

THE UNIVERSITY OF TENNESSEE BYLAWS

As Amended Through March 1, 2013

ARTICLE I

**Full Authority
Vested in
Board
of Trustees**

SECTION 1. The Board of Trustees, which is the governing body of The University of Tennessee, shall have full and complete control over its organization and administration, also over its constituent parts and its financial affairs. All Trustees, both ex officio and appointed, (except the non-voting student and faculty trustees and the Executive Director of the Tennessee Higher Education Commission, who is a non-voting member), shall have a vote on matters coming before the Board, or before any committee thereof of which they are members.

**Responsibilities
of the Board**

SECTION 2. The Board shall:

(a) Establish policies controlling the scope of the educational opportunities to be offered by the University and also policies determining its operation in general; however, the planning and development of curricula shall be the function of the faculties;

(b) Have full authority to determine and to control the activities and policies of all organizations and activities that bear, or that may be carried under, the name of the University;

(c) Not undertake to direct matters of administration or of executive action except through the President;

(d) Control the election and removal of the University Officers named in Article IV, Section 1, of these Bylaws and the fixing of their compensation. The Board shall elect and fix the compensation of the President and the other University Officers at the annual meeting except when a vacancy occurs at another time. At the annual meeting the Board shall also approve the compensation of the faculty and of all other employees the Board may deem necessary for the proper operation and management of the University.

(e)(1) Approve guidelines governing the administration's

submission of a proposed annual operating budget and appropriations request to state agencies and officials.

(e)(2) Approve the University's proposed capital outlay budgets and requests for capital outlay appropriations prior to their submission to other state agencies and officials;

(e)(3) Approve the final operating and capital outlay budgets for the next fiscal year after the General Assembly has enacted annual appropriations for the University.

(f) Grant tenure to eligible members of the faculty upon the positive recommendation of the President; and

(g) Prescribe admission, progression, and retention requirements for the University and particular programs of instruction.

Duty of Trustees to Keep Informed

SECTION 3. Each Trustee, so far as time will permit, shall keep informed as to the work of the University and its several campuses, colleges, schools, departments and activities, both educational and business.

Officers of the Board

SECTION 4. The officers of the Board shall be a Chair and a Vice Chair.

(a) The Chair and Vice Chair shall be members of the Board and shall be elected by the Board at the annual meeting to serve for two years, beginning July 1 of the year elected. In the event of a vacancy before expiration of the term, a successor shall be elected to fill the unexpired term at the next meeting of the Board following creation of the vacancy. The Vice Chair shall not be eligible to succeed himself after serving a two-year term except upon the affirmative three-fourths (3/4) vote of the entire Board.

(b) The Chair shall preside when present at meetings of the Board and shall be the spokesman for the Board. The Chair shall perform such other duties as may, from time to time, be prescribed by the Board and by these bylaws.

(c) In the absence of the Chair, the Vice Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair.

Corporate
Secretary

(d) In the absence of the Chair and the Vice Chair, the chair of the Trusteeship Committee shall preside at meetings of the Board; in the absence of all three, the senior member of the Board shall preside.

SECTION 5. The Secretary of the University shall perform the following duties related to the business of the Board:

(a) Assist the President and the Vice Chair in preparing an agenda for each meeting of the Board and of the Executive and Compensation Committee, in accordance with the provisions of Article II, Section 7.

(b) Record all calls for meetings of the Board and of the Executive and Compensation Committee, and notify all Trustees of all meetings of the Board and of the Executive and Compensation Committee in accordance with the provisions of Article II, Sections 5 and 6.

(c) Attend all meetings of the Board and of the Executive and Compensation Committee, take and preserve in a proper minute book the minutes of those meetings, and send a copy of the minutes to all Trustees.

(d) Notify the members all special committees created by the Board of their appointment.

(e) Maintain a current set of the Bylaws of the University and a record of all Bylaw amendments.

(f) Maintain a record of the dates of Trustee appointments and the dates of the expiration of their terms of office.

(g) Maintain a copy of any written report made by the committees of the Board.

(h) Maintain all records pertaining to the business of the Board, except as otherwise provided.

(i) Assist the President in seeing that all orders and resolutions of the Board and of the Executive and Compensation Committee are made effective.

(j) Perform such other duties as may be directed by the Board,

the Chair, the Vice Chair, the Executive and Compensation Committee, or the President; and assist the Board, its officers, and committees in discharging their duties.

With approval of the President, the Secretary may appoint one or more assistant secretaries to assist in performing the duties of the office. In the absence of the Secretary and an assistant secretary from any meeting of the Board or of the Executive and Compensation Committee, the Board or the Executive and Compensation Committee may appoint a secretary *pro tempore*, who shall be charged with the duty of taking the minutes of the meeting and sending a copy to all Trustees.

ARTICLE II

Three Stated Meetings Annually

SECTION 1. The Board of Trustees shall hold at least three (3) stated meetings annually, one of which shall be the Annual Meeting. Meetings may be held at any location in Tennessee where the University conducts business.

Special Meetings

SECTION 2. Special meetings of the Board as may be necessary may be called (a) by its Chair, (b) by its Vice Chair, (c) by the President of the University, or (d) by the Secretary upon the written request of three (3) or more of its members. The call for every special meeting shall state the business to be considered.

Adjournment

SECTION 3. The Board may adjourn any stated or special meeting to any date that it may set for such adjournment. Any stated or special meeting of the Board, if a quorum be not present, may be adjourned by the members attending from time to time until a quorum shall be present.

Quorum

SECTION 4. Seven (7) members of the Board shall constitute a quorum.

Notice of Stated Meetings

SECTION 5. At least five (5) days' written notice of the stated meetings of the Board shall be sent by the Secretary to all Trustees.

Notice of Special Meetings

SECTION 6. Special meetings of the Board may be called on less than five (5) days' notice and, if urgent, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose or purposes of the meeting.

Agenda

SECTION 7. An agenda for every meeting of the Board of Trustees shall be prepared by the Vice Chair and the President, with the assistance of the Secretary. The agenda shall list in outline form each matter to be considered at the meeting. When feasible, a copy of the agenda shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Trustees before the meeting date. Matters not appearing on the agenda of a stated meeting, or stated in the call for a special meeting, may be considered only upon an affirmative vote which shall represent a majority of the entire Board.

Notwithstanding any provision in these Bylaws to the contrary, after consulting with the appropriate committee chair and the President, the Vice Chair of the Board may designate agenda items for deliberation and action at the full Board meeting without prior review and recommendation of a committee. In that event, the Vice Chair shall relinquish the chair of the meeting to the appropriate committee chair for the duration of the Board's deliberation and action on the designated item(s).

**Consent
Agenda**

SECTION 8. The Vice Chair of the Board, in consultation with the President, the Secretary, and committee chairs, may designate items to be approved, or received for information, by unanimous consent of the Board. Only items that are routine in nature or noncontroversial shall be designated for unanimous consent; provided, however, that any item unanimously approved by a committee may be designated by the Vice Chair, in consultation with the President, the Secretary, and committee chair, for unanimous consent at the full Board meeting. The following are examples of items that will routinely be designated for unanimous consent on both the committee agenda and the full Board agenda: approval of minutes, approval of signatory authority for bank and investment accounts; sale of gift property at or above the appraised value; grant of easements and rights-of-way; ratification of quasi-endowments; and authorization to confer degrees.

Items designated for unanimous consent shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion. Full information about each item on the consent agenda shall be provided to the Board in advance of the meeting. Any member of the Board may remove an item from the consent agenda by notifying the Secretary prior to the meeting. Before calling for a motion to approve the consent agenda, the Chair or Vice Chair shall announce any items that have been removed from the consent agenda and ask if there are other items to be removed. Requests for clarification or other questions about an item on the consent agenda must be presented to the Secretary before the meeting. An item will not be removed from the consent agenda solely for clarification or other questions.

**Employee and
Student Petitions**

SECTION 9. Employees and students of the University desiring to appear at any Board meeting to present in person any matter shall make written application to the Secretary, setting out the

matter to be presented, at least thirty (30) days before the date set for the meeting; otherwise, a request to appear before the Board will not be granted except upon favorable majority vote of the Trustees present at the meeting.

**Meetings Open to
the Public**

SECTION 10. Meetings of the Board shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

ARTICLE III

Standing Committees

SECTION 1. (a) The standing committees of the Board of Trustees shall be the Academic Affairs and Student Success Committee, Advancement and Public Affairs Committee, Audit Committee, Executive and Compensation Committee, Finance and Administration Committee, Health Affairs Committee, Trusteeship Committee, and Research, Outreach and Economic Development Committee.

Committee Charters

(b) Each standing committee shall develop and approve a committee charter detailing the committee's recurring activities in carrying out its responsibilities. The Trusteeship Committee shall review and approve committee charters and recommend them to the Board for final approval.

Special Committees

(c) In addition to the standing committees, the Chair or Vice Chair of the Board may appoint special committees for specific assignments. The chair of any special committee shall be designated at the time of appointment.

Composition of Standing Committees

SECTION 2. (a) The Executive and Compensation Committee shall be composed of the chairs of the other standing committees of the Board, the immediate past Vice Chair of the Board as an ex officio voting member, and the current Vice Chair of the Board as an ex officio voting member. The current Vice Chair of the Board shall serve as chair of the committee. The President of the University shall serve as an ex officio, non-voting member of the committee but shall not be counted for quorum purposes.

(b) The Health Affairs Committee shall be composed of the Vice Chair of the Board, the Chair of the Audit Committee, the Chair of the Finance and Administration Committee, and the Chair of the Trusteeship Committee, all of whom shall serve as ex officio voting members, and the President and the Executive Vice President of the University, both of whom shall serve as ex officio non-voting members of the committee but shall not be counted for quorum purposes. If one of the ex officio voting members is not the immediate past Vice Chair of the Board, the immediate past Vice Chair shall serve as an ex officio voting member of the committee. If one of the ex officio voting members is not from Shelby County or the Ninth Congressional

District, a Trustee from Shelby County or the Ninth Congressional District shall be appointed as a voting member of the Committee in accordance with subsection (b)(1) below. From time to time, the Vice Chair of the Board may recommend to the Board of Trustees that another Trustee with professional or business expertise that would be particularly beneficial to the Health Affairs Committee be appointed as an at-large voting member. The Chair of the Finance and Administration Committee shall serve as Chair of the Health Affairs Committee.

(b)(1) Except as otherwise provided in these Bylaws, the voting members of the standing committees shall be members of the Board of Trustees appointed by the Board upon the recommendation of the Vice Chair of the Board, with the advice and consent of the Trusteeship Committee. Each standing committee shall be composed of no less than three members of the Board of Trustees.

Notwithstanding any provision in this subsection to the contrary, the Audit Committee may be composed of one external member and two or more members of the Board of Trustees who satisfy the membership requirements established in Article III, Section 8 of these Bylaws. An external member must have extensive accounting, auditing, or financial management expertise. An external member may not serve as Chair of the Audit Committee.

(b)(2) Committee appointments shall be made at the annual meeting for a two-year term. The chair of each standing committee shall be designated by the Board for a two-year term upon the recommendation of the Vice Chair, with the advice and consent of the Trusteeship Committee. For good cause, such as the need to ensure continuity in Board leadership during a period of transition in Board membership or in the offices of Governor or President, the Board, on the recommendation of the Vice Chair, may extend the term of committee and committee chair appointments for up to one year beyond the two-year term. *(The immediately preceding sentence shall expire on May 31, 2011.)* Competencies and professional or business expertise of members and previous Board and committee experience of members, together with any special qualifications required by these bylaws for certain committees, will be considered in committee and chair appointments. No Trustee may serve more than two consecutive two-year terms as chair of a committee. If a vacancy

occurs in a committee or chair position prior to expiration of the two-year term, the Board shall appoint a Trustee to fill the remainder of the term, upon the recommendation of the Vice Chair, with the advice and consent of the Trusteeship Committee.

(b)(3) The Vice Chair of the Board shall be an ex officio, voting member of all standing committees and, except for the Audit Committee, shall be counted for quorum purposes.

(b)(4) The President of the University shall be an ex officio, non-voting member of all committees, except the Audit Committee, but shall not be counted for quorum purposes.

(b)(5) The faculty senate presidents and the student government association presidents shall serve as non-voting members of the Academic Affairs and Student Success Committee.

(b)(6) A representative of the professional staff of the Institute of Agriculture, the Institute of Public Service, and the Health Science Center shall be appointed by the Vice Chair of the Board, upon the recommendation of the President, as non-voting members of the Research, Outreach and Economic Development Committee.

**Meetings of
Standing
Committees**

Required

SECTION 3. (a) The Executive and Compensation Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at least three times annually.

Call

(b) A meeting of any standing or special committee may be called by the Chair of the Board, the Vice Chair of the Board, the President, the committee chair, or by the Secretary upon the written request of two members of the committee.

Notice

(c) Notice of all standing and special committee meetings, including the purpose of the meeting, shall be given to all committee members. Notice of meetings of the Executive and Compensation Committee, including the purpose of the meeting, shall be given to all members of the Board. Notice may be delivered by regular mail, electronic mail, or facsimile transmission. At least five (5) days' notice shall be given when feasible, but less notice may be given when there is a need for urgent action by the committee. If written notice is not feasible,

by reason of urgency or other exigent circumstance, notice may be given by telephone.

Agenda (d) An agenda shall accompany the notice of every meeting of a standing or special committee when feasible, but when not feasible, the notice shall state the purpose or purposes for which the meeting is called. The agenda shall list in outline form each matter to be considered at the meeting. Matters not set forth on the agenda or in the notice shall be considered only upon an affirmative vote of a majority of the entire committee.

Consent Agenda (e) In accordance with Article II, Section 8, of the Bylaws, items may be designated by the Vice Chair of the Board, in consultation with the President, the Secretary, and the committee chair, for a consent agenda of the Board. Consent agenda items shall be separately identified on the committee agenda, and before calling for a motion to approve, the committee chair shall ask if any member of the committee wants to remove an item from the consent agenda. Requests for clarification or other questions about an item on the consent agenda must be presented to the Secretary before the meeting. An item will not be removed from the consent agenda solely for clarification or other questions.

(e)(1) If any committee member asks that an item be removed from the consent agenda, the item will be separately considered and voted on by the committee. If the item is approved by the committee, it will be placed on the consent agenda for the full Board meeting.

(e)(2) If there is no request to remove an item from the consent agenda, the consent agenda shall be voted on by a single motion, and if the motion carries, all items will go forward to the consent agenda of the full Board meeting.

Quorum (f) A majority of the voting members of each standing or special committee shall constitute a quorum. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

Open Meetings (g) Meetings of standing committees, and meetings of special committees authorized to make decisions for or recommendations to the Board, shall be open to the public except as authorized by a statutory or judicially recognized

exception to the Tennessee Open Meetings Act.

Minutes (h) Minutes shall be made of meetings of all standing committees and special committees authorized to make decisions for or recommendations to the Board, and the minutes shall be provided to all members of the committee. In accordance with Article II, Section 5(b) of these bylaws, minutes of the Executive and Compensation Committee shall be provided to all members of the Board.

**Executive and
Compensation
Committee**

SECTION 4. (a)(1) The Executive and Compensation Committee shall have power to approve the condemnation or purchase of properties when necessary between meetings of the Board; to approve conveyance of the University's interest in real property by sales in fee, easements, or rights of way when necessary between meetings of the Board; and to approve the acquisition of any interest in real property, including acquisition by gift or devise if the acquisition obligates the University or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures, when necessary between meetings of the Board.

(a)(2) The committee shall have power to act for the Board, in harmony with the general policies of the Board, to approve any other matter on which action is required before the next meeting of the Board. Before undertaking to act for the Board on such a matter, the committee must make a determination of necessity, and the facts and circumstances on which the determination is based must be reflected in the minutes of the meeting.

(b)(1) The committee shall recommend to the Board the initial compensation of the President. The committee shall review the President's compensation annually, taking into consideration the results of the President's annual performance review, and may recommend to the Board adjustments in the President's compensation.

(b)(2) The committee shall recommend to the Board the compensation of the other elected officers each year after their initial election.

(b)(3) The committee shall recommend to the Board the University's compensation plan and any benefit programs requiring Board approval.

**Trusteeship
Committee**

SECTION 5. (a) The Trusteeship Committee shall have the following purposes: (1) to stay informed about governance issues; (2) to propose implementation of governance best practices; and (3) to organize the working processes of the Board.

(b) The Trusteeship Committee's responsibilities shall include the following:

(1) Develop and recommend to the Board a statement of governance setting out the Board's role and fundamental principles of governance.

(2) Periodically review the Bylaws and recommend needed amendments;

(3) Recommend to the Board an effective committee structure and ensure each standing committee develops a charter for approval by the Board;

(4) Provide advice and consent to the Vice Chair of the Board on standing committee and chair appointments;

(5) Develop a self-evaluation process for the Board and for individual Trustees to be conducted periodically at the committee's discretion, but not less often than every three years;

(6) Develop and implement a process for evaluating the effectiveness of Board and committee meetings;

(7) Develop an effective orientation and continuing education process for the Board;

(8) Monitor, oversee, and review compliance with the Code of Ethics for Trustees;

(9) Develop a set of personal qualifications and core competencies for membership on the Board for approval by the Board and recommendation to each sitting Governor.

SECTION 6. (a) The Finance and Administration Committee shall formulate policies and recommend their adoption by the Board of Trustees in all matters relating to finance, business, and administration, including the investment of University funds.

**Finance and
Administration**

Committee

(b)(1) The Finance and Administration Committee shall approve and recommend to the Board guidelines governing the administration's submission of a proposed annual operating budget and appropriations request to state agencies and officials.

(b)(2) The Finance and Administration Committee shall approve and recommend to the Board the University's proposed capital outlay budgets and requests for capital outlay appropriations prior to their submission to other state agencies and officials.

(b)(3) The Finance and Administration Committee shall approve and recommend to the Board the final operating and capital outlay budgets for the next fiscal year after the General Assembly has enacted annual appropriations for the University.

(c) The Finance and Administration Committee shall approve and recommend tuition and fee rates for adoption by the Board.

(d) The Finance and Administration Committee shall approve and recommend to the Board the construction of specific buildings and other capital improvements.

(e) The Finance and Administration Committee shall approve and recommend to the Board the facilities master plan for each campus.

(f) The Finance and Administration Committee shall approve and recommend to the Board or to the Executive and Compensation Committee the acquisition of any interest in real property, including acquisition by gift or devise if the acquisition obligates the University or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures.

(g) The Finance and Administration Committee shall approve and recommend to the Board or to the Executive and Compensation Committee conveyance of the University's interest in real property by sale in fee, easement or right-of-way; provided, however, that in the case of an interest acquired by gift or devise, the President, upon recommendation of the appropriate vice president, shall have authority to approve the sale at or above the appraised value. All sales of real property acquired by gift or devise shall be reported annually to the

Finance and Administration Committee, which in turn shall report the sales to the Board of Trustees.

(h) All matters involving ordinary repairs, changes, adjustments and improvements for the purpose of putting and keeping in good condition the buildings, grounds and equipment of the University, wherever located, for their efficient use are committed to the University administration, subject to compliance with all applicable state laws and University policies.

(i) The Finance and Administration Committee shall approve and recommend to the Board any personnel policy matter requiring Board approval.

(j) The Finance and Administration Committee shall approve and recommend to the Board University rules required to be promulgated under the Tennessee Uniform Administrative Procedures Act, except rules governing student conduct, rights, and responsibilities, which shall be approved and recommended by the Academic Affairs and Student Success Committee.

**Academic Affairs
and
Student Success
Committee**

SECTION 7. The Academic Affairs and Student Success Committee shall approve and recommend to the Board the following:

(1) mission statements for The University of Tennessee System for each campus and institute of the University.

(2) strategic and long-range academic plans;

(3) proposals concerning the development of new academic programs and the significant revision of existing programs relating to instruction, research, and service;

(4) establishment of new academic organizations, such as major campuses, institutes, colleges or schools, and academic departments;

(5) evaluation of existing academic programs and their administrative structures;

(6) termination of programs and structures that no longer are needed;

- (7) admission, progression, retention, and graduation standards;
- (8) the University's policy on Academic Freedom, Responsibility, and Tenure, campus implementing procedures, and any other faculty personnel policy requiring Board approval;
- (9) proposals and any necessary policies concerning information technology;
- (10) proposals and any necessary policies concerning system-wide use of academic services including libraries and computer labs;
- (11) University rules concerning student conduct, rights, and responsibilities required to be promulgated under the Tennessee Uniform Administrative Procedures Act;
- (12) proposals and any necessary policies related to the non-academic aspects of student life, including student services and student conduct; and
- (13) proposals and any necessary policies related to campus enrollment and facilities capacity.

Audit Committee

SECTION 8. (a) All members of the Audit Committee shall be financially literate, meaning they shall be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Audit Committee shall have extensive accounting, auditing, or financial management expertise. There shall be no overlapping membership of the Audit Committee and the Finance and Administration Committee. The Vice Chair of the Board shall serve as an ex officio member of the Audit Committee but shall not be counted for quorum purposes. The President shall not serve as an ex officio member of the audit Committee but shall attend meetings if requested by the Chair.

(b) The purpose of the Audit Committee is to assist the Board of Trustees in fulfilling its oversight responsibilities for the following activities:

- (1) The integrity of the University's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance.

(2) Review of the University's external audit by the Division of State Audit for the State of Tennessee; and

(3) Oversight and direction of the internal auditing function and any external auditors whom the committee may employ.

(c) The Audit Committee shall have the following powers and responsibilities:

(1) Conduct or authorize any investigation appropriate to fulfilling its purpose;

(2) Seek any information it requires from University officials and employees – all of whom are required to cooperate with the Audit Committee's requests – or external parties;

(3) Have direct access to University officials, State auditors, internal auditors, any external auditors, legal counsel, or others as necessary;

(4) Delegate authority to subcommittees, provided that decisions made under such delegation are presented to the full committee at its next scheduled meeting; and

(5) Review and approve the appointment, reassignment, demotion, or dismissal of the chief internal auditor;

(6) Ensure that the Chief Internal Auditor has direct and unrestricted access to the Chair of the Audit Committee and other members of the Audit Committee;

(7) Ensure that the Chief Internal Auditor's administrative reporting relationship fosters independence, and ensure that adequate resources in terms of staff and budget are provided to enable the internal audit department to perform its responsibilities effectively;

(8) Receive and review audit reports and other work prepared by the internal audit department;

(9) Establish procedures to allow information about questionable financial practices to be submitted anonymously by University employees; and establish procedures for handling anonymous submissions;

(10) Provide an open avenue of communication among the State

auditors, the internal audit department, senior management, and the Board of Trustees;

(11) Other powers and responsibilities as the Board of Trustees may prescribe from time to time.

**Advancement and
Public Affairs
Committee**

SECTION 9. The Advancement and Public Affairs Committee shall exercise oversight of programs related to private gifts to the University, alumni support of the University, public relations, and governmental relations. Responsibilities of the committee shall include:

(1) In consultation with the President, setting goals for private gifts to the University and assessing whether fundraising strategies are sufficient to meet those goals.

(2) Examining trends in private giving and, in consultation with the President, developing appropriate responses to those trends;

(3) Recommending to the Board any necessary policies related to private gifts;

(4) Recommending to the Board the naming of University buildings;

(5) Monitoring the effectiveness of the University's communications with the public, including alumni of the University, and the media;

(6) Ensuring adequate programs are in place for the advancement of the University's reputation and furtherance of its mission in the local, state, national, and international communities;

(7) Monitoring major state and federal legislation affecting the University; and

(8) Promoting effective communication between the University and public officials and leaders at the local, state and federal levels.

**Research,
Outreach and
Economic
Development
Committee**

SECTION 10. The Research, Outreach and Economic Development Committee shall monitor and promote the effectiveness of programs seeking to extend the University's fund of knowledge to the local, state, national and international communities, including programs in agriculture, university

extension, public service, continuing education, family medicine, social work, nursing, and other clinical or service programs. The committee shall also review and report to the Board concerning the University's role in promoting economic development for the state.

**Health Affairs
Committee**

SECTION 11. The Health Affairs Committee shall assist the Board in exercising oversight of the clinical activities of the Health Science Center. The committee shall review and recommend to the Board of Trustees or the Executive and Compensation Committee: (1) a strategic plan for the Health Science Center's statewide clinical activities; and (2) significant transactions related to the Health Science Center's statewide clinical activities including, but not limited to, acquisition or disposition of physician practices, hospitals, and other facilities or clinical and ancillary services; creation of faculty practice plans; and creation of or participation in joint ventures, corporations, or other legal entities.

**Chancellor's
Advisory Council**

SECTION 12. The Chancellor of each campus may appoint an advisory council composed of Trustees from the campus area, student and faculty representatives, and community representatives. The senior Trustee from the campus area shall serve as chair of the campus advisory council. The Chancellor shall convene the advisory council periodically for the purpose of informing the council and seeking its advice on campus matters. The President may also convene the advisory council for the purpose of seeking the council's advice on campus or university-wide matters. The chair of the advisory council may report on council activities at any stated meeting of the Board.

Athletics Boards

SECTION 13. Intercollegiate athletics, like all other programs offered by the University, are subject to the governance of the Board of Trustees. The Board of Trustees has established an Athletics Board for each campus of the University which offers intercollegiate athletics programs. These Boards shall serve in an advisory capacity with respect to intercollegiate athletics. Members of the Board of Trustees shall be appointed to the Athletics Boards in the same manner as Trustees are appointed to standing committees. Trustee members of the Athletics Boards, together with the University administration, shall maintain a liaison between the University's intercollegiate athletics programs and the Board of Trustees. Any change in the

structure or function of the Athletics Boards shall be subject to the approval of the Board of Trustees.

ARTICLE IV

Officers of the University

SECTION 1. The officers of The University of Tennessee shall be the following:

President

Executive Vice President and Vice President for Research and Economic Development

Senior Vice President and Chief Financial Officer

Vice President for Development and Alumni Affairs

General Counsel and Secretary

Treasurer and Chief Investment Officer

Chancellor of The University of Tennessee at Chattanooga

Chancellor of The University of Tennessee Health Science Center

Chancellor of The University of Tennessee Institute of Agriculture

Chancellor of The University of Tennessee at Knoxville

Chancellor of The University of Tennessee at Martin

The Board shall have authority, from time to time, to create and fill additional University Officers and to abolish at its pleasure any office so created.

The Board shall designate an elected University Officer named or created pursuant to this section as the Chief Financial Officer of the University. The Chief Financial Officer shall have extensive accounting and financial management expertise.

Election of Officers

SECTION 2. The University Officers shall be elected annually by the Board at the annual meeting and shall serve at the pleasure of the Board, subject to the terms of any written employment contract.

In the event of a vacancy or notice of an impending vacancy in the office of President, the Board or the Executive and Compensation Committee shall appoint an interim President. In the event of a vacancy or notice of an impending vacancy in any office other than President, the President may appoint an individual to serve in an interim or acting capacity.

A vacancy in one of the University Officer positions may be

filled by election at any stated or special meeting of the Board after compliance with the following procedures:

(a) Election of the President. In the event of a vacancy, or notice of an impending vacancy, in the office of the President, the Chair, or in the Chair's absence the Vice Chair, shall recommend to the Board the appointment of a search committee composed of appointed members of the Board of Trustees and members of the faculty. The search committee shall take appropriate action to prepare and submit for consideration of the Board a panel of nominees for the position of President. The number of nominees shall be determined by the Board upon the recommendation of the search committee.

In carrying out its duties, the search committee may appoint an advisory committee composed of University faculty, staff, and students, as well as alumni and other representatives of the University's external constituencies, to assist and advise during the search process. The search committee may adopt such rules and procedure as it deems necessary in performing its duties and shall comply with all applicable legal requirements.

(b) Election of the Chancellors. These University Officers shall be elected by the Board upon the recommendation of the President. In the event of a vacancy, or notice of an impending vacancy in one of these offices, the President shall appoint an advisory committee composed of faculty, staff, students, alumni, and representatives of the external constituencies of the particular unit where the vacancy exists to assist in identifying and screening candidates for the position. Members of the Board of Trustees may also be appointed by the President to serve on the advisory committee. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending a candidate to the Board of Trustees. In identifying and screening candidates, the President and the advisory committee shall comply with all applicable legal requirements.

(c) Election of the Executive Vice President and Vice President for Research and Economic Development and Other University Officers. The Executive Vice President and Vice President for Research and Economic Development and all other University Officers not named in items (a) and (b) above shall be elected by the Board upon the recommendation of the

President. In the event of a vacancy or notice of an impending vacancy in one of these offices, the President shall identify and recommend to the Board a candidate for the vacant position. The President may appoint an advisory committee to assist in identifying and screening candidates. Members of the Board of Trustees may serve on any advisory committee so appointed. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending candidates to the Board of Trustees. In identifying and screening candidates, the President and any advisory committee appointed by the President shall comply with all applicable legal requirements.

Duties of University Officers

SECTION 3. (a)(1) Duties of the President. The President is the chief executive officer of The University of Tennessee System and exercises complete executive authority over all component parts of the University, subject to the direction and control of the Board of Trustees. The president has ultimate responsibility for leading the University academically, administratively, and financially. The President is the principal spokesperson for the University.

(a)(2) The President is responsible for:

(i) identifying and recommending to the Board of Trustees individuals for election as Vice Presidents, Chancellors, and other officers of the University as defined in these bylaws;

(ii) promoting the general welfare and development of the University in its several parts and as a whole. The President decides all questions of jurisdiction not otherwise defined among the several parts of the University;

(iii) presentation of policies, recommendations, and other matters to the Board of Trustees, the Governor, the General Assembly, and other state and federal offices;

(iv) prompt and effective execution of all laws relating to the University and of all resolutions policies, rules, and regulations adopted by the Board of Trustees;

(v) preparation of the University budget and its presentation to the Tennessee Higher Education Commission, the Governor and the Department of Finance and Administration, the General

Assembly, and the Board of Trustees.

(vi) exercising ultimate control over the budgets of all parts of the University and must approve all major budgetary revisions;

(vii) development and execution of fundraising and alumni programs for the University;

(viii) general oversight of the University's intercollegiate athletics programs. President shall require the Chancellors of the Chattanooga, Knoxville, and Martin campuses to keep the President informed of all matters necessary for the exercise of this oversight responsibility;

(a)(3) The President performs such other duties as may be delegated to that office by the Board of Trustees or by any standing or special committee of the Board.

(a)(4) In the execution of the President's duties and responsibilities, the President may delegate powers and duties to subordinate officers. In accordance with applicable University policies and procedures, the president delegates to Chancellors and Vice Presidents powers and duties to supervise and administer academic and budgetary units reporting to them, under the general direction and control of the President. These delegations do not reduce the President's ultimate responsibility as chief executive officer of the University.

(b) **Duties of the Executive Vice President and Vice President for Research and Economic Development.** The Executive Vice President and Vice President for Research and Economic Development shall be the chief operating officer of The University of Tennessee System. In the absence or unavailability of the President, the Executive Vice President and Vice President for Research and Economic Development shall assume the duties of the President, unless otherwise directed by the President. The Executive Vice President and Vice President for Research and Economic Development shall be directly responsible to the President and shall perform such specific duties as from time to time may be prescribed or assigned by the President, the Board, or by any standing or special committee of the Board.

(c) **Duties of the Chancellors.** These officers shall be the chief

operating officers of their respective units and shall be fully responsible for administration and management of the unit, subject to the general supervision of the President. These officers shall be directly responsible to the President and shall perform such specific duties as from time to time may be prescribed or assigned by the President, the Board, or by any standing or special committee of the Board.

(d) Duties of the Secretary. The General Counsel shall serve as Secretary of the corporate legal entity known as The University of Tennessee. In addition to the Board-related duties prescribed in Articles I and II, the duties of the Secretary shall include the following and similar duties related to the legal and corporate status of the University:

(1) Attest all instruments of legal obligation requiring the Seal of the University and affix thereto the Seal, of which the Secretary shall be the custodian.

(2) Countersign, by facsimile signature, all diplomas and certificates granted by the University.

The Secretary shall also perform such specific duties as may be prescribed or assigned from time to time by the President, the Board, or any standing or special committee of the Board.

(e) Duties of the Treasurer and Chief Investment Officer. The Treasurer and Chief Investment Officer shall act under the direction of and be directly responsible to the Chief Financial Officer of the University. The Treasurer and Chief Investment Officer shall receive and shall have custody of all monies which shall come to the University for the purposes of the University and shall be responsible for the proper handling of such funds in accordance with applicable state statutes and with the policies fixed by the Board of Trustees. The Treasurer and Chief Investment Officer shall give bond in an amount designated by the Board of Trustees, the premium on which shall be paid by the University. The Treasurer and Chief Investment Officer shall perform the following duties:

(1) Deposit all monies and funds belonging to the University, or over which the Treasurer and Chief Investment Officer has control, in such accounts and depositories and upon such conditions and regulations as shall be prescribed by state law or

the Board of Trustees.

(2) Disburse the funds of the University as authorized by the Board of Trustees on checks or warrants drawn on any of the depositories of the University, to be signed and countersigned as directed by the Board, and carefully preserve as vouchers all warrants and checks after payment.

(3) Maintain an adequate record of receipts and disbursements and such other accounting records as may be authorized by the Board of Trustees, and present to the President for transmission to the Board at its annual meeting a statement of all receipts and disbursements for the preceding fiscal year and of the current financial condition of the University. Also, present to the Board of Trustees, the Executive and Compensation Committee, the Finance and Administration Committee, the President or the chief budget officer whenever requested, such statements relative to the finances of the University as any of them may request, and to whom the records in the office of the Treasurer and Chief Investment Officer shall be open to inspection.

(4) Under the general supervision of the Chief Financial Officer, the Treasurer and Chief Investment Officer will be responsible for accounting, disbursing, and reporting for the University.

(5) Perform such other specific duties as from time to time may be prescribed or assigned by the President, Chief Financial Officer, the Board, or by any standing or special committee of the Board.

(f) **Duties of Other University Officers.** The other University Officers shall be directly responsible to the President, shall assist the President in the active management of the University, and shall perform such specific duties as from time to time may be prescribed or assigned by the President, the Board, or by any standing or special committee of the Board.

Staff Vice
Presidents

SECTION 4. The President of the University is authorized to appoint staff vice presidents in the areas of budget and finance, campus operations, chief of staff operations, diversity and equity, public and governmental relations, and such other areas as the President deems necessary for the efficient administration of the University. Staff vice presidents shall be directly responsible to the President or another University Officer and

shall perform such specific duties as from time to time may be prescribed or assigned by the President or other University Officer. All staff vice presidents with responsibility for budget, finance, capital projects, or other financial matters shall act under the direction of and be directly responsible to the Chief Financial Officer of the University.

**Employment of
Former
Members of the
Senior Staff**

SECTION 5. When a Chancellor, Vice President, or equivalent member of the President's senior staff retires or otherwise leaves office, the title, compensation, and other terms and conditions of any further employment by the University shall be subject to the prior approval of the Board or the Executive and Compensation Committee, upon the recommendation of the President; provided that this approval shall not be required when an individual who holds tenure in an academic department leaves office to assume a full-time faculty position with compensation no greater than the average compensation for full-time professors in that department.

**Chief Internal
Auditor**

SECTION 6. (a) The Board of Trustees shall appoint the Chief Internal Auditor for the University upon the recommendation of the Audit Committee. In the event of a vacancy, or notice of an impending vacancy in this position, the Chair of the Audit Committee shall identify and recommend to the Audit Committee a candidate for the vacant position. Upon concurring with the recommendation of the Chair, the Audit Committee will recommend the candidate to the Board of Trustees for appointment. In identifying a candidate for recommendation to the Audit Committee, the Chair shall comply with all applicable University policies concerning searches and the appointment process. The Chair of the Audit Committee may appoint an individual to serve as Chief Internal Auditor on an interim basis pending completion of a search and the appointment process.

(b) The Board of Trustees reserves to itself the authority to reassign, demote, or dismiss for cause the Chief Internal Auditor, upon the recommendation of the Audit Committee.

(c) The Chief Internal Auditor and the staff of the department of internal audit shall report administratively to the Chief Financial Officer of the University. However, with respect to all audit activities and findings, the Chief Internal Auditor shall report directly to the Audit Committee and shall have direct

and unrestricted access to the Chair and other committee members.

(d) Each year, the Chief Internal Auditor shall develop and execute a comprehensive audit plan to be conducted in accordance with applicable professional auditing standards. The Chief Internal Auditor shall make a comprehensive report on the internal audit function to the Board of Trustees through the Audit Committee at the Annual Meeting. The report will include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not done.

(e) The Chief Internal Auditor shall send a copy of each internal audit report and follow-up review, upon its completion, to the Audit Committee.

(f) The Chief Internal Auditor shall promptly report any activity that is illegal, or the legality of which is questioned by the internal audit department (e.g., conflict of interest, theft), to the Chair of the Audit Committee.

Execution of Legal Instruments

SECTION 7. Subject to compliance with any applicable policies concerning legal and fiscal review, the President and other University Officers named in Section 1 of this Article IV shall have the power and authority to sign documents, instruments, contracts, bonds, notes, or other papers in connection with the operation of the business of the University; and, in addition to the Secretary, any assistant secretary shall have the power and authority to attest and place the University's Seal on all said documents, instruments, contracts, bonds, notes, or other papers.

Subject to fiscal policies and procedures issued from time to time, administrative personnel on each campus, such as purchasing agents and business managers, shall have the power and authority to sign and issue purchase orders and conduct ordinary business affairs on behalf of the University. In addition, University fiscal policies and procedures issued from time to time may delegate to campus administrative personnel the authority to sign certain other instruments that do not warrant prior legal and fiscal review. Except in the case of purchase orders and other instruments executed by campus personnel under the delegation authorized by this section, all contracts, bonds, mortgages, notes, deeds, leases and other

instruments of legal obligation shall be executed by the President or another University Officer after any required legal and fiscal review. A copy of every instrument of legal obligation executed on behalf of the University, except purchase orders, shall be filed in the official files of the University in the Office of the Treasurer and Chief Investment Officer.

**All Employees
Responsible to the
President**

SECTION 8. All employees of the University, however designated, shall be responsible to the President, directly or through their next superior officer, for the efficient operation of the organizational unit or functions for which they are responsible.

**Receipt of Money by
Employees**

SECTION 9. All employees whose duties require them to receive money, or who receive donations or bequests made to the University, shall pay it promptly to the Treasurer and Chief Investment Officer with a statement of the amount paid, the date of the payment and the purpose for which paid; except in those cases where money belonging to the University and its accounting to the Treasurer and Chief Investment Officer by the collecting agency has been provided for otherwise by the Finance Committee with the approval of the President.

Student Welfare

SECTION 10. The Board of Trustees is vitally interested in the welfare, safety, and conduct of the students at all campuses and facilities of The University of Tennessee and is dedicated to the maintenance of an environment which preserves conditions conducive to the normal education processes and to the welfare and safety of students and others. To implement these concepts, the Board of Trustees vests in the President and the respective Chancellors and Vice Presidents the authority to prescribe and enforce policies, rules and regulations concerning rights, responsibilities, conduct and discipline of students at the various campuses and facilities of the University. The President, Chancellors, and Vice Presidents are authorized to take any lawful action necessary to assure the protection of life and property at the several campuses and facilities.

Each Chancellor and Vice President may appoint an administrative council or other similar body and delegate to it certain functions, including approval and control of student organizations, adoption of rules of conduct and discipline of students, and the conduct of disciplinary proceedings involving misconduct or delinquencies of students attending the colleges

and schools under its jurisdiction. However, each Chancellor and Vice President shall retain ultimate control and authority and shall be responsible to the President and the Board of Trustees for all final actions and decisions in these areas.

ARTICLE V

- Parliamentary Rules** **SECTION 1.** General parliamentary rules shall be observed in conducting the business of the Board of Trustees except as they may be modified by rules and regulations adopted by the Board.
- Motions and Resolution** **SECTION 2.** In the interest of clearness, to prevent misapprehension and to secure accuracy of record, each important motion or resolution (except informal or parliamentary motions) shall be presented in writing by the offerer at the time the motion is made, or the offerer may be granted the privilege of reducing such motion to writing and of presenting it to the Secretary before adjournment of the meeting.
- Record Vote** **SECTION 3.** A record vote of the Board of Trustees shall be required on all motions providing for any revision of the bylaws, the adoption of a new bylaw or the repeal of an existing bylaw. On any other motion, a record vote shall be taken if required by law or if a Board member present demands a record vote before the announcement of a vote otherwise taken.
- Employment of Relatives** **SECTION 4.** If at any time the President of the University or any person or persons connected with the University having the power to make appointment to, or a contract of employment for, a position of trust or profit connected with the University, contemplates the appointment to, or the employment for, such position of a relative of a Trustee, such intention shall be reported to the Board, or to the Executive and Compensation Committee, stating the position to be filled or contract to be made, the name of the person to be appointed or employed, the person's relationship to the member or members of the Board and the qualifications of such person for the duties to be performed; and also whether or not the related member of the Board has been a party to an effort to procure such appointment or employment.
- Order of Business** **SECTION 5.** At all meetings of the Board of Trustees, the order of business shall be prescribed by the Vice Chair and the President, with the assistance of the Secretary.
- Honorary Degrees** **SECTION 6.** The policy of the Board of Trustees governing the granting of honorary degrees authorizes the granting of such

degrees in cases the Board finds to be exceptionally meritorious. The Board shall exercise its authority in this regard with exceeding care.

Appeals to the President

SECTION 7. Any employee or student of the University who feels that he or she may have a grievance against the University shall have the right of appeal through the appropriate Chancellor or Vice President to the President of the University.

Motion to Reconsider

SECTION 8. A motion to reconsider must be made at the same meeting by a member who voted with the prevailing side; it may be seconded by any member.

ARTICLE VI

Bylaws Effective Upon Adoption Amendment of Bylaws

SECTION 1. These bylaws shall be effective upon adoption and shall supersede all bylaws previously adopted by the Board.

SECTION 2. These Bylaws may be changed by amendment, by adoption of a new Bylaw or by repeal of an existing Bylaw at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a majority vote of record of the entire membership of the Board as constituted by law at the time, provided that a copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished each Board member in writing at least five (5) days in advance of the meeting.