

## **ELECTIONS FOR 2006-2007**

Each board of governors shall elect one of its appointed lay members to be chairperson in June of each year. A member may not serve as chairperson for more than two consecutive years. *West Virginia Code §18B-2A-1(i)*.

### **BYLAWS**

#### **Article 6: Officers and Organization of the Board**

Chairperson In July 2001, and in June of each year thereafter, the members shall elect a Chair from among the nine lay members. In the event of a vacancy in the office of chairperson, the vice chairperson shall succeed to the office of chairperson for the rest of that fiscal year, and shall remain eligible to serve as chairperson in the following fiscal year. The chairperson shall perform such duties as may be prescribed by law or by the regulations and policies of the Board. No member may serve as chair for more than two consecutive years.

Vice Chairperson In July 2001, and in June of each year thereafter, the members shall elect a Vice Chair from among the nine lay members immediately following election of a Chair. In the event of a vacancy in the office of Vice Chairperson, the members shall elect a Vice Chair at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Vice Chair. The Vice Chair shall perform such duties as may be prescribed by the Board and shall assume the duties of the chairperson during the latter's absence.

Secretary of the Board In July 2001, and in June of each year thereafter, the members shall elect a Secretary from among the nine lay members immediately following election of a Chair and Vice Chair. In the event of a vacancy in the office of Secretary, the members shall elect a Secretary at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Secretary. The Secretary shall perform such duties as may be prescribed by the Board and shall preside at meetings in the absence of the Chair and the Vice Chair.

## **BYLAWS**

### **Article 7: Committees**

The Audit Committee shall consist of three members, all of whom shall have some experience in matters of finance and/or accounting, and shall include at least one member who possesses accounting or financial management expertise; provided, however, that no Board Member may serve on this Committee at any time that said Member is receiving any compensation, directly or indirectly, for consulting or any service provided to the University. *The members of the Committee, and its Chair, shall be elected annually by the Board at the Annual Meeting, following an initial nomination by the newly elected Chair.* The Committee shall have the responsibility to oversee the University's financial reporting and audit processes. It shall also be responsible for establishing procedures for receiving, investigating and resolving "whistleblower" or other complaints concerning the University's financial and accounting practices. The Chair of the Finance Committee shall not also serve as the Chair of the Audit Committee.