committee on Academic Affairs
- b. Committee on Administration, Buildings, and Grounds
- c. Committee on Athletics
- d. Committee on Audit, Risk, and Compliance
- e. Committee on Financial Affairs
- f. Committee on Institutional Advancement
- g. Committee on the Student Experience

C. Subcommittees: Upon approval of the Rector, committees may appoint subcommittees of not fewer than four voting Board members from within their memberships to consider such specific matters as will facilitate the business of the committee. All subcommittee actions are subject to ratification by the committee.

D. Meetings of the Committees: The Chair, or Vice Chair acting when the Chair is absent or unable to perform the duties of the Chair, or a majority of the membership of the committee or subcommittee, may call meetings after consultation and approval by the Rector. Notice of meetings of committees and subcommittees is published as required by law.

E. Committee on Academic Affairs: The Committee on Academic Affairs considers and makes recommendations for Board approval on matters affecting educational policies and new degrees or programs; instructional faculty affairs specific to academic tenure, promotions, and emeritus status; and the academic organization of William & Mary and advises the President of the University on matters of personnel policy regarding members

of the instructional faculty. The William & Mary Faculty Representative to the Board serves as a non-voting advisory member of the committee. The Rector may appoint a student to the position of non-voting student committee representative. The Provost staffs the committee.

- F. Committee on Administration, Buildings, and Grounds: The Committee on Administration, Buildings, and Grounds considers and makes recommendations on all matters relating to the administrative operations of the University, including human resources policy regarding classified or operational employees, professional employees, and other non-instructional faculty members; the buildings and grounds of William & Mary, including the naming of buildings and facilities; information technology; procurement; and any other matters referred to it by the Rector or the President, particularly regarding authority granted under The Restructured Higher Education Financial and Administrative Operations Act (Title 23.1, Chapter 10). The Rector may appoint a faculty member and a student to the positions of non-voting faculty and student committee representatives. The Executive Vice President of Administration and Finance staffs the committee. The Chair of the committee serves as Chair of the Design Review Board established by and advisory to the President of William & Mary.
- G. Committee on Athletics: The Committee on Athletics shall consider and make recommendations on matters related to the university's intercollegiate athletics program. The committee supports the alignment of athletics with the university's mission, values, and academic priorities. The committee is staffed by the Director of Athletics, with additional staff support as appropriate
- H. Committee on Audit, Risk, and Compliance: The Committee on Audit, Risk, and Compliance considers and makes recommendations on policy matters of compliance, campus safety and security, and enterprise risk management, including financial, operational, and reputational risks. The committee supervises the Director of Internal Audit, who is charged with auditing William & Mary. The committee reviews and approves the annual Audit Plan recommended by the Director of Internal Audit. The committee performs a yearly evaluation of the Director of Internal Audit during the Board's annual meeting for recommendation to the full Board. The committee provides oversight of the compliance program and approves the Compliance Charter. The president of the University may advise and consult with the committee on any matter pertaining to internal auditing. The Director of Internal Audit, Chief Compliance Officer, or designee, will staff the committee.
- I. Committee on Financial Affairs: The Committee on Financial Affairs considers and makes recommendations concerning the financial affairs of William & Mary and the

Virginia Institute of Marine Science, which include the submission and approval of all budgets, and the administration of the financial policies and procedures established by the Board. The Rector may appoint a faculty member and a student to the positions of non-voting faculty and student committee representatives. The Executive Vice President of Administration and Finance staffs the committee.

- J. Committee on Institutional Advancement: The Committee on Institutional Advancement consults with the President of the University to promote William & Mary and foster the relationship between the University and its communities and friends. The committee considers and makes recommendations on policies fostering lifelong relationships and connections between William & Mary and its alumni; fundraising and gift acceptance; and legislative affairs, branding, and communications. A representative of the Alumni Association and a representative of the William & Mary Foundation may be invited by the Chair to meet with the committee during Board meetings. The Rector may appoint a faculty member and a student to the positions of non-voting faculty and student committee representatives. The Vice President for University Advancement staffs the committee.
- K. Committee on the Student Experience: The Committee on the Student Experience considers and makes recommendations on matters affecting the University's student life, discipline, extracurricular activities, campus recreation (including sports clubs and intramurals), and physical and behavioral health. The Rector may appoint a faculty member and a student to the positions of non-voting faculty and student committee representatives. The Vice President for Student Affairs staffs the committee.
- L. Special or Ad Hoc Committees: The Rector may appoint special or ad hoc committees of the Board as needed for the benefit of the Board and/or the University.

Article VI: Executive Positions Reporting to the Board

- A. President of William & Mary
 - a. The Board appoints the President of the University, per Va. Code Sec. 23.1-1301.A.3., who serves at its pleasure and pursuant to a contract executed by the Board. Any change to the President's employment contract is made only by a vote of a majority of the Board. The duties and responsibilities of the President are prescribed by law, these Bylaws, and such employment contract.
 - b. The President may attend all meetings of the Board of Visitors or its committees, except as otherwise directed by the Board or committee. The President brings to

the attention of the Rector and the Board such matters as require the attention or action of the Board and may participate in the discussions of the Board or its committees.

- c. In case of the incapacitation, death, or resignation of the President, the Board of Visitors designates as promptly as possible an Interim President to serve until a President is elected by the Board and assumes office. The Provost administers the affairs of the University during the temporary absence or disability of the President, except as otherwise directed by the Board.
- d. At least annually, on a date set by the Rector, the Board conducts an evaluation of the performance of the President for the preceding year. Such evaluation may be held in a closed meeting pursuant to § 2.2-3711.A.1 of the Code of Virginia.

Article VII: Administrative Positions Reporting to the Board

- A. Director of Internal Audit: On the recommendation of the President of the University, the Board appoints a Director of Internal Audit. The Director is responsible for the formation of an annual Audit Plan and for the administration and operation of the Office of Internal Audit. The Director consults with the President of William & Mary in the administration and operation of the Office of Internal Audit. The Director reports to the Committee on Audit, Risk, and Compliance and is evaluated annually by the committee during the Board's annual meeting for review with the full Board. The Chair of the Committee on Audit, Risk and Compliance or their designee shall participate in the search process to hire the Director of Internal Audit.
- B. University Counsel: The Attorney General of Virginia, in consultation with the President of the University, appoints one or more Assistant Attorneys General from the Office of the Attorney General to serve as counsel to the Board and the University and to provide necessary legal services on both routine matters and special projects.
- C. Clerk to the Board: The Clerk to the Board assists the Rector and members of the Board of Visitors; maintains minutes of all meetings of the Board; and makes them available to any member of the Board, the President of the University, and such others as required by law, with the authority to provide certification to the minutes of the meetings of the Board when necessary. On recommendation of the President of the University, the appointment of the Clerk to the Board is approved by resolution of the Board of Visitors.

Article VII: Chancellor:

On the recommendation of the President of the University, the Board of Visitors may appoint a Chancellor of the University. The Chancellor's position is honorary, without responsibility, authority, or compensation except for those duties and responsibilities specifically assigned to that position by the Board of Visitors. The Chancellor serves for seven years and is eligible for reappointment for additional terms upon recommendation of the President.

Article IX: Responsibilities of the President and Senior Officers of William & Mary

- A. The President is the chief executive officer of the University, oversees its overall operation under the direction of the Board and in accordance with approved policies, and is accountable to the Board for its performance. The President may adopt such rules and regulations as appropriate to the proper administration of the University, provided they are not inconsistent with the policies of the Board of Visitors or the requirements of law. The President is assisted in the performance of duties by officers as defined under Article IX, sections C to E. The President appoints such officers of the University, subject to the approval of the Board of Visitors.
- B. Among other duties as the University's chief executive officer, the President:
 - a. Approves the salaries, appointments, promotions, and dismissals of members of the staff and faculty of the University.
 - b. Oversees the admission of students, seeing to their well-being and administering a student disciplinary and Honor Code.
 - c. Oversees the financial, budgetary, transactional, and strategic activities of the University, as well as the use and maintenance of its physical facilities.
 - d. In consultation with the Rector, recommends to the Board for approval candidates for honorary degrees. The President, in consultation with the Rector, may recommend that the Board revoke a previously awarded honorary degree.
 - e. Confers all properly authorized degrees, with the exception of honorary degrees, which are conferred by the Rector or the Chancellor or their designee.
 - f. Has the authority to transact business in the name of the University.
 - g. Has the authority to approve gifts in accordance with W&M's gift acceptance policy, including gifts that involve the naming of programs, scholarships, endowed chairs, and interior spaces.

- h. Has the authority to further delegate such authority as has been conferred to the President, subject to guidelines for its exercise. The President remains responsible for the delegated function.
- C. The Provost and other senior officers of the University report to the President. Such senior officers may include the Executive Vice President of Administration and Finance and the Director of Athletics.
- D. Under the direction of the President, the Provost serves as the Chief Academic officer of the University and has general purview over all its educational programs, activities, personnel and policies. The Provost serves as the accreditation officer of William & Mary. Concurrently with the President, the Provost has the authority to transact business in the name of the University, with the exception of indebtedness and those particular assignments made to the Executive Vice President of Administration and Finance. The Provost has the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for its exercise.
- E. Under the direction of the President, the Executive Vice President of Administration and Finance administers the business affairs and operations of the University. The Executive Vice President of Administration and Finance has custody of the University's key documents. Concurrently with the President, the Executive Vice President of Administration and Finance has the authority to transact business in the name of the University, including:
 - a. The transfer, conversion, endorsement, sale, purchase, assignment, conveyance, and delivery of any and all shares of stocks, bonds, debentures, notes, and subscriptions warrants, cash or equivalent assets, and evidence of indebtedness.
 - b. Any and all contracts for the purchase of real estate and other property, or other securities or assets now or hereafter owned by the Board or bearing any similar designation indicating ownership by the University.
 - c. Agreements setting forth the terms for the acceptance of gifts to the University.
 - d. Any and all contracts for the purchase or rental of professional services, supplies, and equipment, including software and hardware; the design and construction of facilities; non- disclosure and confidentiality agreements; real estate and property leases or rental agreements; capital leases; acquisition or conveyance of any other

type of property interest, including easements; equipment leases or fixed asset rental agreements; and use of University facilities.

e. Any other agreements necessary to carry out and support the operations of the University, with the exception of those particular assignments made to the Provost. The sale of real property requires the approval of the Board and, in some circumstances, the Commonwealth of Virginia. The Executive Vice President of Administration and Finance has the authority to further delegate such authority; such delegation must be consistent with applicable law and regulations, and subject to guidelines for the exercise thereof.

F. The President appoints the deans of schools and faculties, including the Dean and Director of the Virginia Institute of Marine Science – in consultation with the Provost and with the approval of the Board of Visitors. The deans report to the Provost. The deans have general responsibility for the schools and faculties under their jurisdiction and for directing instructional and administrative work.

a. Subject to the legal obligations of the University and except as these Bylaws otherwise provide, actual instruction – such as curriculum and degree requirements – is discharged by the respective faculties.

G. The President appoints the dean of University Libraries, in consultation with the Provost and with the approval of the Board of Visitors. The Dean has general purview over University, departmental, and professional libraries, not including the Wolf Law Library.

Article X: Policies and Regulations:

Policies for the governance of William & Mary, as made from time to time by the Board of Visitors, are binding on the appropriate communities and published within the University by proper means. No rule or regulation adopted by the President of the University is deemed contrary to the policies of the Board of Visitors unless so determined by the Board itself after the promulgation of such rule or regulation.

A. Code of Ethics of William & Mary: The Board adopted this Code of Ethics for the University in September 2019:

Integrity is one of the core values of the College of William & Mary. Thus, we are committed to lawful and ethical behavior in all of the University's activities. At William & Mary, we insist that all members of the University community – our board members, employees, students, and volunteers – comply with all laws, regulations, policies, and ethical norms applicable to them. More generally, we

are to be honest, fair, and trustworthy ourselves and to take care that other members of the University community are also.

We, as members of the William & Mary community, will strive to:

- 1) Obey the laws, regulations, and policies applicable to our University activities.
- 2) Protect and preserve University resources and ensure their proper use.
- 3) Avoid both conflicts of interest and the appearance of such conflicts as set forth in the State and Local Government Conflict of Interests Act, Va. Code §2.2-3100 et seq.
- 4) Safeguard confidential information.
- 5) Make procurement decisions impartially and objectively.
- 6) Maintain effective internal controls to safeguard the regularity and integrity of our activities.
- 7) Treat other people with dignity and respect.
- 8) Report any illegal or unethical action that comes to our attention, so the University can investigate and take corrective steps.

Article XI: Bylaw Procedures

- A. Adoption of Bylaws: All Bylaws of the Board previously adopted are hereby superseded. All bylaws of the faculties, schools, and other units of the University must be consistent with the Bylaws of the Board. The Board authorizes the President of William & Mary, as appropriate, to make technical and minor amendments to the respective bylaws of the schools and other units and to recommend to the Board amendments that are determined to be changes of significance.
- B. Amendment of Bylaws: The Bylaws of the Board may be amended or superseded at any regular meeting of the Board with thirty days' prior written notice, or at a special meeting called for the purpose, provided that every such amendment or repeal receives not fewer than nine affirmative votes.
- C. Suspension of Bylaws: These Bylaws or any one of them may be temporarily suspended at any meeting of the Board by a three-fourths affirmative vote of all members present, provided that no rule may be suspended until at least nine votes are cast affirmatively in favor thereof.

D. Parliamentary Authority: Meetings are conducted and minutes taken using as a reference the principles and guidelines set out in the current edition of “Robert’s Rules of Order Newly Revised.”

As amended by the Board of Visitors on September 26, 2025.