

Bylaws of East Tennessee State University

Adopted March 24, 2017

Article I

SECTION 1.

Full Authority Vested in Board of Trustees

The Board of Trustees ("Board"), which is the governing body of East Tennessee State University, has the powers set forth in T.C.A. § 49-8-203 et seq. Consistent with state law, the Board shall have full and complete control over its organization and administration, also over its constituent parts and its financial affairs. All Trustees (except the non-voting student trustee) shall have a vote on matters coming before the Board, or before any committee thereof of which they are members.

- A. The East Tennessee State University ("University") is a public university established by the laws of the State of Tennessee. The University is governed by its local governing Board as established by T.C.A. § 49-8-101.
- B. The Board of the University is vested with the power and authority to govern the University and to exercise all powers and authority as set forth in T.C.A. § 49-8-101 et seq. and the laws of the State of Tennessee.

SECTION 2.

Responsibilities of the Board

The Board is committed to the welfare, safety, and conduct of the students, faculty, and staff at all campuses and facilities of East Tennessee State University and is dedicated to the maintenance of an environment which preserves conditions conducive to the normal education processes and to the welfare and safety of all.

The Board shall:

- A. Establish policies controlling the scope of the educational opportunities to be offered by the University and also policies determining its operation; however, the planning and development of curricula shall be the function of the faculty;
- B. Have full authority to determine and to control the activities and policies of all organizations and activities that bear, or that may be carried under, the name of the University;
- C. Review and approve the mission of the University;
- D. Direct any matters of administration of executive action exclusively through the President of the University;

- E. Control the election and removal of the chief executive officer (“President”) of the University and the fixing of his/her compensation. The Board shall also approve the compensation of the faculty and of all other employees the Board may deem necessary for the proper operation and management of the University;
- F. Grant tenure and/or promotion to eligible members of the faculty upon the positive recommendation of the President;
- G. Prescribe admission, progression, and retention requirements for the University and particular programs of instruction;
- H. Approve the academic calendar;
- I. Approve guidelines governing the administration’s submission of a proposed annual operating budget and appropriations request to state agencies and officials;
- J. Approve the University’s proposed capital outlay budgets and requests for capital outlay appropriations prior to their submission to other state agencies and officials;
- K. Approve the final operating and capital outlay budgets for the next fiscal year after the General Assembly has enacted annual appropriations for the University;
- L. Carry out all further powers set forth in Tennessee Code Annotated § 49-8-203; and
- M. Delegate and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law. Such delegations shall be in writing.

SECTION 3.

Membership.

Members

- A. The composition of the membership of the Board, the terms of office, and the conditions of membership are as provided in T.C.A. § 49-8-201 et seq., as amended, and are incorporated by reference into these bylaws as if fully set forth herein, including all future amendments thereto.
- B. Any vacancy occurring by death, resignation, or by reason of expiration of a Trustee’s term shall be filled as outlined in T.C.A. § 49-8-201(f)(5).
- C. Except as limited by conflicts of interest and or ethical considerations, individual Trustees of the Board enjoy equally with all other Trustees:
 - a. the right to vote (with the exception of the non-voting student Trustee),
 - b. the right to participate fully in all considerations before the Board,
 - c. the right to enter motions and to submit recommendations, and

- d. all rights and privileges afforded the Board by law and regulation when sitting in deliberative session.
- D. As individuals, Trustees shall not speak for the Board unless so specifically authorized by the Board.
- E. Each Trustee shall endeavor to keep informed as to the work of the University and its campuses, colleges, schools, departments and activities, both educational and business.
- F. Trustees shall not use the authority, title, prestige, or other attribute of the office for personal benefit or gain for themselves or for any relative including consideration, treatment, or favor for any person beyond that which is generally available. Trustees are specifically prohibited by law from procuring, or being a party in any way to procuring, the appointment of a relative to a position of trust or profit connected with the University. Trustees are prohibited from knowingly accepting any gift, favor, or gratuity from any person or entity, including another Trustee that might affect or have the appearance of affecting a Trustee's judgment in the impartial performance of the duties of the office (T.C.A. § 49-9-207).
- G. As provided for Board policy, if a contested case hearing results in a finding that an appointed Trustee materially violated the Code of Ethics, the Board may remove the Trustee from the Board by a two-thirds vote of the Board at a regular or called meeting. Upon removal, the position shall be considered vacant, and the vacancy shall be filled as provided by law (T.C.A. § 49-8-204).

SECTION 4.

Officers of the Board

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

- A. Consistent with T.C.A. § 49-8-201(f)(8), the Chair and Vice Chair shall be Trustees of the Board and shall be elected by the Board to serve for two years, beginning July 1 of the year elected. In the event of a vacancy before expiration of the term, a successor shall be elected to fill the unexpired term at the next meeting of the Board following creation of the vacancy. The Chair shall not be eligible to succeed himself or herself after serving a two-year term except upon the affirmative three-fourths (3/4) vote of the entire Board.
- B. The Chair shall preside when present at meetings of the Board and shall perform the duties as prescribed by the Board and these bylaws.
- C. In the absence of the Chair, the Vice Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair.
- D. In the absence of the Chair and the Vice Chair, the Chair shall designate an acting Chair to preside.

- E. The Chair and the Vice Chair serve at the pleasure of the Board. Either may be removed from office by a three-fourths (3/4) vote of the entire Board.
- F. The President of the University may not serve as a presiding officer of the Board.

SECTION 5.

Board Secretary

The President shall name the Secretary of the corporate legal entity known as East Tennessee State University and appoint staff to support the function of the Secretary and the Board.

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

- A. Assist the President and the Chair in preparing an agenda for each meeting of the Board and of the Executive Committee, in accordance with the provisions of Article II, Section 7;
- B. Record all calls for meetings of the Board and of the Executive Committee, and notify all Trustees of all meetings of the Board and of the Executive Committee in accordance with the provisions of Article II, Sections 5 and 6;
- C. Attend all meetings of the Board and of the Executive Committee, take and preserve the minutes of those meetings, and send a copy of the minutes to all Trustees;
- D. Advise the Board on parliamentary rules;
- E. Notify the members all special committees created by the Board of their appointment as well as all other board members;
- F. Maintain a current set of the Bylaws of the University and a record of all Bylaw amendments;
- G. Maintain a record of the dates of Trustee appointments and the dates of the expiration of their terms of office;
- H. Maintain a copy of any written report made by the committees of the Board;
- I. Maintain all records pertaining to the business of the Board, except as otherwise provided;
- J. Assist the President in seeing that all orders and resolutions of the Board and of the Executive Committee are made effective; and
- K. Perform such other duties as may be directed by the Board, the Chair, the Vice Chair, the Executive Committee, or the President; and assist the Board, its officers, and committees in discharging their duties. 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 Committee, the Board or the Executive 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:

- A. 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.
 - B. Countersign, by facsimile signature, all diplomas and certificates granted by the University.
- The Secretary shall also perform such specific duties as may be prescribed or assigned from time to time by the President, the Board, or any standing or special committee of the Board.

Article II

SECTION 1.

Four Regular Meetings Annually

The Board shall hold at least four (4) regular meetings annually. Meetings may be held at any location in Tennessee.

SECTION 2.

Special Meetings

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 Trustees.

SECTION 3.

Quorum

Five (5) members of the Board shall constitute a quorum. The action of a majority of Trustees voting at any meeting shall be the action of the Board, except as may be otherwise provided by these Bylaws.

SECTION 4.

Adjournment

The Board may adjourn any regular or special meeting to any date that it may set for such adjournment. Any regular or special meeting of the Board, if a quorum is not present, may be adjourned by the members attending until a quorum shall be present. If the meeting agenda does not

include items for action or on which a vote may be taken, the meeting may continue even without a sufficient quorum for voting.

SECTION 5.

Notice of Regular Meetings

At least five (5) days' written notice of the regular meetings of the Board shall be sent by the Secretary to all Trustees. Notice of regular meetings shall be promulgated in accordance with the Tennessee Open Meetings Act (T.C.A. § 8-44-101 et seq.).

SECTION 6.

Notice of Special Meetings

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

SECTION 7.

Agenda

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

Notwithstanding any provision in these Bylaws to the contrary, after consulting with the appropriate committee chair and the President, the 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 Chair shall relinquish the chair of the meeting to the appropriate committee chair for the duration of the Board's deliberation and action on the designated item(s).

SECTION 8.

Consent Agenda

The Chair of the Board, in consultation with the President, the Secretary, or committee chair, as appropriate, may designate items to be approved, or received for information, by unanimous consent of the Board. Only items that are routine in nature or noncontroversial shall be designated for

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

Items designated for unanimous consent shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion. Full information about each item on the consent agenda shall be provided to the Board in advance of the meeting. Any Trustee 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 (or the applicable senior Trustee in their absence) 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.

SECTION 9.

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 (T.C.A. § 8-44-101 et seq.).

Article III

SECTION 1.

A. Standing Committees

The standing committees of the Board shall be the Academic and Student Affairs Committee, Audit Committee, Finance and Administration Committee, and Executive Committee.

B. Special Committees

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.

C. Required Meetings of Standing Committees

The Executive Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at least four times annually.

D. Call

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

E. Notice

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

F. Agenda

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

G. Consent Agenda

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

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

H. Quorum

A majority of the Trustees of each standing or special committee shall constitute a quorum. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

I. Open Meetings

Meetings of standing committees, and meetings of special committees authorized to make decisions for or recommendations to the Board, shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act (T.C.A. § 8-44-101 et seq.).

J. Minutes

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

SECTION 2.

Composition of Standing Committees

- A. Except as otherwise provided in these Bylaws, the voting members of the standing committees shall be members of the Board appointed by the Board upon the recommendation of the Chair of the Board. Each standing committee shall be composed of no less than two members of the Board.
- B. Committee appointments shall be made for a two-year term. The chair of each standing committee shall be designated by the Board for a two-year term upon the recommendation of the Chair. For good cause, such as the need to ensure continuity in Board leadership during a period of transition in Board membership or in the offices of Governor or President, the Board, on the recommendation of the Chair, may extend the term of committee and committee chair appointments for up to one year beyond the two- year term. Competencies and professional or business expertise of members and previous Board and committee experience of Trustees, together with any special qualifications

required by these bylaws for certain committees, will be considered in committee and chair appointments. If a vacancy occurs in a committee or chair position prior to expiration of the two-year term, the Board shall appoint a Trustee to fill the remainder of the term, upon the recommendation of the Chair.

- C. The Chair of the Board shall be an ex officio, voting member of all standing committees and, except for the Audit Committee, shall be counted for quorum purposes.

SECTION 3.

Executive Committee

- A. The Executive Committee shall be composed of the Board Chair, Vice Chair, and Chair of the Academic and Student Affairs Committee.
- B. The Executive Committee shall have power to approve the condemnation or purchase of properties when necessary between meetings of the Board; to approve conveyance of the University's interest in real property by sales in fee, easements, or rights of way when necessary between meetings of the Board; and to approve the acquisition of any interest in real property, including acquisition by gift or devise if the acquisition obligates the University or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures, when necessary between meetings of the Board.
- C. The committee shall have power to act for the Board, in harmony with the general policies of the Board, to approve any other matter on which action is required before the next meeting of the Board. Before undertaking to act for the Board on such a matter, the committee must make a determination of necessity, and the facts and circumstances on which the determination is based must be reflected in the minutes of the meeting.
- D. The committee shall recommend to the Board the initial compensation of the President. The committee shall review the President's compensation annually, taking into consideration the results of the President's annual performance review, and may recommend to the Board adjustments in the President's compensation.
- E. The committee shall recommend to the Board the University's compensation plan and any benefit programs requiring Board approval.
- F. The Executive Committee shall also have the following responsibilities:
 - 1. Periodically review the Bylaws and recommend needed amendments;

2. Recommend to the Board an effective committee structure and ensure each standing committee develops a charter for approval by the Board;
3. Develop a set of personal qualifications and core competencies for membership on the Board for approval by the Board and recommendation to each sitting Governor;
4. Monitor, oversee, and review compliance with the Code of Ethics for Trustees;
5. Develop an effective orientation and continuing education process for the Board;
6. Develop and implement a process for evaluating the effectiveness of Board and committee meetings;
7. Develop a self-evaluation process for the Board and for individual Trustees to be conducted periodically at the committee's discretion, but not less often than every three years.

SECTION 4.

Finance and Administration Committee

The Finance and Administration Committee shall:

- A. Formulate policies and recommend their adoption by the Board in all matters relating to finance, business, and administration, including the investment of University funds;
- B. Approve and recommend to the Board guidelines governing the administration's submission of a proposed annual operating budget and appropriations request to state agencies and officials;
- C. Approve and recommend to the Board the University's proposed capital outlay budgets and requests for capital outlay appropriations prior to their submission to other state agencies and officials;
- D. Approve and recommend to the Board the final operating and capital outlay budgets for the next fiscal year after the General Assembly has enacted annual appropriations for the University;
- E. Approve and recommend tuition and fee rates for adoption by the Board;
- F. Approve and recommend to the Board the construction of specific buildings and other capital improvements;
- G. Approve and recommend to the Board the facilities master plan;
- H. Approve and recommend to the Board or to the Executive Committee the acquisition of any interest in real property, including acquisition by gift or devise if the acquisition obligates the University or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures;
- I. Approve and recommend to the Board or to the Executive Committee conveyance of the University's interest in real property by sale in fee, easement or right-of-way; provided, however,

that in the case of an interest acquired by gift or devise, the President, upon recommendation of the appropriate vice president, shall have authority to approve the sale at or above the appraised value. All sales of real property acquired by gift or devise shall be reported annually to the Finance and Administration Committee, which in turn shall report the sales to the Board;

- J. Oversee all matters involving ordinary repairs, changes, adjustments and improvements for the purpose of putting and keeping in good condition the buildings, grounds and equipment of the University, wherever located, for their efficient use are committed to the University administration, subject to compliance with all applicable state laws and University policies;
- K. Approve and recommend to the Board any personnel policy matter requiring Board approval;
- L. Approve and recommend to the Board University rules required to be promulgated under the Tennessee Uniform Administrative Procedures Act, except rules governing student conduct, rights, and responsibilities, which shall be approved and recommended by the Academic Affairs and Student Success Committee;
- M. Recommend to the Board any necessary policies related to private gifts; and
- N. Recommend to the Board the naming of University buildings.

SECTION 5.

Academic and Student Affairs Committee

The purpose of the Academic and Student Affairs Committee is to assist the Board in fulfilling its oversight responsibilities for the following activities:

- A. Approval of strategic and long-range academic plans;
- B. Approval of proposals concerning the development of new academic programs and the significant revision of existing programs relating to instruction, research, and service;
- C. Establishment of new academic organizations, such as major campuses, institutes, colleges or schools, and academic departments;
- D. Evaluation of existing academic programs and their administrative structures;
- E. Termination of programs and structures that no longer are needed;
- F. Approval of admission, progression, retention, and graduation standards;
- G. the University's policy on Academic Freedom, Responsibility, and Tenure; campus implementing procedures; and any other faculty personnel policy requiring Board approval;
- H. Approval of proposals and any necessary policies concerning information technology;
- I. Approval of proposals and any necessary policies concerning use of academic services including libraries and computer labs.

- J. Approval of university rules concerning student conduct, rights, and responsibilities required to be promulgated under the Tennessee Uniform Administrative Procedures Act;
- K. Approval of proposals and any necessary policies related to the nonacademic aspects of student life, including student services and student conduct;
- L. Approval of proposals and any necessary policies related to campus enrollment and facilities capacity;
- M. Approval of policies relating to intercollegiate athletics competition for the University, consistent with rules and guidelines issued by the National Collegiate Athletics Association (NCAA);
- N. Verification that the Intercollegiate Athletics program reflects and supports the University's academic values and mission.

SECTION 6.

Audit Committee

- A. All members of the Audit Committee shall be financially literate, meaning they shall be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Audit Committee shall have extensive accounting, auditing, or financial management expertise. The Vice Chair of the Board shall serve as an ex officio member of the Audit Committee but shall not be counted for quorum purposes.
- B. Notwithstanding any provision in this subsection to the contrary, the Audit Committee may be composed of one external member and two or more Trustees who satisfy the membership requirements established in Article III, Section 6 of these Bylaws. An external member must have extensive accounting, auditing, or financial management expertise. An external member may not serve as Chair of the Audit Committee.
- C. The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities for:
 - 1. The integrity of the University's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance.
 - 2. Review of the University's external audit by the Division of State Audit for the State of Tennessee; and
 - 3. Oversight and direction of the internal auditing function and any external auditors whom the committee may employ.
- D. The Audit Committee shall have the power and responsibility to:
 - 1. Conduct or authorize any investigation appropriate to fulfilling its purpose;

2. Seek any information it requires from University officials and employees—all of whom are required to cooperate with the Audit Committee's requests—or external parties;
3. Have direct access to University officials, State auditors, internal auditors, any external auditors, legal counsel, or others as necessary;
4. Delegate authority to subcommittees, provided that decisions made under such delegation are presented to the full committee at its next scheduled meeting;
5. Review and approve the appointment, reassignment, demotion, or dismissal of the chief internal auditor;
6. Ensure that the Chief Internal Auditor has direct and unrestricted access to all members of the Audit Committee;
7. Ensure that the Chief Internal Auditor's administrative reporting relationship fosters independence, and ensure that adequate resources in terms of staff and budget are provided to enable the internal audit department to perform its responsibilities effectively;
8. Receive and review audit reports and other work prepared by the internal audit department;
9. Establish procedures to allow information about questionable financial practices to be submitted anonymously by University employees; and establish procedures for handling anonymous submissions;
10. Provide an open avenue of communication among the State auditors, the internal audit department, senior management, and the Board;
11. Other powers and responsibilities as the Board may prescribe.

Article IV

SECTION 1.

Election of the President.

With the notice of an impending vacancy of the office of President, the Board or the Executive Committee shall appoint an interim President. In the event of a vacancy, or notice of an impending vacancy, in the office of the President, the Chair, or in the Chair's absence the Vice Chair, shall recommend to the Board the appointment of a search committee composed of appointed Trustees. The search committee shall take appropriate action to prepare and submit for consideration of the Board a panel of nominees for the position of President. The search committee may adopt such rules and procedures as it deems necessary in performing its duties and shall comply with all applicable legal requirements.

SECTION 2.

Duties of the President

- A. The President is the chief executive officer of East Tennessee State University and exercises complete executive authority over all component parts of the University, subject to the direction and control of the Board. The president has ultimate responsibility for leading the University academically, administratively, and financially. The President is the principal spokesperson for the University.
- B. The President is responsible for:
 - a. Promotion of the general welfare and development of the University in its parts and as a whole. The President decides all questions of jurisdiction not otherwise defined among the parts of the University;
 - b. Presentation of policies, recommendations, and other matters to the Board, the Governor, the General Assembly, and other state and federal offices;
 - c. Prompt and effective execution of all laws relating to the University and of all resolutions policies, rules, and regulations adopted by the Board;
 - d. 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.
 - e. Ultimate control over the budgets of all parts of the University and must approve all major budgetary revisions;
 - f. Development and execution of fundraising and alumni programs for the University;
 - g. General oversight of the University's intercollegiate athletics programs.
- C. The President performs such other duties as may be delegated to that office by the Board or by any standing or special committee of the Board.
- D. 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 vice presidents and other university officers powers and duties to supervise and administer academic and budgetary units reporting to them, under the general direction and control of the President. These delegations do not abnegate the President's ultimate responsibility as chief executive officer of the University.

SECTION 3.

Evaluation of the President.

The Chair of the Board is responsible for organizing and conducting an annual performance review of the President. The Board in assessing the President's performance may solicit the views of other leaders within and outside the University. Every third or fourth year, or earlier as the Board in its sole discretion may determine, the Chair shall conduct a comprehensive review of the President's performance with the assistance of at least one external advisor.

SECTION 4.

Execution of Legal Instruments

Subject to compliance with any applicable policies concerning legal and fiscal review, the President and designees according to university policy shall have the power and authority to sign documents, instruments, contracts, bonds, notes, or other papers in connection with the operation 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.

SECTION 5.

General Welfare

The Board vests in the President and the respective staff the authority to prescribe and enforce policies, rules and regulations concerning rights, responsibilities, conduct and discipline of faculty, staff, and students of the University. The President and staff are authorized to take any lawful action necessary to assure the protection of life and property at the several campuses and facilities.

Article V

SECTION 1.

Parliamentary Rules

General parliamentary rules shall be observed in conducting the business of the Board except as they may be modified by rules and regulations adopted by the Board.

SECTION 2.

Record Vote

A record vote of the Board shall be required on all motions providing for any revision of the bylaws, the adoption of a new bylaw or the repeal of an existing bylaw. On any other motion, a record vote shall be taken if required by law or if a Trustee present demands a record vote before the announcement of a vote otherwise taken.

SECTION 3.

Order of Business

At all meetings of the Board, the order of business shall be prescribed by the Chair and the President, with the assistance of the Secretary.

SECTION 4.

Appeals to the President

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 outlined in university policies.

Article VI

SECTION 1.

Bylaws Effective Upon Adoption

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

SECTION 2.

Amendment of Bylaws

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, or at a special meeting called for that purpose, by a majority vote of record of the entire membership of the Board as constituted by law at the time, provided that a copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished each Trustee in writing at least five (5) days in advance of the meeting.

3-24-2017 Adopted by the Board of Trustees.