CHARTER
of the
WESTERN CAROLINA UNIVERSITY
BOARD OF VISITORS

ARTICLE I
Organization and Duration

Section 1.1 Organization and Duration. The Western Carolina University Board of Visitors (the “Board”) is hereby established and organized by the Board of Trustees of Western Carolina University (the “Trustees”) as an advisory body to the Chancellor, and through the Chancellor to the Trustees. The Board shall continue in existence for indefinite duration at the pleasure of the Trustees.

ARTICLE II
Purposes of the Board

Section 2.1 Purposes. The purposes of the Board are: (i) to serve as advocates and ambassadors for Western Carolina University (“WCU”); (ii) to strongly advocate for and advance the mission, vision, and strategic plan of WCU; (iii) to make WCU a philanthropic priority; and (iv) to provide the Chancellor and the Trustees with advice and counsel on issues that are critical to the university’s strategic interests.

ARTICLE III
Membership

Section 3.1 Number. The Board shall be comprised of up to thirty (30) elected members and the following ex-officio members, with vote: (i) the Chair of the Trustees; (ii) the immediate past Chair of the Trustees; (iii) the Chancellor; (iv) the President of the WCU Alumni Association; and (v) the Chair of the Board of Directors of the Western Carolina University Foundation.

Section 3.2 Terms. As soon as practical after the organization of the Board, the Trustees shall elect ten (10) members of the Board to serve initial terms of three (3) years. On or about the first anniversary of the organization of the Board, the Trustees shall elect ten (10) additional members of the Board to serve initial terms of three (3) years, and on or about the second anniversary of the organization of the Board, the Trustees shall elect ten (10) additional members of the Board who shall also serve initial terms of three (3) years. Thereafter, the Trustees shall elect ten (10) members per class to succeed those whose terms expire. Following expiration of the initial terms, all elected members of the Board shall serve for terms of three (3)
years or until their successors have been elected. Each elected member shall be eligible for re-election. Each member may be re-elected for a second term, but may not serve a third consecutive term until the member has taken a leave of one (1) year before again being eligible to be elected to the Board. *Ex-officio* members of the Board shall serve so long as they hold their respective offices. The Trustees shall elect members of the Board from a slate of candidates presented by the Chancellor each year.

Section 3.3 **Removal and Resignation.** A member of the Board may resign by providing written notification of such resignation to the Chair of the Trustees. The Trustees may remove a member of the Board with or without cause upon a majority vote of the Trustees present at any regular or special meeting of the Trustees.

Section 3.4 **Vacancies.** Vacancies occurring on the Board may be filled by the Trustees at any regular or special meeting of the Trustees. Any member of the Board elected to fill a vacancy occasioned by the removal, resignation or death of a member shall hold office until the expiration of the former member’s term of office.

**ARTICLE IV**  
**Meetings**

Section 4.1 **Schedule and Notice of Meetings.** Meetings of the Board shall be called by the Chair of the Board, upon consultation with the Chair of the Trustees and the Chancellor. Meetings of the Board shall be noticed and conducted in accordance with North Carolina laws pertaining to open meetings.

**ARTICLE V**  
**Officers**

Section 5.1 **Officers.** The members of the Board shall elect a Chair and a Vice Chair at its designated annual meeting. The Assistant Secretary to the Board of Trustees or his/her designee shall serve as the Secretary of the Board. Officers shall serve terms of one (1) year or until their successors have been elected. Officers shall be eligible for re-election to the same office. Each officer may be re-elected for a second term, but may not serve a third consecutive term until the member has taken a leave of one (1) year before again being eligible to be elected to that office.

**ARTICLE VI**  
**Amendments to Charter**

Section 6.1 **Amendments.** This Charter may be altered, amended, restated or repealed by the affirmative vote of a majority of the Trustees present at any regular or special meeting of the Trustees.
ASSISTANT SECRETARY'S CERTIFICATION

This is to certify that the foregoing Charter of the Board of Visitors of Western Carolina University is a true and complete copy thereof adopted and approved by the Board of Trustees of Western Carolina University at a meeting duly held upon proper notice on the 6th day of June, 2014.

[Signature]
Assistant Secretary to the Board of Trustees