

APPENDIX M

RESOLUTION OF THE BOARD OF GOVERNORS ESTABLISHING THE NORTH CAROLINA CENTER FOR THE ADVANCEMENT OF TEACHING

1. Public Policy.

The 1985 Session of the General Assembly appropriated funds enabling the establishment of the North Carolina Center for the Advancement of Teaching, to be operated under the auspices of The University of North Carolina. The purpose of the Center is to recognize and enhance teaching as an art and as a profession, by providing career school teachers with opportunities to study advanced topics in the sciences, arts, and humanities, to engage in informed discourse, and otherwise to pursue scholarly interests.

2. Establishment of the Center.

The Board of Governors hereby establishes the North Carolina Center for the Advancement of Teaching, which shall be governed and administered as hereinafter provided.

3. Board of Trustees.

a. Appointment and terms of office.

(1) The Board of Trustees of the Center shall consist of fifteen members:

(a) Three ex officio members: The President of The University of North Carolina; the State Superintendent of Public Instruction; and the Chancellor of Western Carolina University; or their designees;

(b) Two members appointed by the General Assembly upon the recommendation of the President of the Senate;

(c) Two members appointed by the General Assembly upon the recommendation of the Speaker of the House of Representatives; and

(d) Eight members appointed by the Board of Governors, one from each of the eight educational regions of the State. Members appointed by the Board of Governors shall be selected for their interest in and commitment to public education and to the purposes of the Center, and they shall be charged with the responsibility of serving the interests of the whole State; the objective shall be to obtain the services of the best qualified persons,

taking into consideration the desirability of diversity of membership, including men and women and representatives of different races.

(2) Appointed members of the Board of Trustees shall serve four-year terms; a person so appointed is eligible to serve two consecutive terms.

(3) Whenever any member appointed by the Board of Governors shall fail, for any reason other than ill health or service in the interest of the State or nation, to be present at three successive regular meetings of the Board of Trustees, his or her place as a member of the Board of Trustees shall be deemed to be vacant.

(4) Any vacancy in the appointed membership of the Board of Trustees shall be reported promptly by the Secretary of the Board of Trustees, respectively, either to the Board of Governors or to the President of the Senate or to the Speaker of the House of Representatives, to enable appointment of a replacement member to serve the balance of the unexpired term.

b. Meetings, officers, and rules of procedure.

(1) The Board of Trustees shall meet at least two times a year and may hold special meetings at any time, at the call of the Chairman or upon petition addressed to the Chairman by at least four members of the Board of Trustees (other than ex officio members).

(2) The Board of Trustees shall elect a Chairman and a Vice- Chairman, each of which shall serve for a two-year term; a member may serve no more than two successive terms as Chairman; no ex officio member shall be eligible to serve as an officer of the Board of Trustees.

(3) The Board of Trustees shall determine its own rules of procedure and may delegate to committees created from its membership such powers as it deems appropriate.

(4) Members of the Board of Trustees, other than ex officio members, shall receive such per diem compensation and necessary travel and subsistence expenses while engaged in the discharge of their official responsibilities as is provided by law for members of State boards and commissions.

c. Powers and duties.

(1) Program establishment.

Subject to the provisions §116-74.6 et seq, to the provisions of this Resolution, and to such policies as may be adopted from time to time by the Board of Governors, the Board of Trustees shall establish and assure effective implementation of the program of advanced educational experiences to be made available by the Center to participating eligible members of the teaching profession at the pre-school, elementary and secondary levels. The instructional program shall focus primarily on advanced studies in the various academic disciplines, on improved methods of instruction, and otherwise on the professional enrichment of participants. No portion of the program of the Center shall be offered for academic credit.

(2) Program participants.

(a) Teacher-Scholars.

Regular participants in the Center program, to be designated “Teacher-Scholars,” shall be identified and admitted in accordance with criteria, standards, and procedures established by the Board of Trustees. To be eligible for admission, Teacher-Scholars must be full-time teachers in the schools of North Carolina. Access to Center programs must be assured statewide in accordance with eligibility requirements established by the Board of Trustees.

(b) Visiting scholars.

Individual or collaborative study and research may be undertaken at the Center by persons designated as “Visiting Scholars,” under such criteria, regulations, and requirements as may be prescribed by the Board of Trustees.

(c) Other participants.

The benefits of the Center may be made available to such other persons as the Board of Trustees may determine.

(3) Personnel.

(a) Administrative officers.

(1) The administrative officers of the Center shall be the Executive Director and such Associate Directors as the Board of Trustees may authorize to assist the Executive Director in the management of the programs and activities of the Center. The Executive Director shall be appointed by the Board of Governors on the recommendation of the

President from a list of not fewer than two names nominated by the NCCAT Board of Trustees. The Executive Director shall report to and serve at the pleasure of the President of the University of North Carolina; provided that the President shall not terminate the employment of the executive director without prior consultation with the NCCAT Board of Trustees. The Executive Director shall administer all affairs of the Center, subject to policies, rules, and regulations established by the Board of Trustees and the Board of Governors. The Executive Director shall serve as the Secretary to the Board of Trustees and shall report at least annually to the Board of Trustees concerning the state of the Center. With respect to any support facilities and services provided to the Center by Western Carolina University, the Executive Director shall work in close consultation with the Chancellor of Western Carolina University.

(2) Any Associate Director shall be employed by the Board of Trustees, on nomination of the Executive Director, and shall serve at the pleasure of the Executive Director.

(3) The compensation of the Executive Director and of any Associate Directors, as senior administrative officers of The University of North Carolina, shall be set in the same manners as other senior administrative officers of the UNC General Administration.

(b) Support staff.

The Executive Director shall employ such clerical, technical and other support personnel, subject to the provisions of Chapter 126 of the General Statutes (“State Personnel System”), as may be deemed necessary to assist the administrative officers in executing the policies and performing the functions of the Center.

(c) Instructional staff.

The instructional personnel necessary to accomplish Center educational programs shall be retained by the Director. These instructional personnel will be classified as EPA Instructional. Chief among these will be Center Fellows who will constitute the resident faculty of the Center and will focus on seminar and program design and implementation. Other specialists and mentors for individual seminars and programs shall be employed as independent contractors, pursuant to personal service contracts.

(4) Finances.

(a) Subject to instructions established by the President of The University of North Carolina concerning time and manner of presentation, the Board of Trustees shall develop, prepare and submit to the President, recommended budget requests for new programs and activities, expansions of programs and activities, capital improvements, necessary repairs and renovations to capital facilities, improvements in levels of operation and increases to remedy deficiencies of the Center.

(b) Consistent with policies of the Board of Governors and pertinent State laws and regulations, the Board of Trustees is authorized to accept, receive, and use any private gifts or federal funds which, in the judgment of the Board of Trustees, would be beneficial to the operation of the Center.

(5) Capital facilities.

The Board of Trustees of the Center shall oversee the development, construction, repair and renovation, and use of any facilities built to house Center programs. The Trustees of the Center shall have authority to determine the design of such facilities.

(6) Other policies and regulations.

The Board of Trustees may adopt such other policies and regulations as it may consider necessary and expedient for the operation of the Center, not inconsistent with the provisions of this Resolution or with other policies of the Board of Governors.

(7) Information to the President. .

The Executive Director shall keep the President fully and promptly informed about policies and activities of the Center, including an annual report concerning the effectiveness of the Center and plans for its future operation.

4. Responsibilities of Western Carolina University.

Western Carolina University is directed to assume and discharge the following responsibilities with respect to support and maintenance of the facilities and activities of the Center.

- a. Provide appropriate access, by officers, employees, and scholars of the Center, to other facilities maintained by the University.
- b. Serve as the fiscal agent for NCCAT until such time as the UNC Vice President for Finance determines that NCCAT has the capacity to assume these fiscal responsibilities.
- c. Provide such other support and administrative services on such terms as the Chancellor and the Executive Director agree.

BYLAWS OF THE BOARD OF TRUSTEES
NORTH CAROLINA CENTER FOR THE ADVANCEMENT OF TEACHING

RESOLUTION

WHEREAS, the Board of Trustees (the Board) of the North Carolina Center for the Advancement of Teaching adopted Bylaws on December 7, 1987; and

WHEREAS, the Board amended those Bylaws at previous regular meetings by duly adopted resolutions; and

WHEREAS, the present Board wishes to further amend those Bylaws,

NOW, THEREFORE, BE IT RESOLVED THAT the foregoing Bylaws, as amended, are hereby adopted as the Bylaws of the Board of Trustees of the North Carolina Center for the Advancement of Teaching, this the 9th day of October, 2006.

BYLAWS

I. Establishment of the Center

The Center for the Advancement of Teaching was authorized by Chapter 479, Section 74, of the 1985 Session Laws of the North Carolina General Assembly. By Resolution dated November 8, 1985, the Board of Governors of The University of North Carolina established the Center for the Advancement of Teaching. The purpose of the Center is to recognize and enhance teaching as an art and as a profession, by providing career school teachers with opportunities to study advanced topics in the sciences, arts, and humanities, to engage in informed discourse, and otherwise to pursue scholarly interests.

II. Membership and Terms of the Board of Trustees

A. Appointment and Terms of Office

1. The Board of Trustees of the Center shall consist of fifteen members:
 - (a) Three ex officio members: The President of The University of North Carolina; the State Superintendent of Public Instruction; and the Chancellor of Western Carolina University, or their designees;
 - (b) Two members appointed by the General Assembly upon the recommendation of the President of the Senate;
 - (c) Two members appointed by the General Assembly upon the recommendation of the Speaker of the House of Representatives; and

(d) Eight members appointed by the Board of Governors, one from each of the eight educational regions of the state. Members appointed by the Board of Governors shall be selected for their interest in and commitment to public education and to the purposes of the Center, and they shall be charged with the responsibility of serving the interests of the whole state: the objective shall be to obtain the services of the best qualified persons, taking into consideration the desirability of diversity of membership, including men and women and representatives of different races.

2. Appointed members of the Board of Trustees shall serve four-year terms; a person so appointed is eligible to serve two full four-year consecutive terms. The term of members appointed by the General Assembly has been established by the General Assembly to begin on the 1st day of July of the year of appointment. The term of members appointed by the Board of Governors has been established by the Board of Governors to begin on the 1st day of November of the year of appointment. Initial appointment as a replacement member to serve the balance of an unexpired term, shall not preclude a member from serving two additional full four- year terms.

3. Whenever any member appointed by the Board of Governors shall fail, for any reason other than ill health or service in the interest of the state or nation, to be present at three successive regular meetings of the Board of Trustees, his or her place as a member of the Board of Trustees shall be deemed to be vacant.

Prior to determining that any position on the Board is vacant under these Bylaws, the Chairman of the Board of Trustees shall first give written notice by registered letter deposited in the U.S. Mail, return receipt requested, to the Board member in question, informing him or her that his or her position as trustee shall be deemed vacant unless within ten calendar days of receipt of the letter he or she provides a written response to the Chairman, establishing that his or her absence from the board meeting was caused by ill health or by service in the interest of the State or nation. Should the response be unclear in the Chairman's judgment then the Chairman may submit the matter to the Board of Trustees for determination.

4. Any vacancy in the appointed membership of the Board of Trustees shall be reported promptly by the Secretary of the Board of Trustees, respectively, either to the Board of Governors or to the President of the Senate or to the Speaker of the House of Representatives, to enable appointment of a replacement member to serve the balance of the unexpired term.

5. Members of the Board of Trustees, other than ex officio members, shall receive such per diem compensation and necessary travel and subsistence expenses while engaged in the discharge of their official responsibilities as is provided by law for members of state boards and commissions.

III. Officers and Committees

A. Chairman and Vice Chairman

The Chairman and Vice Chairman must be appointed members of the Board of Trustees. The Board of Trustees shall elect a Chairman and a Vice Chairman, each of which shall serve a two-year term; a member may serve no more than two successive terms as Chairman; no ex-officio member shall be eligible to serve as an officer of the Board of Trustees. Officers shall be elected at the first meeting of the Board of Trustees after August 1 of odd-numbered years for terms beginning January 1 of each even-numbered year.

B. Secretary and Assistant Secretaries

The Executive Director shall serve as the Secretary to the Board of Trustees. Associate Directors shall serve as Assistant Secretaries to serve in the absence of the Secretary.

C. Vacancies

In the event that the Chairman or Vice Chairman resigns or is otherwise unable to fulfill his or her term, the Board of Trustees shall elect an appointed member to complete the unexpired term. Such person remains eligible to serve two additional successive two-year terms.

D. Committees

The Board of Trustees may establish committees and vest them with such powers as it deems appropriate. The Chairman shall have the authority to appoint the chairs and the membership of any such committees.

IV. Meetings

A. Regular Meetings

Regular meetings of the Board of Trustees shall be held at least two times a year. Each regular meeting shall be held at such time and place as the Chairman may designate, with notice of such time and place to be mailed to each member by the Executive Director of the Center at least twenty days in advance of the meeting date. Either by action of the Board or upon fifteen days written notice by the Chairman, the date herein specified for a regular meeting may be changed to another date within the designated month.

B. Special Meetings

Special meetings of the Board of Trustees shall be called (1) at the discretion of the Chairman or (2) by a majority vote of the quorum present at a regular meeting or (3) by the Executive Director upon the written request of at least four members of the Board. A special meeting thus called by the Executive Director shall be held within fifteen days of receipt by the Executive Director of the fourth written request for such a special meeting. A notice specifying the time, place and purpose of a special meeting shall be mailed or otherwise given to each member of the Board by the Executive Director to each member of the Board at least ten days in advance of the meeting date; but notice of three days may be given by telephone or other communication when, in the judgment of the Chairman, an emergency exists.

V. Agenda for Regular and Special Meetings

The agenda for a regular or special meeting of the Board shall be prepared by the Executive Director in consultation with the Chairman. All requests for inclusion of a given item on the agenda of any meeting shall be filed in writing with the Executive Director twenty days in advance of the scheduled regular meeting and twelve days in advance of a special meeting. A copy of the agenda and supporting documents shall be mailed not less than ten days in advance of each regular or special meeting of the Board. Any member of the Board may request consideration by the Board at any regular or special meeting of an item not on the agenda; however, such an item may be considered only upon the approval of two-thirds of the members present at such a meeting.

VI. Conduct of Business

A. Quorum

A quorum for the conduct of business shall consist of a majority of the appointed members of the Board, excluding vacant positions.

B. Presiding Officer

The Chairman shall preside at all regular and special meetings of the Board. In the absence of the Chairman, the Vice Chairman shall preside. In the absence of both, a presiding officer shall be elected from the appointed membership by those present at the meeting.

C. Power to Vote

All members of the Board may vote on all matters coming before the Board for consideration. No votes may be cast by proxy or in absentia.

D. Rules of Order

Except as modified by specific rules and regulations enacted by the Board of Trustees, the latest edition of Robert's Rules of Order shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees. The Chairman may appoint a parliamentarian for the meeting from the membership.

E. Minutes

The Secretary shall keep minutes of all meetings and shall file, index, and preserve all such minutes and other documents pertaining to the business and proceedings of the Board. Within twenty days after each meeting of the Board, the Secretary shall mail a copy of the minutes of the meeting to each member of the Board. Copies of all minutes and other documents of the Board, following their approval by the Board, may be certified by the Secretary.

F. Public Attendance at Meetings

All meetings of the Board shall be open to the public unless, consistent with the requirements of state law, a meeting, or portion thereof, is closed to the public by majority vote of a quorum of the Board membership.

VII Power and Duties

A. General

Subject to the provisions of applicable state law, the Board of Trustees shall have such powers as may be prescribed by the Board of Governors of The University of North Carolina.

B. Personnel

The administrative officers of the Center shall be the Executive Director and such Associate Directors as the Board of Trustees may authorize to assist the Executive Director in the management of the programs and activities to the Center. The Executive Director shall be appointed by the Board of Governors on the recommendation of the President from a list of not fewer than two names nominated by the Board of Trustees. The Executive Director shall report to and serve at the pleasure of the President of the University of North Carolina; provided that the President shall not terminate the employment of the Executive Director without prior consultation with the Board of Trustees. The Executive Director shall administer all affairs of the Center, subject to policies, rules, and regulations established by the Board of Trustees and the Board of Governors. Any Associate Director shall be employed by the Board

of Trustees, on nomination of the Executive Director, and shall serve at the pleasure of the Executive Director. The compensation of the Executive Director and of any Associate Directors, as senior administrative officers of The University of North Carolina, shall be set in the same manner as other senior administrative officers of the UNC General Administration.

C. Information to the President

The Executive Director shall keep the President fully and promptly informed about policies and activities of the Center, including an annual report concerning the effectiveness of the Center and plans for its future operation.

VIII. Amendment of Bylaw Provisions

Any provision of these Bylaws (except those required or governed by state law or by Board of Governors resolutions) may be amended by a vote of two-thirds of those members present at a regular or special meeting; provided, that no amendment may be adopted unless it's substance first has been introduced in written form at a preceding regular or special meeting of the Board.

This Resolution adopted by the Board at its regular meeting on October 9, 2006.
Kenneth Wells, Chairman