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.