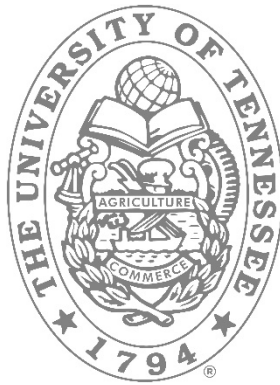


**BYLAWS
OF
THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES**



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**BYLAWS
OF
THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES**

**ARTICLE I
Powers and Responsibilities of the Board**

Section 1.1 General Statement of Powers and Responsibilities. As the governing body of The University of Tennessee, the Board of Trustees has full authority and control over the University's organization and administration, constituent parts, and funds. The Board has all express powers granted by acts of the General Assembly of the State of Tennessee, including but not limited to those codified in Tennessee Code Annotated § 49-9-209, and all implied powers necessary, proper, or convenient for the accomplishment of the mission of the University and the responsibilities of the Board.

Section 1.2 Specific Powers and Responsibilities. In addition to specific powers and responsibilities stated elsewhere in these Bylaws, a non-exclusive list of powers and responsibilities of the Board of Trustees is provided in Appendix A, which is incorporated and made a part of these Bylaws by reference.

Section 1.3 Delegation of Executive Management and Administrative Authority. The Board delegates to the President the executive management and administrative authority necessary and appropriate for the efficient administration of The University of Tennessee system or necessary to carry out the mission of the system. The Board delegates 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.

Section 1.4 Specific Delegation of Direct Responsibility for Intercollegiate Athletics Programs. 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 shall exercise oversight and monitoring 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. The Chancellors of the Chattanooga, Knoxville, and Martin



campuses shall keep the President informed of all matters necessary for the exercise of this oversight responsibility. From time to time, the Board may adopt a policy detailing its oversight role and specific responsibilities of the Chancellors and the athletics departments.

Section 1.4(a) Athletics Advisory Boards. Each Chancellor for a campus with an intercollegiate athletics program may appoint an Athletics Advisory Board to advise the Chancellor on administration of the 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 rules of the National Collegiate Athletics Association (NCAA).

Section 1.5 Specific Delegation of Responsibility for Ordinary Repairs and Improvements to Buildings, Grounds, and Equipment. The Board delegates to the Chancellors and their designees 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 for their efficient use, subject to compliance with all applicable laws and University policies.

Section 1.6 Specific Delegation of Responsibility for Revocation of a Degree. The Board delegates to the Chancellors authority 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.

ARTICLE II Officers of the Board

Section 2.1 Chair and Secretary. The officers of the Board of Trustees shall be a Chair and a Secretary. The Chair shall be a voting appointed member of the Board. The Secretary of the University shall serve ex officio as Secretary of the Board.

Section 2.2 Election of the Chair. At a special meeting called pursuant to state law, the Board shall elect the initial Chair for a term beginning on the date of election and ending June 30 of the second succeeding year. Thereafter, the Chair shall be elected at the Annual Meeting to serve a two-year term, beginning July 1 of the year of election and ending June 30 of the second succeeding year, and until a successor is elected. The Chair may be elected to a maximum of three (3) consecutive terms except upon an affirmative roll-call vote of a majority of the total voting membership of the Board. In the event of a vacancy in the office of Chair before expiration of the term, a special meeting of the Board will be called for the purpose of electing a successor to fill the unexpired term.



Section 2.3 Removal of the Chair. The Chair may be removed from office upon an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board.

Section 2.4 Chair Pro Tem for a Meeting. In the absence of the Chair from a meeting of the Board, the Board shall designate a member of the Executive Committee to serve as Chair Pro Tem for the meeting.

Section 2.5 Duties of the Chair. The Chair shall preside when present at meetings of the Board. The Chair shall have authority to sign the following documents: (i) any employment agreement for the President, and amendments to the agreement, after approval by the Board; (ii) any agreement for President Emeritus services, and amendments to the agreement, after approval by the Board; and (iii) any other document for the purpose of attesting to action of the Board. The Chair shall be the spokesperson for the Board and shall perform such other duties as may be prescribed by these Bylaws, by the parliamentary authority designated in Article IX of these Bylaws, or as otherwise prescribed by the Board.

Section 2.6 Duties of the Secretary. The Secretary shall have the duties prescribed elsewhere in these Bylaws and the following additional duties related to the business of the Board of Trustees: (i) attend all meetings of the Board and the Executive Committee; (ii) maintain a current set of the Bylaws and a record of all Bylaw amendments; and (iii) maintain all records pertaining to the business of the Board, except as may be otherwise provided by Board or University policy.

ARTICLE III Meetings of the Board

Section 3.1 Regular Meetings. The Board of Trustees shall hold at least three (3) regular meetings annually. One regular meeting shall be the Annual Meeting, at which the Board shall elect the Chair of the Board and appoint standing committees upon expiration of a two-year term, receive any required annual reports, and conduct any ordinary business that may be necessary.

Section 3.2 Special Meetings. Special meetings of the Board shall be called by the Secretary upon the request of the Chair or the President or upon the written request of three (3) or more members, and at least five (5) days' notice of the meeting shall be given to all members. The call for every special meeting shall state the business to be considered. The Board has authority to transact at any special meeting any business it is authorized to transact at regular meetings.



Section 3.3 Location of Meetings. Regular and special meetings may be held at any location in the State of Tennessee.

Section 3.4 Notice of Meetings. Notice of meetings may be delivered to members by postal mail, courier, electronic mail, or facsimile transmission. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of all regular and special meetings.

Section 3.5 Meetings Open to the Public. 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.

Section 3.6 Quorum. Six (6) voting members of the Board shall constitute a quorum. If a quorum is not present for any regular or special meeting of the Board, the meeting may be adjourned by the members present until a quorum is present.

Section 3.7 Action of the Board. The action of a majority of the quorum of voting members present at any meeting shall be the action of the Board, except as otherwise provided in these Bylaws, Board policy, or statute.

Section 3.8 Motions and Resolutions. In the interest of clarity, to prevent misunderstanding, and to secure accuracy of record, each motion or resolution (except informal or parliamentary motions) shall be presented in writing at the time the motion or resolution is made, except that the Chair may grant a member the privilege of reducing a motion to writing and presenting it to the Secretary before adjournment of the meeting.

Section 3.9 Manner of Voting. In accordance with the Tennessee Open Meetings Act, all votes shall be by public vote (hereinafter "voice vote"), by public ballot, or by public roll call (hereinafter "roll-call vote"). In accordance with Tennessee Code Annotated § 8-44-104(b), a voice vote shall mean a vote by which those in favor vocally express their will by saying in unison "aye" and subsequently those opposed vocally express their will by saying in unison "nay." Secret votes, secret ballots, secret roll calls, and proxy votes are not allowed. A roll-call vote shall be required as provided in Section 3.9(a).

Section 3.9(a) Requirement of a Roll-Call Vote. A roll-call vote shall be required in a meeting of the Board of Trustees on all motions related to the following: (i) adoption, amendment, repeal, or suspension of the Bylaws in whole or in part; (ii) approval of the annual operating budget, including student tuition and fee proposals for which Board approval is required; (iii) approval of funding requests for capital



outlay and capital maintenance projects; (iv) approval of revenue or institutionally funded capital projects; (v) approval of rules required to be promulgated under the Uniform Administrative Procedures Act; and (vi) any other motion on which a roll-call vote is required by statute or these Bylaws. A roll-call vote shall be taken on any other motion if a voting Board member present at the meeting requests a roll-call vote before a voice vote is taken or demands a roll-call vote before the Chair announces the result of a voice vote.

Section 3.10 Agenda. An agenda for every meeting of the Board of Trustees shall be prepared by the Chair in consultation with the President and with the assistance of the Secretary. The agenda shall list in outline form each item 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 members before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

Section 3.10(a) Designation of an Item for Board Action Only. Notwithstanding any provision in these Bylaws or a committee charter to the contrary, in the absence of objection by the committee chair(s), the Chair may designate any or all items for deliberation and action at a meeting of the Board without prior review and recommendation of a committee. In that event, the Chair, at his or her discretion, may ask the appropriate committee chair(s) to preside over the meeting for the duration of deliberation and action on the designated item(s).

Section 3.10(b) Consent Agenda of the Board. The Chair, in consultation with 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 meeting in conjunction with a meeting of the Board shall be designated for unanimous consent at the full Board meeting except the following: (i) adoption, amendment, repeal, or suspension of Bylaws in whole or in part; and (ii) the annual operating budget, including student tuition and fee proposals for which Board approval 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.



Section 3.10(c) Consent Agenda Procedures. 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 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 President or the Secretary before the meeting. An item will not be removed from the consent agenda solely for clarification or other questions.

Section 3.11 Requests to Address the Board. In accordance with Tennessee Code Annotated § 49-9-209(d)(1)(R), the Board shall provide, in conjunction with regular meetings of the Board, a reasonable opportunity for students, employees, and members of the public to address the Board or a committee of the Board concerning agenda items or other issues germane to the responsibilities of the Board. Requests to address the Board shall be governed by a standing rule adopted by the Board.

Section 3.12 Minutes. The Secretary shall prepare and maintain minutes of all meetings of the Board of Trustees.

ARTICLE IV Committees

Section 4.1 Standing Committees. The Board shall have the following standing committees:

- (1) Executive Committee;
- (2) Audit and Compliance Committee;
- (3) Finance and Administration Committee; and
- (4) Education, Research, and Service Committee (with responsibility for matters related to academic programs, the faculty, student success and student conduct, research, service, outreach, and other matters related to the University's educational mission of teaching, research, and service).

Section 4.1(a) Committee Charters. A general statement of the responsibilities of each standing committee is included in the following sections. Each standing committee shall develop a charter detailing the responsibilities and, if applicable, powers of the committee and submit the charter to the Board of Trustees for approval.



Section 4.1(b) Staff Support for Committees. Officers of the University shall serve as liaisons and provide staff support for the standing committees as stated below:

Executive Committee: Secretary

Audit and Compliance Committee: Chief Audit and Compliance Officer

Finance and Administration Committee: Chief Financial Officer

Education, Research, and Service Committee: One or more officers of the University designated by the Chair of the Board.

Section 4.2 Executive Committee – General Statement of Responsibilities. The Executive Committee shall:

- (1) Oversee and monitor the work of other standing committees, the University's strategic planning processes, the President's performance and welfare, and the University's commitment to and compliance with the state's plans and objectives for higher education;
- (2) Conduct a Board self-evaluation in connection with the President's cumulative performance review every third or fourth year of the President's employment;
- (3) Recommend to the Board the initial and subsequent compensation of the President and the initial compensation of the Chancellors and other officers of the University defined in these Bylaws;
- (4) Act for the Board on any matter when necessary between meetings of the Board; and
- (5) Perform other responsibilities as the Board deems necessary or advisable, subject to the approval of the Board.

The Executive Committee shall not operate or conduct any business outside the scope of authority outlined in this section or expressly authorized by statute.

Section 4.3 Audit and Compliance Committee – General Statement of Responsibilities. The Audit and Compliance Committee shall have the responsibilities stated in the State of Tennessee Audit Committee Act of 2005, specifically Tennessee Code Annotated § 4-35-105, as amended from time to time, and other specific responsibilities deemed necessary or advisable and included in a committee charter approved by the Board and by the Comptroller of the Treasury for the State of Tennessee.

Section 4.4 Finance and Administration Committee – General Statement of Responsibilities. The Finance and Administration Committee shall assist the Board in overseeing the University's finances, operations, facilities, and Health Science Center clinical activities; and in ensuring that the University operates within available resources



and applicable laws and policies in a manner supportive of the University's strategic plan. The Committee shall have the specific responsibilities deemed necessary or advisable and included in a committee charter approved by the Board.

Section 4.5 Education, Research, and Service Committee—General Statement of Responsibilities. The Education, Research, and Service Committee shall assist the Board in overseeing the University's educational mission of teaching, research, and service, including matters related to academic programs, the faculty, student success and student conduct, research, service and outreach and shall have the specific responsibilities deemed necessary or advisable and included in a committee charter approved by the Board.

Section 4.6 Other Standing Committees. The Board may appoint such other standing committees as it deems necessary or advisable from time to time. Other standing committees shall be comprised of at least three (3) members of the Board of Trustees. The Board shall strive to ensure that other standing committees include alumni from different institutions of the University.

Section 4.7 Subcommittees. A standing committee may appoint the members and chairs of any subcommittee it deems necessary or advisable from time to time.

Section 4.8 Special Committees. Upon the recommendation of the Chair, the Board may appoint special (ad hoc) committees for specific assignments, appoint the committee chair, and designate an officer of the University to serve as liaison and provide staff support for the committee. Individuals who are not members of the Board may be appointed as voting members of a special committee as long as the chair and a majority of the voting members of the committee are voting members of the Board; provided that, upon the recommendation of the Chair, the Board may appoint an individual who is not a member of the Board to serve as chair of a special committee if the individual has special knowledge and experience directly related to the committee's assignments and only if the majority of voting members of the committee are voting members of the Board.

Section 4.9 Composition of Standing Committees—General Requirements. Each standing committee shall be comprised of at least three (3) members of the Board of Trustees. Except as otherwise provided in these Bylaws, all voting members of the standing committees and the committee chairs shall be voting members of the Board of Trustees; provided that the Board may appoint other individuals as voting members of a committee if the assistance of others is necessary to carry out the responsibilities of the committee as long as the majority of each committee consists of voting members of the Board.



Section 4.9(a) Chair of the Board as an Ex Officio Member of Standing Committees. The Chair of the Board shall be an ex officio, voting member of all standing committees but shall be counted for quorum purposes only when present.

Section 4.9(b) President of the University as an Ex Officio Member of Two Standing Committees. The President shall be an ex officio, voting member of the Finance and Administration Committee and the Education, Research, and Service Committee but shall be counted for quorum purposes only when present.

Section 4.10 Specific Requirements for Composition of the Executive Committee. The Executive Committee shall be composed of five (5) voting members of the Board, one (1) of whom shall be the Chair of the Board, who shall serve ex officio as Chair of the Executive Committee. In appointing members, the Board shall strive to ensure that the Executive Committee includes alumni from different institutions of the University.

Section 4.11 Specific Requirements for Composition of the Audit and Compliance Committee. 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.

Section 4.11(a) External Member of Audit and Compliance Committee. The Audit and Compliance Committee may include one voting member who is not a member of the Board of Trustees but who satisfies the membership requirements stated in Section 4.11, including the requirement of extensive accounting, auditing, or financial management expertise. An external member may not serve as Chair of the Audit and Compliance Committee.

Section 4.12 Specific Requirements for Composition of the Education, Research, and Service Committee. The Education, Research, and Service Committee shall include the non-voting student member of the Board of Trustees and one (1) full-time faculty member of a University of Tennessee institution, both of whom shall serve as voting members of the committee.

Section 4.12(a) Appointment of a Faculty Member to the Education, Research, and Service Committee. The voting faculty member of the Education, Research, and Service Committee shall be selected and appointed in a manner determined by the Board no later than May 31 of each year (except for the initial appointment); shall



rotate among the institutions of the University in a manner determined by the Board; shall serve a one-year term, beginning July 1 of the year of appointment and ending June 30 of the succeeding year; and must maintain employment with the University in a full-time faculty status throughout the term.

Section 4.13 Appointment of Standing Committees and Committee Chairs. Except as otherwise provided for the student and faculty members of the Education, Research, and Service Committee, the Board of Trustees shall appoint the members and chairs of the standing committees. Initial appointments shall be made at a special meeting of the Board, called pursuant to state law, for a term beginning on the date of appointment and ending June 30 of the second succeeding year. Thereafter, appointments shall be made at the Annual Meeting for a two-year term, beginning July 1 of the year of appointment and ending June 30 of the second succeeding year.

Section 4.13(a) Term Limit for Committee Chairs. No member may serve more than three (3) consecutive terms as chair of the same committee except upon an affirmative roll-call vote of a majority of the total voting membership of the Board.

Section 4.13(b) Filling a Vacancy. If a vacancy occurs in a committee or chair position prior to expiration of the two-year term, the Chair shall appoint a member of the Board to fill the remainder of the term.

Section 4.13(c) Continuation until Successors Appointed. If appointments or reappointments to the Board of Trustees are pending at the end of the two-year term, standing committee and chair appointments shall continue beyond the end of the term. When the pending appointments or reappointments have been made, the Chair is authorized to make interim committee and chair appointments, which shall be subject to confirmation by the Board at its next meeting.

Section 4.13(d) Committee Chair Pro Tem. The Chair is authorized to appoint a chair pro tem of any standing committee when necessary.

ARTICLE V Meetings of Committees

Section 5.1 Required. Standing committees shall meet as often as necessary to carry out their responsibilities but at least once annually. Special committees shall meet as often as necessary to carry out their responsibilities until the purpose for which they were established has been accomplished or until the end of any term established by the Board, whichever occurs first.



Section 5.2 Call of Meetings. A meeting of any standing or special committee may be called by the Chair of the Board, the President, the committee chair, or by the Secretary upon the written request of two members of the committee.

Section 5.3 Location of Meetings. Committee meetings may be held at any location in the State of Tennessee.

Section 5.4 Notice of Meetings. Written notice of all meetings shall be given to all members of the standing committee or special committee. The Secretary shall give notice of meetings of the Executive Committee to all members of the Board. 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. Notice may be delivered by postal mail, courier, electronic mail, or facsimile transmission. If written notice is not feasible, by reason of urgency or other exigent circumstance, notice may be given by telephone. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of any standing or special committee meeting.

Sections 5.5 Meetings Open to the Public. Meetings of standing committees 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.

Section 5.6 Quorum. A majority of the voting members of each standing committee or special committee shall constitute a quorum. In the absence of a quorum, those present may adjourn the meeting until a quorum is present.

Section 5.7 Action of a Committee. The action of a majority of the quorum of voting committee members present at any meeting shall be the action of a committee, except as otherwise provided in these Bylaws, Board policy, or statute.

Section 5.8 Motions and Resolutions. In the interest of clarity, to prevent misunderstanding, and to secure accuracy of record, each motion or resolution (except informal or parliamentary motions) shall be presented in writing at the time the motion or resolution is made, except that the committee chair may grant a member the privilege of reducing a motion to writing and presenting it to the Secretary before adjournment of the meeting.

Section 5.9 Manner of Voting. All votes in a committee meeting shall be by voice vote or public ballot; provided that a roll-call vote shall be taken on any motion if a voting



committee member present at the meeting requests a roll-call vote before a voice vote is taken or demands a roll-call vote before the Chair announces the result of a voice vote.

Section 5.10 Agenda. An agenda shall accompany the notice of every meeting of a standing committee 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 item to be considered at the meeting. Items not set forth on the agenda or in the notice may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the committee.

Section 5.10(a) Consent Agenda of Committees. Standing committee chairs, in consultation with the Secretary, may designate routine and noncontroversial 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: (i) adoption, amendment, repeal, or suspension of the Bylaws in whole or in part; (ii) the annual operating budget, including any student tuition and fee proposals for which Board approval is required; (iii) funding requests for capital outlay and capital maintenance projects; and (iv) revenue or institutionally funded capital projects. 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.

Section 5.10(b) Consent Agenda Procedures. 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. 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. 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.

Section 5.11 Minutes. The Secretary shall be responsible for ensuring that minutes are prepared and maintained for all meetings of 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. The Secretary shall provide minutes of Executive Committee meetings to all members of the Board.

ARTICLE VI

Officers of the University – Appointment and Removal

Section 6.1 Officers of the University. The officers of the University shall be the following: President; Chancellor of a campus or institute; such Executive Vice Presidents, Senior Vice Presidents, and Vice Presidents as the Board may approve from time to time; Chief Financial Officer; General Counsel; Secretary; Treasurer; and Chief Audit and Compliance Officer. From time to time and without prior amendment of these Bylaws, the Board may designate an officer of the University as Chief Operating Officer upon the recommendation of the President.

Section 6.2 Creation of Officer Positions. No position at the level of Vice President or above (regardless of title) that will report directly to the President or another officer of the University shall be created or filled without the approval of the Board.

Section 6.3 Holding Two Offices Concurrently. Upon the President's recommendation and without prior amendment of these Bylaws, the Board may approve an officer of the University, other than the President or a Chancellor, to hold two offices concurrently; provided that the office 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.

Section 6.4 Appointment of the President. The Board of Trustees shall appoint and fix the compensation and other terms of employment of the President.

Section 6.4(a) Appointment of an Interim or Acting President. When a vacancy or notice of an impending vacancy occurs in the office of President, the Board or the Executive Committee shall appoint an interim or acting President.

Section 6.4(b) Process for Appointment of the President. When the Chair of the Board deems it appropriate to proceed to fill a vacancy in the office of President by an external search, the Chair shall recommend to the Board a process and timeline for the search and a statement of qualifications for the position. The search process shall include a search committee composed as the Board determines to be appropriate, upon the recommendation of the Chair, notwithstanding any other provision in these Bylaws. The Chair may present his or her recommendations concerning a presidential search to the Board at either a regular meeting or a special meeting called for that



purpose, and in accordance with Tennessee Code Annotated § 49-7-154(c), the meeting shall be open to the public and subject to the requirements of the Tennessee Open Meetings Act. In accordance with Tennessee Code Annotated § 49-7-154(c), the provisions outlined below in Sections 6.4(c) through 6.4(f) shall apply to the search process.

Section 6.4(c) Recommendation of up to Three (3) Candidates. The search committee may select up to three (3) candidates to be recommended to the Board of Trustees.

Section 6.4(d) Records of Candidate(s) Selected for Recommendation to the Board. No later than fifteen (15) days before the vote of the Board of Trustees to appoint a President, records relating exclusively to the candidate(s) selected for recommendation to the Board shall be open for public inspection, except any record otherwise confidential under state or federal law. Records of all other candidates shall remain confidential and not subject to public inspection.

Section 6.4(e) Public Forum with Candidate(s) Selected for Recommendation to the Board. No later than seven (7) calendar days before a meeting at which the Board will vote to appoint a President, the Board shall hold at least one (1) public forum with the candidate(s).

Section 6.4(f) Open Meeting to Appoint the President. The meeting at which the Board will vote to appoint a President shall be open to the public in compliance with the Tennessee Open Meetings Act.

Section 6.5 Appointment of Chancellors. The Board shall approve, upon the recommendation of the President, the appointment of Chancellors and approve their initial compensation and other terms of employment.

Section 6.5(a) Appointment of an Interim or Acting Chancellor. When a vacancy or notice of an impending vacancy occurs in the office of Chancellor, the President is authorized to appoint an interim or acting Chancellor.

Section 6.5(b) Process for Appointment of Chancellors. When the President deems it appropriate to proceed to fill a vacancy in the office of Chancellor by an external search, the President, in consultation with the Chair of the Board, shall appoint a search committee to advise and assist the President during the search process. The provisions of Tennessee Code Annotated § 49-7-154(a) and (b) shall govern the confidentiality of records or information relating to or arising out of the



search process for a Chancellor. Accordingly, if the search committee finds that certain candidates merit selection as finalists, the committee shall submit to the President an unranked list of no less than three (3) finalists. In the exercise of his or her independent judgment, the President may recommend one or more of the finalists to the Board of Trustees or may decide that the search process should continue.

Section 6.6 Appointment of Other Officers. The Board shall approve, upon the recommendation of the President, the appointment of other officers of the University and approve their initial compensation and other terms of employment; provided that (i) for the Chief Audit and Compliance Officer, the Board's approval shall be on the recommendation of the Audit and Compliance Committee; and (ii) 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 Chair of the Board.

Section 6.6(a) Process for Appointment of the Secretary. When a vacancy or notice of an impending vacancy occurs in the office of Secretary, the Chair of the Board is authorized to appoint an individual to serve in an interim or acting capacity. If the office is to be filled by a person other than the General Counsel, the Chair of the Board shall identify a candidate to be recommended to the Board. The Chair may appoint an advisory committee to advise and assist the Chair, and members of the Board of Trustees may serve on the advisory committee. Appointment of an advisory committee shall not diminish the Chair's ultimate authority and responsibility for recommending a candidate to the Board of Trustees for approval of the appointment and initial compensation and other terms of employment.

Section 6.6(b) Process for Appointment of the Chief Audit and Compliance Officer. When a vacancy or notice of an impending vacancy occurs in the office of Chief Audit and Compliance Officer, the Chair of the Audit and Compliance Committee is authorized to appoint an individual to serve in an interim or acting capacity. When the Committee Chair deems it appropriate to proceed to fill the vacancy, the Committee Chair shall identify and recommend to the Committee a candidate for the position. The Committee Chair may appoint an advisory committee to advise and assist the Committee Chair, and members of the Board of Trustees may serve on the advisory committee. Appointment of an advisory committee shall not diminish the Committee Chair's ultimate authority and responsibility for recommending a candidate to the Audit and Compliance Committee. If the Committee concurs with the recommendation of the Committee Chair, the Committee shall recommend the candidate to the Board of Trustees for approval of the appointment and initial compensation and other terms of employment.



Section 6.6(c) Process for Appointment of Other Officers. When a vacancy or notice of an impending vacancy occurs in an officer position other than Chancellor, Chief Audit and Compliance Officer, or Secretary, the President may appoint an individual to serve in an interim or acting capacity. When the President deems it appropriate to proceed to fill the vacancy, the President shall identify a candidate to be recommended to the Board. The President may appoint an advisory committee to advise and assist the President, 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.

Section 6.7 Removal of Officers. The President serves at the pleasure of the Board, which has power to remove the President at any time, subject to the terms of any written employment agreement approved by the Board. The Chancellors and other officers of the University report directly and solely to the President and serve at the pleasure of the President with the following exceptions:

- (1) The Vice President for Development and Alumni Affairs and Programs reports jointly to the President and the Board of Directors of The University of Tennessee Foundation, Inc., but serves at the pleasure of the President;
- (2) The Chief Audit and Compliance Officer reports to the Audit and Compliance Committee with respect to all audit activities and findings and serves at the pleasure of the Board but reports administratively to the Chief Financial Officer;
- (3) If the office of Treasurer is held by an individual other than the Chief Financial Officer, the Treasurer reports directly to and serves at the pleasure of the Chief Financial Officer;
- (4) If the office of Secretary is held by an individual other than the General Counsel, the Secretary reports directly to the Chair of the Board and serves at the pleasure of the Board; and
- (5) From time to time, the President may assign one or more Vice Presidents to report directly to and serve at the pleasure of another officer of the University.

The President has authority to remove a Chancellor or other officer at any time without the approval of the Board with the following exceptions:

- (1) The Board alone has authority 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 roll-call vote if not recommended by the President;
- (2) The Board alone has authority to remove, reassign, or demote the Chief Audit and Compliance Officer, which shall require a simple majority vote if recommended



by the Audit and Compliance Committee and a two-thirds roll-call vote if not recommended by the Committee;

- (3) If the office of Treasurer is held by an individual other than the Chief Financial Officer, the Chief Financial Officer has authority to remove the Treasurer at any time after consultation with the President and the Chair of the Board;
- (4) If the office of Secretary is held by an individual other than the General Counsel, the Board alone has authority to remove the Secretary, which shall require a simple majority vote if recommended by the Chair of the Board and a two-thirds roll-call vote if not recommended by the Chair of the Board; and
- (5) If the President has assigned a Vice President to report directly to another officer of the University, that officer has authority to remove the Vice President at any time after consultation with the President.

Section 6.8 Change in Compensation and Other Terms of Employment of Chancellors and Other Officers of the University. Prior to making a change in the Board-approved compensation or other terms of employment of a Chancellor or other officer of the University, the President shall inform and seek the advice of the Chair of the Board and, if applicable, the chair of a committee staffed by the officer and provide comparative data for Board-approved peer institutions and a schedule of the current compensation and other terms of employment of all officers. No later than August 31 of each year, the President shall provide to the entire Board of Trustees a written report of the compensation and other terms of employment of all officers for the current fiscal year.

Section 6.9 Employment of Former Officers. When an officer of the University retires or otherwise leaves office, the title, compensation, and other terms and conditions of any further employment by the University shall be presented to the Board or the Executive Committee for approval before any further employment can begin. If the officer holds tenure in an academic department and leaves office to assume full-time faculty duties, the Board of Trustees shall set the faculty salary in accordance with the provisions of the Board Policy on Setting Faculty Salaries upon Conclusion of Administrative Appointments.

ARTICLE VII Officers of the University – Duties

Section 7.1 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 and for



promoting the general welfare and development of the system in its several parts and as a whole. The President is the principal spokesperson for the University. The President shall perform the other duties prescribed elsewhere in these Bylaws and those prescribed in statute, Board or University policies, a position description approved by the Board, and otherwise prescribed by the Board or a committee of the Board from time to time.

Section 7.1(a) Delegation by the President. The President may delegate responsibilities 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 other officers of the University.

Section 7.1(b) Temporary Assumption of President's Duties. If the President is unexpectedly absent or otherwise unable to perform the duties of the office for any reason, the Chair of the Board shall designate another officer of the University to assume the duties on a temporary basis.

Section 7.2 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 duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the President, and those prescribed by the Board or a committee of the Board from time to time.

Section 7.3 Duties of the Secretary. Unless the office of Secretary is held concurrently by the General Counsel, the Secretary shall act under the supervision of the Chair of the Board and may hold the additional titles of Chief of Staff, Special Counsel, or both. The Secretary shall perform the following duties in addition to those prescribed elsewhere in these Bylaws:

- (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 granted by the University; and
- (3) Other duties prescribed in Board or University policies, in a formal position description approved by the Board, or otherwise prescribed by the Board, the Chair, or a committee of the Board from time to time.



Section 7.3(a) Assistants to the Secretary. With approval of the Chair, the Secretary may appoint one or more persons to the position of Deputy, Associate, or Assistant Secretary to assist in performing the duties of the office. In the absence of the Secretary and any Deputy, Associate, or Assistant Secretary from any meeting of the Board or of the Executive Committee, the Board or the Executive Committee may appoint a Secretary Pro Tem, who shall be charged with the duty of taking the minutes of the meeting and sending a copy to all members of the Board.

Section 7.4 Duties of the Chief Audit and Compliance Officer. The Chief Audit and Compliance Officer shall act under the direction of the Chair of the Audit and Compliance Committee and shall have direct and unrestricted access to other members of the Committee and the Chair of the Board. The Chief Audit and Compliance Officer shall have the following duties:

- (1) Develop and execute a comprehensive audit plan to be conducted in accordance with applicable professional auditing standards;
- (2) 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 shall 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;
- (3) Send a copy of each internal audit report and follow-up review, upon its completion, to the Audit and Compliance Committee;
- (4) 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; and
- (5) Other duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the Board, or otherwise prescribed by the Board, the Chair of the Audit and Compliance Committee, or a committee of the Board from time to time.

Section 7.5 Duties of Other Officers of the University. Other officers of the University shall perform the duties prescribed elsewhere in these Bylaws, in Board or University policies, in a formal position description approved by the President, and other duties prescribed by the Board or a committee of the Board from time to time.

Section 7.6 Authority of Certain Officers to Sign Legal Instruments. Subject to compliance with applicable Board or University policies requiring prior review of legal instruments by the General Counsel (or designee) and the Chief Financial Officer (or designee), the following officers of the University shall have authority to sign contracts,



agreements, bonds, mortgages, notes, deeds, leases, or any other instrument of legal obligation in connection with the operation of the business of the University: President, Chief Financial Officer, Treasurer, and Secretary. The Secretary and any Deputy, Associate, or Assistant Secretary shall have authority to attest and place the University's Seal on all such legal instruments.

Section 7.6(a) Delegation of Authority to Sign Certain Legal Instruments. University fiscal policies and procedures issued from time to time may delegate to Chancellors or other campus or system administrative personnel the authority to sign certain other legal instruments that do not warrant prior review by the General Counsel (or designee) or Chief Financial Officer (or designee).

Section 7.6(b) Requirement to File Copies in the Office of the Treasurer. A copy of every instrument of legal obligation executed on behalf of the University under the delegation authorized by Section 7.6(a), except purchase orders, shall be filed in the official files of the University in the Office of the Treasurer.

Section 7.7 Authority of the General Counsel to Employ Attorneys and Retain Outside Counsel. The General Counsel is the chief legal officer for The University of Tennessee and all its constituent parts. The General Counsel and attorneys working under the General Counsel's supervision are responsible for all legal matters affecting the University, including representation of the University and University officials in legal actions. In consultation with the President and the Chief Financial Officer, the General Counsel is authorized to retain outside counsel to represent the University in legal actions or otherwise assist in carrying out the responsibilities of the General Counsel. No other officer or employee is authorized to employ attorneys or retain outside counsel to handle legal matters for any campus, institute, or other unit of the University.

Section 7.8 Requirement of Bond by the Treasurer. As the official custodian of all funds coming into the University, the Treasurer is responsible for the proper handling of all funds in accordance with applicable state law and Board or University policies. The Treasurer shall give bond in the amount and form as may be required by state law from time to time.

ARTICLE VIII

Participation in Meetings by Electronic or Telephonic Means

Section 8.1 Statutory Requirements for Participation in a Meeting by Electronic or Telephonic Means. The Chair of the Board or the chair of a committee, after consultation with the Secretary, may allow any or all members to participate in a meeting by any



means of electronic or telephonic communication, subject to the following requirements of the Tennessee Open Meetings Act:

- (1) The meeting must be audible to the public at the location specified in the notice of the meeting.
- (2) All members must be able to hear and speak to each other during the meeting.
- (3) Any member participating by telephonic or electronic means must identify the persons present at the location from which the member is participating.
- (4) Before the meeting, any member who will not be physically present at the meeting location shall be provided with documents to be discussed at the meeting with substantially the same content as the documents presented at the meeting.
- (5) All votes shall be taken by roll call.

ARTICLE IX Parliamentary Authority

Section 9.1 Governing Rules. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern meetings of Board of Trustees and committees of the Board to the extent applicable and consistent with these Bylaws and any special rules of order, standing rules, or policies adopted by the Board.

ARTICLE X Adoption, Amendment, and Repeal of Bylaws

Section 10.1 Vote Required and Effect of Adoption. These Bylaws shall be effective upon adoption by an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board of Trustees. These Bylaws supersede and replace any Bylaws adopted by the Board of Trustees as constituted prior to July 1, 2018. These Bylaws also supersede and replace any rules or policies adopted by the Board of Trustees as it was constituted prior to July 1, 2018 to the extent such rules or policies are inconsistent with these Bylaws.

Section 10.2 Amendment or Repeal of Bylaws. The Board of Trustees may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing Bylaws at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board; provided that a copy of the amendments or new Bylaws to be offered or notation of the Bylaws to be repealed shall be furnished to each Board member in writing at least seven (7) days in advance of the meeting.



ARTICLE XI

Suspension of Bylaws

Section 11.1 Vote Required for Suspension of Bylaws. The Board of Trustees may suspend these Bylaws, or any of them, temporarily at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total voting membership of the Board.



**BYLAWS
OF
THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES**

APPENDIX A

The following is a non-exclusive list of powers and responsibilities of the Board of Trustees as expressly granted by statute or implied as necessary, proper, or convenient for the accomplishment of the mission of the University and the responsibilities of the Board.

1. Adoption of bylaws, rules, and regulations for the governance of the University and the promotion of education in the University as the Board deems expedient or necessary; provided that the bylaws, rules, and regulations shall not be inconsistent with the constitution and laws of the United States or the State of Tennessee.
2. Exercise of full authority and control over all University funds, whether appropriated from state revenues or institutional revenues, except authority to reallocate funds appropriated for a specific purpose or funds appropriated pursuant to the outcomes-based funding formula.
3. Taking all actions necessary and appropriate to ensure the financial stability and solvency of the University.
4. Evaluating administrative operations and academic programs periodically to identify efficiencies to be achieved through streamlining, consolidation, reallocation, or other measures.
5. Approval of student tuition and fees for which Board approval is required by Board policy and any proposal for waiver or discount of student tuition and fees unless mandated by state law.
6. Evaluating student financial aid in relation to the cost of attendance and approving any necessary policies to improve the availability of financial aid that are in the best interest of students, the University, and the state.
7. Approval of the annual operating budget and thereby confirming the salaries of all University employees.



8. Approval of proposed capital outlay and capital maintenance budgets prior to their submission to other state agencies and officials.
9. Approval of construction of buildings and other capital improvements to be funded by revenues or other institutional funds not specifically appropriated for capital outlay; provided that the Board may authorize the President to approve additional projects identified during the fiscal year.
10. With the prior approval of the Tennessee State School Bond Authority, authority to borrow money for the purpose of erecting buildings, purchasing real estate, or cooperating with agencies of the United States and to issue evidences of indebtedness for those purposes.
11. Approval of a facilities master plan for each campus and institute.
12. Approval of 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.
13. Approval of the sale or other disposal of real property owned by the University.
14. Approval of a mission statement for the system and each campus and institute.
15. Approval of strategic plans for the system and each campus and institute.
16. Approval of the scope of the educational opportunities to be offered by the University, including approval of new academic programs and, if required by the Tennessee Higher Education Commission, approval of the modification of existing programs; provided that the planning and development of curricula shall be the function of the faculties.
17. Approval of the termination of academic programs when termination of tenured or tenure-track faculty members is involved.
18. Approval of the establishment of a new campus, institute, college, or school.
19. Approval of general admission, retention, and graduation requirements for each campus.



20. Approval of rules and regulations defining residency of students for the purpose of determining whether out-of-state tuition will be charged, subject to applicable statutory requirements.
21. Approval of policies and procedures, including campus handbook provisions, governing (1) academic freedom; (2) appointment, retention, promotion, tenure, evaluation, and termination of faculty members; (3) faculty workload; (4) intellectual property rights; and (5) compensated outside services by faculty members.
22. Granting tenure, upon the President's positive recommendation, to (1) an officer of the University (as defined in Article VI of the Bylaws) who simultaneously holds a faculty appointment; (2) a faculty member who is to be granted tenure upon initial appointment without serving a probationary period at a University campus; and (3) a faculty member to be granted tenure after serving less than a six-year probationary period at a University campus.
23. Approval of the conferral of the degrees by the President and Chancellors upon certification by the appropriate University offices that a student has satisfied all degree requirements and all obligations to the University.
24. Granting honorary degrees in accordance with the Board Policy on Honorary Degrees.
25. Approval of policies governing student conduct and disciplinary actions.
26. Approval of a voluntary retirement incentive plan for a campus or institute or for a particular unit within a campus or institute.
27. Approval of the naming of buildings and other assets of the University, including colleges, schools, and programs, except as may be delegated to the administration from time to time by Board policy.
28. Approval of the creation of legal entities that will bear the University's name and the governance structure of such entities.
29. Overseeing and monitoring the operation of the intercollegiate athletics programs, including proposed actions reasonably anticipated to have a long-term impact on



the operations, reputation, and standing of the intercollegiate athletics programs or the University.

30. Monitoring nonacademic programs, other than athletics, including programs related to diversity, and monitoring compliance of nonacademic programs with federal and state laws, rules, and regulations.
31. Establishing a process through which each advisory board created pursuant to Tennessee Code Annotated § 49-9-501 must provide a recommendation to the President on the proposed operating budget, including tuition and fees, as it relates to the respective institution prior to the adoption of the annual operating budget by the Board, beginning with any operating budget adopted after January 1, 2019.
32. Establishing a process through which each advisory board created pursuant to Tennessee Code Annotated § 49-9-501 must provide a recommendation to the President on the proposed strategic plan for the respective institution prior to the approval of the strategic plan by the Board, beginning with any strategic plan approved or adopted after January 1, 2019.