

THE UNIVERSITY OF TENNESSEE BYLAWS

Amended and Restated
Adopted June 23, 2016

As Amended October 14, 2016 and June 22, 2017

Powers of the Board

ARTICLE I

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. The Board has all express powers granted by acts of the General Assembly of the State of Tennessee and all implied powers necessary, proper, or convenient for the accomplishment of the University's mission and the responsibilities of the Board, including but not limited to the power to adopt Bylaws and other rules consistent with the constitution and laws of the United States and this state. The Board has express power to take all actions necessary and appropriate to ensure the financial stability and solvency of the University.

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, a non-voting member, shall have a vote on matters coming before the Board or before any committee thereof of which they are members; provided that the President's membership on a standing or special committee or subcommittee shall be as a non-voting member.

Responsibilities of the Board

SECTION 2. (a) The Board shall exercise general control and oversight of The University of Tennessee System and its institutions, delegating to the President the executive management and administrative authority necessary and appropriate for the efficient administration of the system or necessary to carry out the mission of the system; and delegating to each Chancellor the executive management and administrative authority necessary and appropriate for the efficient administration of each institution and its programs, subject to the general supervision of the President. The Board shall not undertake to direct matters of administration or of executive action except through the President.

(b)(1) The Board shall appoint the President of The University of Tennessee System, who shall be the chief executive officer of the system, serving at the pleasure of the Board,

which has power to remove the President at any time, subject to the terms of any written employment contract approved by the Board.

(b)(2) The Board shall define the duties of the President, including administrative duties with respect to the system and the individual institutions and, within budgetary limitations, fix the President's compensation and other terms of employment.

(c)(1) The Board shall approve, upon the recommendation of the President, the appointment of Chancellors and other positions designated by these Bylaws as University Officers and, within budgetary limitations, approve their initial compensation and other terms of employment; provided that if an individual other than the General Counsel is proposed for appointment to the office of Secretary, the Board's approval shall be upon the recommendation of the Vice Chair of the Board.

(c)(2) The Board has power to remove a Chancellor at any time. The President also has power to remove a Chancellor at any time without the approval of the Board.

(c)(3) The Board alone has power to remove the Chief Financial Officer and the General Counsel, which shall require a simple majority vote if recommended by the President and a two-thirds vote if not recommended by the President. (See Article IV, Section 8(b) concerning the authority of the Board alone to remove the Executive Director of the Office of Audit and Compliance.)

(c)(4) The Board alone has power to remove the Secretary if held by an individual other than the General Counsel, which shall require a simple majority vote if recommended by the Vice Chair of the Board and a two-thirds vote if not recommended by the Vice Chair.

(d) The Board of Trustees is vitally interested in the welfare, safety, and conduct of University students and is dedicated to the maintenance of an environment that preserves conditions conducive to the normal education processes and to the welfare and safety of students and others. The Board of Trustees expressly delegates to the President and Chancellors 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, subject to applicable federal and state law and specifically subject to the requirement that certain rules be promulgated under the Uniform Administrative Procedures Act, which may include approval by the Board. The President, Chancellors, and Vice Presidents are authorized to take any lawful action necessary to protect life and property at the several campuses and facilities.

(e) The Board delegates direct responsibility for administration and control of the intercollegiate athletics programs to the Chancellor of each campus with an intercollegiate athletics program. The Board, with its Athletics Committee, shall exercise oversight of the intercollegiate athletics programs and, through the President, hold the Chancellors accountable for the appropriate execution of their responsibility for

administration and control of those programs. From time to time, the Board may adopt a policy detailing its oversight role and specific responsibilities of the Chancellors and the athletics departments.

(f) 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 delegated to the University administration, subject to compliance with all applicable state laws and University policies.

(g) The President, Chancellors, and other University officials designated by the President are authorized to confer degrees at commencement ceremonies held at various times throughout the year. The Chancellors are authorized to revoke a degree if the degree was awarded in error or if degree revocation is imposed pursuant to University policies and procedures as a disciplinary penalty for academic or research misconduct.

(h) The Board reserves to itself, or to the Executive and Compensation Committee when necessary between Board meetings, the authority to approve the following:

(1) The scope of the educational opportunities to be offered by the University; provided that the planning and development of curricula shall be the function of the faculties;

(2) Creation of legal entities that will bear the University's name, and the governance structure of such entities;

(3) Guidelines governing the administration's submission of a proposed annual operating budget and appropriations request to state agencies and officials;

(4) Proposed capital outlay budgets and requests for capital outlay appropriations prior to their submission to other state agencies and officials;

(5) Final capital outlay budget for the next fiscal year after the General Assembly has enacted annual appropriations for the University;

(6) Final operating budget for the next fiscal year after the General Assembly has enacted annual appropriations for the University, thereby confirming the salaries of all employees of the University system and each institution;

(7) Student tuition and fees for which Board approval is required by Board policy and proposed discounts of student tuition and fees unless mandated by state law;

(8) Policies and procedures governing the granting and removal of tenure for faculty members;

(9) Granting tenure to eligible members of the faculty upon the positive recommendation of the President;

(10) General admission, progression, retention, and graduation requirements;

(11) Naming buildings and other assets of the University, except as delegated to the administration by Board policy;

(12) Granting honorary degrees; and

(13) All other matters on which a standing committee of the Board is required to make a recommendation to the Board under Article III of these Bylaws or under a committee charter.

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 and institutes, 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 Governor of the State of Tennessee, who is an ex officio voting member of the Board, shall serve as ex officio Chair of the Board.

(b) The Vice Chair shall be a member 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 in the office of Vice Chair before expiration of the term, the Chair of the Board shall appoint a Vice Chair *pro tempore* until a successor is 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; provided that at the request of the Chair of the Board, the term of a Vice Chair may be extended beyond the two-year term upon a majority vote of the total voting membership of the Board.

(c) The Chair shall preside when present at meetings of the Board; provided that the Chair may ask the Vice Chair to preside at any meeting. The Chair shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws.

(d) In the absence of the Chair, the Vice Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair. The Vice Chair shall be the spokesperson for the Board, unless the Chair chooses to assume that responsibility, and shall perform such other duties as may be prescribed by the Board or these Bylaws from time to time.

(e) 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.

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 is not present, may be adjourned by the members attending from time to time until a quorum shall be present.

Quorum

SECTION 4. In accordance with Tennessee Code Annotated § 49-9-205(b), seven (7) voting 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 in consultation with the President and 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 representing a majority of the total voting membership of the Board.

Notwithstanding any provision in these Bylaws to the contrary, in the absence of objection by the committee chair, 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, at his or her discretion, may 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 of the Board

SECTION 8. The Vice Chair of the Board, in consultation with the President and the Secretary, 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 that any item unanimously approved by a committee shall be designated for unanimous consent at the full Board meeting except the following: (1) amendment of the Bylaws, adoption of new Bylaws, or repeal of existing Bylaws; (2) the annual operating budget, including student tuition and fee proposals for which Board approval is required; (3) funding requests for capital outlay and capital maintenance projects; (4) revenue or institutionally funded capital projects; and (5) any other item on which a roll-call vote is required. The following are examples of items that will routinely be designated for unanimous consent: 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; and ratification of quasi-endowments.

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.

Requests to Address the Board

SECTION 9. In conjunction with regular meetings of the Board, the Board shall provide a reasonable opportunity for students, employees, and members of the public to address the Board or a Board committee concerning agenda items or other issues germane to the responsibilities of the Board. The Board shall adopt a standing rule governing requests to address the Board.

Meetings Open to the Public

SECTION 11. 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, Athletics Committee, Audit and Compliance Committee, Executive and Compensation Committee, Finance and Administration Committee, Health Affairs Committee, Trusteeship Committee, Research, Outreach and Economic Development Committee, and University Life Committee.

The standing committees shall have the subcommittees designated in subsequent sections of these Bylaws and such other subcommittees as the Board from time to time finds necessary or expedient.

Committee Charters

(b) Each standing committee shall develop and approve a committee charter detailing the committee's responsibilities and, if applicable, powers. Committee charters shall be approved by the Board of Trustees or the Trusteeship Committee.

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

General Requirements

SECTION 2. (a)(1) Except as otherwise provided in these Bylaws, the voting members of the standing committees and subcommittees shall be members of the Board of Trustees; provided that the Board from time to time may appoint other individuals as voting members of a committee or subcommittee if the assistance of others is necessary to carry out the responsibilities of the committee or subcommittee as long as the majority of each committee and subcommittee consists of members of the Board.

(a)(2) A subcommittee shall consist of members of the parent committee unless the appointment of other members of the Board or other individuals is necessary to carry out the responsibilities of the committee or subcommittee.

(a)(3) The Vice Chair of the Board shall be an ex officio, voting member of all standing committees and shall be counted for quorum purposes. The Vice Chair shall also be an ex officio, voting member of all subcommittees but shall be counted for the purpose of determining a quorum only when present.

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

Specific Requirements Applicable to the Composition of Certain Committees

(b)(1) 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)(2) The Health Affairs Committee shall be composed of the Vice Chair of the Board, the Chair of the Audit and Compliance 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 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.

(b)(3) The Athletics Committee shall be composed of the following Trustees: Vice Chair of the Board; Chair of the Academic Affairs and Student Success Committee; Chair of the Audit and Compliance Committee; Chair of the Finance and Administration; and Chair of the Trusteeship Committee, all of whom shall serve as ex officio voting members. From time to time, the Vice Chair of the Board may recommend to the Board of Trustees that up to three additional Trustees with knowledge and experience that would be particularly beneficial to the Athletics Committee be appointed as at-large voting members. The President of the University shall serve as an ex officio non-voting member but shall not be counted for quorum purposes.

(b)(4) All members of the Audit and Compliance 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 committee shall have extensive accounting, auditing, or financial management expertise. There shall be no overlapping membership of the committee and the Finance and Administration Committee. The Vice Chair of the Board shall serve as an ex officio member of the Audit and Compliance Committee but shall not be counted for quorum purposes. The President shall not serve as a member of the committee but shall attend meetings if requested by the Committee Chair.

The Audit and Committee may be composed of one external member who satisfies the membership requirements stated in the preceding paragraph. An external member must have extensive accounting, auditing, or financial management expertise. An external member may not serve as Chair of the Audit and Compliance Committee.

(b)(5) The faculty senate presidents and the student government association presidents shall serve as ex officio non-voting members of the Academic Affairs and Student Success Committee but shall not be counted for quorum purposes.

(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 but shall not be counted for quorum purposes.

Appointment of Standing Committees, Subcommittees, and Committee Chairs

(c)(1) At the Annual Meeting of the Board, upon the recommendation of the Vice Chair, the Board shall appoint the members and chairs of the standing committees and subcommittees for a two-year term. The Vice Chair shall consult with the chair of a standing committee on the recommendation for appointment of the chair and members of a subcommittee. 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, subcommittee, and chair appointments.

(c)(2) No Trustee may serve more than two consecutive two-year terms as chair of the same committee or subcommittee except for good cause upon a majority vote of the total voting membership of the Board.

(c)(3) If a vacancy occurs in a committee, subcommittee, or chair position prior to expiration of the two-year term, the Vice Chair shall appoint a Trustee to fill the remainder of the term.

(c)(4) If appointments or reappointments to the Board are pending at the end of the two-year term, standing committee, subcommittee, and chair appointments shall continue beyond the end of the term. When the pending appointments or reappointments have been made, the Vice Chair is authorized to make interim committee, subcommittee, and chair appointments, which shall be subject to confirmation by the Board at its next meeting.

(c)(5) The Vice Chair is authorized to appoint a chair *pro tempore* of any standing committee or subcommittee when necessary.

Meetings of Standing Committees and Subcommittees

Required

SECTION 3. (a) The standing committees and subcommittees shall meet as often as necessary to carry out their responsibilities but no less often than twice annually. At the discretion of the committee chair, a standing committee may meet jointly with another standing committee, special committee, or subcommittee, in which case only the voting members of a particular committee or subcommittee shall vote on any agenda item requiring action by that committee or subcommittee.

Call of Meetings

(b)(1) A meeting of any standing or special committee may be called by the Chair or Vice Chair of the Board, the President, the committee chair, or by the Secretary upon the written request of two members of the committee.

(b)(2) A meeting of a subcommittee may be called by the subcommittee chair or the chair of the parent standing committee.

Notice

(c) Notice of all meetings shall be given to all members of the standing committee, subcommittee, or special committee. Notice of meetings of the Executive and Compensation Committee 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. 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 committee, subcommittee, 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 total voting membership of the committee or subcommittee.

Consent Agenda

(e) Standing committee chairs may designate items to be included on a consent agenda for the committee; provided that the following items may not be placed on a committee consent agenda: (1) amendment of the Bylaws, adoption of new Bylaws, or repeal of existing Bylaws; (2) the annual operating budget, including student tuition and fee proposals for which Board approval is required; (3) funding requests for capital outlay and capital maintenance projects; (4) revenue or institutionally funded capital projects; and (5) any other item on which a roll-call vote will be required in the full Board meeting. The following are examples of items that will routinely be placed on a committee consent 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; and ratification of quasi-endowments.

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 committee

staff 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 and requires approval by the full Board, 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 committee, subcommittee, 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, subcommittees, and 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, subcommittees, 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 or subcommittee. Minutes of the Executive and Compensation Committee shall be provided to all members of the Board.

Purpose and Responsibilities of Standing Committees and Subcommittees

SECTION 4. The general purpose of each standing committee and subcommittee is described in the following sections. Specific responsibilities and, if applicable, powers of standing committees and subcommittees shall be included in the standing committee's charter, which shall be approved by the Board of Trustees or the Trusteeship Committee.

Executive and Compensation Committee

SECTION 5. The Executive and Compensation Committee shall have the following general purposes: (1) to ensure that the Board fulfills the University's responsibilities; (2) to oversee University policy, the work of other standing committees, the University's

planning process, and the President's performance, welfare, and compensation; (3) to oversee and monitor the University's commitment to and compliance with the state's plans and objectives for higher education; (4) to approve acquisitions and disposals of real property; and (5) to act for the Board on any matter when necessary between meetings of the Board.

Trusteeship Committee

SECTION 6. The Trusteeship Committee shall have the following general 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.

Finance and Administration Committee

SECTION 7. (a) The Finance and Administration Committee shall have the following general purposes: (1) to provide oversight for the University's finances, business, and facilities; (2) to advise the Board on the state of the University's financial operations, budgetary allocations, student tuition and fees, personnel policies, investment performance strategy and returns, and facilities; and (3) to ensure the University operates within available resources and applicable federal, state, and University policies in a manner supportive of the University's strategic plan.

(b) The Finance and Administration Committee shall have the following subcommittees:

(1) Subcommittee on Efficiency and Cost Savings. The subcommittee shall establish a time frame for the evaluation of each area of the University's operations to determine whether more efficient operation and cost savings may be achieved. The subcommittee shall make recommendations as to efficiencies and cost savings that will improve the University's operations. The subcommittee shall prepare an annual report of its findings, conclusions, and recommendations for review by the Finance and Administration Committee and the Board. The Board shall include the report of the subcommittee in its annual report to the General Assembly under Tenn. Code Ann. § 49-9-208;

(2) Subcommittee on Tuition, Fees, and Financial Aid. The subcommittee shall make recommendations to the Finance and Administration Committee and the Board on student tuition and fees, taking into consideration the needs of both students and the University. The subcommittee shall also evaluate financial aid in relation to the cost of attendance and recommend policies to improve the availability of financial aid that are in the best interest of students, the University, and the state; and

(3) Other subcommittees as the Board finds necessary and expedient.

Academic Affairs and Student Success Committee

SECTION 8. (a) The Academic Affairs and Student Success Committee shall have the following general purposes: (1) to oversee matters related to the University's educational mission of teaching, research, and service; (2) to consider the needs and interests of the faculty, administrative staff, and students in creating and sustaining the University's academic environment, including creation, evaluation, continuation, and termination of academic programs; and (3) to attend to faculty members' concerns about matters such as faculty evaluation and compensation.

(b) The Academic Affairs and Student Success Committee shall have the following subcommittees:

(1) Subcommittee on Student Conduct, Rights, and Responsibilities. The subcommittee shall develop and recommend to the Academic Affairs and Student Success Committee policies concerning student conduct, rights, and responsibilities that comply with federal and state laws, rules, and regulations; and

(2) Other subcommittees as the Board finds necessary and expedient.

Audit and Compliance Committee

SECTION 9. The purpose of the Audit and Compliance Committee is to assist the Board of Trustees in fulfilling its oversight responsibilities for the following activities:

(1) The integrity of the University's annual financial statements;

(2) The University's compliance with legal and regulatory requirements;

(3) Oversight and direction of the internal audit and institutional compliance functions of the University, any external auditors the Committee may employ, and engagements with the State Auditors;

(4) Oversight of the University's internal control structure and management practices;

(5) Knowledge of audit activities, informing the full Board and making recommendations when necessary, and other duties as directed by the Board; and

(6) Monitoring of compliance with University policies and procedures.

Advancement and Public Affairs Committee

SECTION 10. The purpose of the Advancement and Public Affairs Committee shall be to exercise oversight of University programs related to the following: private gifts; alumni support; public relations, communications, and marketing; and governmental relations.

(b) The Advancement and Public Affairs Committee shall have the following subcommittees:

(1) Subcommittee on Community and Alumni Relations. The subcommittee shall (i) gather input from and provide a forum for stakeholders; and (ii) develop and recommend policies that address interests and concerns of the University community, including alumni, and of the state and local communities in which the campuses and institutes of the University operate; and

(2) Other subcommittees as the Board finds necessary and expedient.

Research, Outreach and Economic Development Committee

SECTION 11. The purpose of the Research, Outreach and Economic Development Committee shall be to oversee programs seeking to extend the University's scientific, technological, commercialization, and educational expertise to communities, counties, agencies, and organizations in the state, nationally, and globally.

Health Affairs Committee

SECTION 12. The purpose of the Health Affairs Committee shall be to assist the Board in exercising oversight of the clinical activities of the Health Science Center.

Athletics Committee

SECTION 13. (a) The purpose of the Athletics Committee shall be to review the operation of the University's intercollegiate athletics programs and assist the Board in carrying out its responsibility for oversight of those programs.

(b) While retaining its ultimate responsibility for oversight of the University's intercollegiate athletics programs, the Board has delegated direct responsibility for administration and control of the intercollegiate athletics programs to the Chancellor of each campus with an intercollegiate athletics program (see Article I, Section (2)(e) and Article IV, Section 5(c)). The Board has also charged the President with general administrative oversight of the intercollegiate athletics programs and with holding the Chancellors accountable for their performance with respect to the intercollegiate athletics programs (see Article IV, Section 5(ix)).

(c) The Chancellor may appoint an Athletics Advisory Board to advise the Chancellor on administration of the intercollegiate athletics program. The composition of an Athletics Advisory Board may include students, faculty, administrators, alumni, and donors but shall comply in all respects with the requirements of applicable NCAA rules.

University Life Committee

SECTION 14. (a) The purpose of the University Life Committee shall be to oversee and develop policies and make recommendations to the Board concerning the overall life of the University community and the University's nonacademic programs, other than athletics.

(b) The University Life Committee shall have the following subcommittees:

(1) Subcommittee on Nonacademic Programs. The subcommittee shall: (i) monitor the nonacademic programs of the University, including programs related to diversity; (ii) develop and recommend to the Board policies concerning nonacademic programs that shall address interests and concerns of the University's students, faculty, staff, alumni, and local and state communities; and

(2) Other subcommittees as the Board finds necessary and expedient.

Chancellor's Advisory Council

SECTION 15. 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.

ARTICLE IV

Officers of the University

SECTION 1.(a) The officers of The University of Tennessee (referred to in these Bylaws as University Officers) shall be the following:

President

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, Knoxville

Chancellor of The University of Tennessee at Martin

Executive Vice President

Chief Financial Officer

General Counsel

Secretary

Treasurer

Vice President for Research, Outreach, and Economic Development

Vice President for Development and Alumni Affairs and Programs

(b) The President shall serve at the pleasure of the Board, and the Board shall have the power to remove the President at any time, subject to the terms of any written employment contract approved by the Board.

(c)(1) All other University Officers shall report directly to the President with the following exceptions: (i) the Vice President for Development and Alumni Affairs and Programs shall report jointly to the Board of Directors of The University of Tennessee Foundation and the President; (ii) if the office of Treasurer is held by an individual other than the Chief Financial Officer, the Treasurer shall report directly to the Chief Financial Officer; and (iii) if the office of Secretary is held by an individual other than the General Counsel, the Secretary shall report directly to the Vice Chair of the Board.

(c)(2) All other University Officers shall serve at the pleasure of the President, and the President shall have authority to remove a University Officer at any time without the approval of the Board with the following exceptions: (i) the Board alone shall have authority to remove the Chief Financial Officer and the General Counsel in accordance with state law and the provisions of Article I, Section 2(c)(3); (ii) if the office of Treasurer is held by an individual other than the Chief Financial Officer, the Chief Financial Officer shall have authority to remove the Treasurer at any time after consultation with the President and the Vice Chair of the Board; and (iii) if the office of Secretary is held by an individual other than the General Counsel, the Board shall have authority to remove the Secretary at any time.

(d) From time to time and without prior amendment of these Bylaws, the Board may take the following action:

(1) Designate the Executive Vice President as the Chief Operating Officer, whose specific duties shall be prescribed in a formal position description approved by the President and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board;

(2) Approve the designation of a University Officer position as a Senior Vice President, upon the recommendation of the President;

(3) Approve a University Officer, other than the President or a Chancellor, to hold two University Officer positions concurrently; provided that the position of Treasurer may only be held concurrently by the Chief Financial Officer, and the position of Secretary may only be held concurrently by the General Counsel; and

(4) Create and fill additional University Officer positions, leave one or more University Officer positions unfilled, or abolish any University Officer position.

Process for Appointment of University Officers

SECTION 2. (a) Appointment of the President. The Board may appoint the President at any stated or special meeting of the Board after completion of a search as described below in subsection 2(c).

(2)(b) 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 or acting President.

(2)(c) When the Chair of the Board deems it appropriate to proceed with a search to fill a vacancy in the office of President, the Chair, or the Vice Chair by delegation of the Chair, shall recommend to the Board the appointment of a search committee composed of appointed members of the Board of Trustees, including the voting faculty and student members of the Board. The search committee shall take appropriate action to prepare and submit for consideration by the Board a panel of nominees for 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.

SECTION 3. (a) Appointment of Chancellors. The Board may act on the President's recommendation for appointment of a Chancellor at any stated or special meeting of the Board after completion of a search as described below in subsection 3(c).

(3)(b) In the event of a vacancy or notice of an impending vacancy in a Chancellor position, the President may appoint an individual to serve in an interim or acting capacity.

(3)(c) When the President deems it appropriate to proceed with a search to fill the vacancy in a Chancellor position, the President shall appoint an advisory committee composed of faculty, staff, students, alumni, and representatives of the external constituencies of the campus or institute 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.

SECTION 4. (a) Appointment of Other University Officers. The Board may act on the President's recommendation for appointment of an individual to fill any other University Officer position at any stated or special meeting of the Board after completion of a search as described below in subsection 4(c).

(4)(b) In the event of a vacancy or notice of an impending vacancy in a University Officer position other than Chancellor, the President may appoint an individual to serve in an interim or acting capacity.

(4)(c) When the President deems it appropriate to proceed to fill the vacancy in a University Officer position other than Chancellor, the President shall identify a candidate to be recommended to the Board. The President may appoint an advisory committee to assist in identifying and screening candidates, and members of the Board of Trustees may 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 any advisory committee appointed by the President shall comply with all applicable legal requirements.

Duties of University Officers

SECTION 5. (a)(1) Duties of the President. The President is the chief executive officer of The University of Tennessee System and exercises complete executive management and administrative 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 the following:

(i) Identifying and recommending to the Board of Trustees individuals for appointment as University Officers as defined in these Bylaws and for recommending the initial compensation and other terms of employment of University Officers;

(ii) Evaluating the University Officers and setting their compensation and other terms of employment annually; provided that (1) with respect to the Vice President for Development and Alumni Affairs and Programs, the President shall perform these responsibilities in coordination with the board of directors of the University of Tennessee Foundation, Inc.; (2) if the office of Treasurer is held by an individual other than the Chief Financial Officer, the Chief Financial Officer shall evaluate the Treasurer's performance annually and set the Treasurer's compensation and other terms of employment; and (3) if the office of Secretary is held by an individual other than the General Counsel, the Vice Chair of the Board shall evaluate the Secretary's performance annually and set the Secretary's compensation and other terms of employment;

(iii) 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;

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

(v) 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;

(vi) 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.

(vii) Exercising ultimate control over the budgets of all parts of the University and approving all major budgetary revisions;

(viii) Development and execution of fundraising and alumni programs for the University in consultation with the board of directors of the University's affiliated fundraising foundations;

(ix) General administrative oversight of the University's intercollegiate athletics programs, which shall include holding the Chancellors accountable for their performance with respect to administration and control of the intercollegiate athletics programs, including an evaluation of their performance in that regard. The 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 shall perform such other duties as are prescribed for that office in these Bylaws or 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 supervision of the President. These delegations do not reduce the President's ultimate responsibility, as chief executive officer of The University of Tennessee System, to exercise administrative authority over the Chancellors and Vice Presidents.

(b) **Duties of the Executive Vice President.** The Executive Vice President shall rank second to the President among the University Officers and staff of the system administration and shall assist the President in the active management of the system and shall have the primary responsibility for assisting the President in maximizing the system's performance and achieving its goals. The Executive Vice President shall perform the specific duties prescribed in a formal position description approved by the President and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board.

In the temporary absence or unavailability of the President, the Executive Vice President shall assume the duties of the President, unless otherwise directed in writing by the President. The Executive Vice President 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.** The Chancellors shall be the chief executive officers of their respective units and shall be fully responsible for administration and management of the unit, subject to the administrative authority of the President. The Chancellors shall perform the specific duties prescribed in a formal position description approved by

the President and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board.

The Chancellor of each campus with an intercollegiate athletics program shall have direct responsibility for administration and control of the program, subject to the ultimate oversight of the Board and the general administrative oversight of the President.

(d) Duties of the Chief Financial Officer. The Chief Financial Officer shall be responsible for all financial operations of The University of Tennessee System, including the development of financial and operational strategy, metrics tied to that strategy, and the ongoing development and monitoring of control systems designed to preserve University assets and report accurate financial results. The Chief Financial Officer shall assist the President in the active management of the system and shall perform the specific duties prescribed in a formal position description approved by the President and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board. If the Chief Financial Officer does not concurrently hold the office of Treasurer, the Chief Financial Officer shall be responsible for supervising the Treasurer.

(e) Duties of the Treasurer. The Treasurer 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 shall be responsible for financial accounting, disbursing, and reporting for the University. The Treasurer shall give bond in an amount designated by the Board of Trustees, the premium on which shall be paid by the University. Unless the position of Treasurer is held concurrently by the Chief Financial Officer, the Treasurer shall act under the supervision of and report directly to the Chief Financial Officer. The Treasurer shall perform the specific duties prescribed in a formal position description approved by the President (or, if applicable, the Chief Financial Officer) and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board.

(f) Duties of the General Counsel. The General Counsel is the chief legal officer for The University of Tennessee and all of its constituent parts, reporting directly to the President. The General Counsel shall serve as legal advisor to the Board and the administration and shall be responsible for all legal matters affecting the University, including representation of the University and University officials in legal actions; provided that, after consultation with the President or the Executive Vice President, the General Counsel may retain outside counsel to represent the University in legal actions or otherwise to assist in the performance of the General Counsel's duties. The General Counsel shall perform the specific duties prescribed in a formal position description approved by the President and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board.

(g) Duties of the Secretary. Unless the office of Secretary is held concurrently by the General Counsel, the Secretary shall act under the supervision of and report directly to

the Vice Chair of the Board and may hold such additional titles as the Vice Chair deems appropriate (for example, Chief of Staff). The Secretary of the University shall perform the following duties related to the business of the Board:

- (1) 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.
- (2) 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.
- (3) 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.
- (4) Notify the members of all special committees created by the Board of their appointment.
- (5) Maintain a current set of the Bylaws of the University and a record of all Bylaw amendments.
- (6) Maintain a record of the dates of Trustee appointments and the dates of the expiration of their terms of office.
- (7) Maintain a copy of any written report made by the committees of the Board.
- (8) Maintain all records pertaining to the business of the Board, except as otherwise provided.
- (9) Assist the President in seeing that all orders and resolutions of the Board and of the Executive and Compensation Committee are made effective; and
- (10) 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 Vice Chair, 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.

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 perform any other specific duties as from time to time may be prescribed by the Vice Chair, the Board, or a committee of the Board.

(h) Duties of the Vice President for Research, Outreach, and Economic Development.

The Vice President for Research, Outreach, and Economic Development shall be responsible for facilitating coordination of research, outreach, and economic development functions and activities among the campuses, institutes, Oak Ridge National Laboratory, the University of Tennessee Research Foundation, and other entities affiliated with the University; promoting development of programs to enhance economic development in the state; promoting research compliance throughout the system; and oversight of technology transfer activities. The Vice President shall perform the specific duties prescribed in a formal position description approved by the President or and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board.

(i) Duties of the Vice President for Development and Alumni Affairs and Programs.

The Vice President for Development and Alumni Affairs and Programs shall serve as President and Chief Executive Officer of the University of Tennessee Foundation, Inc. and shall report directly to the President of the University and to the board of directors of the Foundation. The Vice President is responsible for the leadership and management of all alumni, development, and advancement services for the University. The Vice President shall perform the specific duties prescribed in a formal position description approved by the President and such other specific duties as from time to time may be prescribed by the Board or a committee of the Board.

Staff Vice Presidents

SECTION 6. The President may authorize the appointment of such staff vice presidents as the President deems necessary for the efficient administration of the University. Staff vice presidents shall report directly to and serve at the pleasure of a University Officer, as defined in these Bylaws, or the President's chief-of-staff if such position exists, and shall perform the specific duties prescribed in a formal position description approved by the supervising official or assigned from time to time by the Board or a committee of the Board. All staff vice presidents with system-wide responsibilities for budget, finance, capital projects, or other financial matters shall report directly to and serve at the pleasure of the Chief Financial Officer.

Employment of Former Members of the Senior Staff

SECTION 7. When a University Officer, staff vice president, or equivalent member of the senior administrative 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. In its discretion, the Board of Trustees may approve the title, compensation, and other terms and conditions of any further employment at the time the individual is initially employed or at any time before the individual leaves office.

Executive Director of the Office of Audit and Compliance

SECTION 8. (a) The chief internal auditor for the University shall hold the title Executive Director of the Office of Audit and Compliance. The Board of Trustees shall appoint the Executive Director upon the recommendation of the Audit and Compliance Committee. In the event of a vacancy, or notice of an impending vacancy in this position, the Chair of the Audit and Compliance Committee shall identify and recommend to the Committee a candidate for the vacant position. Upon concurring with the recommendation of the Chair, the Committee will recommend the candidate to the Board of Trustees for appointment. In identifying a candidate for recommendation to the Committee, the Chair shall comply with all applicable University policies concerning searches and the appointment process. The Chair of the Committee may appoint an individual to serve as Executive Director on an interim or acting 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 the Executive Director, upon the recommendation of the Audit and Compliance Committee.

(c) The Executive Director and the staff of the Office of Audit and Compliance shall report administratively to the Chief Financial Officer of the University. However, with respect to all audit activities and findings, the Executive Director shall report directly to the Audit and Compliance Committee and shall have direct and unrestricted access to the Chair, other Committee members, and the Vice Chair of the Board.

(d) Each year, the Executive Director shall develop and execute a comprehensive audit plan to be conducted in accordance with applicable professional auditing standards. The Executive Director shall make a comprehensive report on the internal audit function to the Board of Trustees through the Audit and Compliance 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 Executive Director shall send a copy of each internal audit report and follow-up review, upon its completion, to the Audit and Compliance Committee.

(f) The Executive Director 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 and Compliance Committee.

Execution of Legal Instruments

SECTION 9. 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.

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 these Bylaws, standing rules, or by other rules and regulations adopted by the Board.

Motions and Resolutions

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 at the time the motion or resolution is made, or the Trustee may be granted the privilege of reducing such motion to writing and of presenting it to the Secretary before adjournment of the meeting.

Roll-Call Vote

SECTION 3. A roll-call vote of the Board of Trustees shall be required on all motions the following: (1) amendment of the Bylaws, adoption of a new Bylaw, or repeal of an existing Bylaw; (2) the annual operating budget, including student tuition and fee proposals for which Board approval is required; (3) funding requests for capital outlay and capital maintenance projects; and (4) revenue or institutionally funded capital projects. On any other motion, a roll-call vote shall be taken if required by law or if a Board member present demands a roll-call vote before the announcement of a vote otherwise taken.

Order of Business

SECTION 4. At all meetings of the Board of Trustees, the order of business shall be prescribed by the Vice Chair in consultation with the President and with the assistance of the Secretary.

Appeals to the President

SECTION 5. 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, except as otherwise provided by University policy.

ARTICLE VI

Bylaws Effective Upon Adoption

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

Amendment of Bylaws

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 roll-call vote of the total voting 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 ten (10) days in advance of the meeting.