

**THE UNIVERSITY OF MEMPHIS
BYLAWS**

ARTICLE I – ORGANIZATION

- I. Authority
 - a. The University of Memphis (“University”) is a public university established by the laws of the State of Tennessee. The University is governed by its local governing Board of Trustees (“Board”) as established by T.C.A. § 49-8-101.
 - b. The Board of Trustees 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.
- II. Responsibility of Board
 - a. The Board shall be responsible for the management and governance of the University, as allowed by and subject to limitations imposed by applicable federal and state law and certain powers and duties maintained by the Tennessee Higher Education Commission.
- III. Membership
 - a. The membership of the Board shall consist of ten (10) members of which nine (9) members shall be voting members and one (1) member shall be a nonvoting member.
 - b. Of the nine (9) voting members, at least six (6) members shall be residents of the state of Tennessee.
 - c. Eight (8) of the voting Board members will be appointed by the Governor of the State of Tennessee with at least three (3) being alumni of the University.
 - d. A University faculty member shall serve as one (1) voting Board member to be selected by the University Faculty Senate.
 - e. The nonvoting member shall be a student representative to be appointed by the Board. The initial terms of the members appointed by the Governor to the Board shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the initial terms of the initial board members expire, successors shall be appointed for six-year terms. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the nonvoting student member shall serve a one (1) year term.
 - f. Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy occurs among those elected by the Board or the Faculty Senate, it shall be the duty of the Secretary of the Board to inform the respective party of the vacancy, and the Board or Faculty Senate shall elect a person to fill the unexpired term.
 - g. Any person who has served two full terms in succession as a member of the Board shall, for a period of four (4) years, be ineligible for election or appointment to the Board.
 - h. No member of the General Assembly or officer or employee of the State of Tennessee or any member of a governing body for an institution of higher education shall be eligible for election or appointment as a trustee. Other than the faculty member to be appointed by the University Faculty Senate, no employee of any public institution of higher education shall be eligible for election or appointment as a trustee.

- i. A Board member may be removed for a material violation of the Board's Code of Ethics by a two-thirds (2/3) vote of the Board membership.
- IV. Officers of the Board:
 - a. Chair and Vice Chair: The officers of the Board of Trustees shall be a Chair and a Vice Chair to perform such duties as may, from time to time, be prescribed by the Board and by these bylaws. The Chair and Vice-Chair shall be elected by a vote of a majority of the voting members of the Board membership and shall serve a two (2) year term until successors are elected or a vacancy occurs. 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.
- V. Officers of the University
 - a. Officers of the University: The officers of the University designated to support Board activities are the President, Provost, Vice President of Business and Finance, a Secretary, a Chief Internal Auditor and such other officers and assistant officers as the Board determines may be necessary or convenient to conduct its business or which the President appoints or selects by delegation of authority by the Board. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.
 - b. President of the University: The President is the executive and governing officer of the University and is appointed by and serves at the pleasure of the Board. Subject to the direction and control of the Board, the President shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board.
 - c. Provost of the University: The Provost is the chief academic officer of the University and is appointed by the President, subject to Board approval, and serves at the pleasure of the President. The Provost shall be the second ranking officer of the University and, in the absence or incapacity of the President, shall assume the duties and responsibilities of that office.
 - d. Vice President of Business and Finance: The Vice President of Business and Finance shall be the Chief Financial Officer and treasurer of the University. The Vice President of Business and Finance shall be appointed by the President, subject to Board approval, and shall report directly to the President. The Vice President of Business and Finance shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other financial responsibilities as required by the bylaws.
 - e. Secretary: The Secretary of the Board shall be appointed by the President of the University, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board, preparing the agenda for Board meetings, and the preparation of minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.
 - f. Chief Internal Auditor: The Board of Trustees shall appoint the Chief Internal Auditor for the University, in compliance with these bylaws, who shall perform the duties required by the Higher Education Accountability Act of 2004, T.C.A. § 49-14-101 et seq. and who shall serve at the pleasure of the Board. The Chief Internal Auditor shall report directly to the Board's Audit Committee and shall have direct and unrestricted access to the Chair of the Audit Committee and other Audit Committee members.

ARTICLE II – POWERS AND DUTIES

- I. The Board has the power to:
 - a. Select and employ the chief executive officers of the University and to confirm the appointment of administrative personnel, teachers, and other employees of the University and to fix their salaries and terms of office;
 - b. Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
 - c. Prescribe curricula and requirements for diplomas and degrees in the interest of maintaining alignment across state higher education to promote student success, postsecondary completion, and advancement of a master plan of the Tennessee Higher Education Commission;
 - d. Establish reasonable and appropriate rules and regulations defining residency of students for the purpose of determining whether out-of-state tuition shall be charged a student enrolling at the University;
 - e. Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
 - f. Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;
 - g. Approve the operating budgets and set the fiscal policies for the schools and programs under its control;
 - h. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor;
 - i. With prior approval of the state school bond authority, 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 therefor which shall be exempt from taxation but which shall not constitute indebtedness of the State of Tennessee;
 - j. Purchase land subject to the terms and conditions of state regulations, to condemn land, to erect buildings, and to equip them for the University subject to the requirements of the state building commission and to the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired;
 - k. Manage and initiate capital and real estate transactions provided that such transactions are within the scope of a master plan approved the Tennessee Higher Education Commission;
 - l. Perform and exercise all other powers, not otherwise prescribed by law, necessary to promote the sound development of the University within the parameters of state law.
- II. In exercising its powers, the Board's governance duties include:
 - a. Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee;
 - b. Ensuring the University remains in compliance with state transfer and articulation provisions;
 - c. Providing insight and guidance to the University's strategic direction and charging the President with leading the strategic planning process;

- d. Ensuring the University's fiscal integrity; overseeing the University's financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University's assets for posterity;
 - e. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University's autonomy, academic freedom, and the public purposes of higher education;
 - f. Engaging regularly, in concert with senior administration, with the University's major constituencies;
 - g. Refraining from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President of the University; and
 - h. Always acting as a body with no individual member speaking for the Board unless specifically authorized to do so by the Board.
- III. Delegation
- a. The Board may delegate and provide for the further delegation of any and all powers and duties to the President or appropriate committees, subject to limitations expressly set forth in law.

ARTICLE III – MEETINGS

- I. Regular Meetings
- a. The Board shall meet at least four times a year at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Trustees then in office. The Board may adjourn any regular meeting to any date that it may set for adjournment.
- II. Special and Emergency Meetings
- a. Subject to the notice requirement contained in these bylaws, special and emergency meetings of the Board may be called at any time by the Chair, a majority of the members of the Board, or by the President of the University.
 - b. The call for every special or emergency meeting shall state the business to be considered and the business transacted shall be confined to the objects stated in the call. The Board may adjourn any special meeting to any date that it may set for adjournment.
- III. Place of Meetings
- a. All regular public meetings, special public meetings and committee meetings are to be held at a location owned or controlled by the University, or at the nearest practical location. Emergency meetings necessitating immediate action may be held at other locations or through electronic means.
- IV. Notices
- a. Regular Meetings: At least five (5) days' written notice of the stated meetings of the Board shall be sent by the Secretary to all Trustees. The written notice may be delivered by regular mail, electronic mail, or facsimile transmission and shall be posted for public notice.
 - b. Special and Emergency Meetings: Special and emergency meetings of the Board may be called on less than five (5) days' notice and, if urgent, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose(s) of the meeting.

- c. Public Notice: Notice of all regular and special public meetings and committee meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of an emergency public meeting shall be such as is appropriate to the circumstance(s).
- V. Attendance by Electronic Means
 - a. Trustees may conduct, participate and vote in any meeting, board or committee, through the use of a conference telephone or similar electronic communications equipment that permits all persons participating in the meeting to simultaneously communicate with each other during the meeting. Such participation in the meeting shall constitute presence in person at the meeting.
- VI. Quorum
 - a. The Board must have a quorum to conduct business. A quorum for the conduct of business by the Board of Trustees shall consist of five (5) voting members currently in office.
 - b. The action of a majority of the voting members of the Board present at any at any regular or special meeting of the Board shall be the action of the Board, except as may be otherwise provided by these Bylaws.
- VII. Agenda
 - a. An agenda for every regular meeting of the Board shall be prepared by the Chair and 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 and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Trustees before the meeting date.
 - b. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote which shall represent a majority of the entire Board.
- VIII. Conduct of Business
 - a. General parliamentary rules shall be observed in conducting the business of the Board of Trustees except as they may be modified by rules and regulations adopted by the Board.
 - b. The Chair shall preside when present at meetings of the Board. In the Chair's absence, the Vice-Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair.
 - c. All members of the Board of Trustees may vote on all matters coming before the Board for consideration but no member may vote by proxy or mail.
 - d. A record vote of the Board of Trustees shall be required on all motions providing for any revision of the bylaws, the adoption of a new bylaw or the repeal of an existing bylaw. On any other motion, a record vote shall be taken if required by law or if a Board member present demands a record vote before the announcement of a vote otherwise taken.
- IX. Public Access
 - a. Meetings of the Board and its committees, as appropriate, shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.
 - b. Meetings of the Board shall be made available for viewing by the public over the Internet by streaming video accessible from the University's web site. Archived videos of

the board meetings shall also be available to the public through the University's web site.

ARTICLE IV – COMMITTEES

- I. Standing and Ad Hoc Committees
 - a. The Board shall establish by Board policy such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. As required by state law, at least one standing committee shall have the functions of the audit committee.
 - b. The Board Chair shall appoint the members of each standing committee. The chairs and vice-chairs of each standing committee shall be selected from among the members of the Board appointed to each standing committee by a vote of the majority of the members of the Board present. Each standing committee shall develop a committee charter detailing the committee's purpose and primary responsibilities, which shall be subject to the approval of the Board.
 - c. Standing committees may be authorized to act on behalf of the Board and shall be governed by any applicable provisions of these bylaws or Board policy. However, unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it.
 - d. Ad-hoc committees shall be appointed by the Board Chair upon authority of the Board with such powers, duties, and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter under the purview of a standing committee. The Chairs of any ad-hoc committees shall be appointed by the Board Chair and shall perform their duties in consultation with the University President. The duty of any ad hoc committee is to consider and to make recommendations to the Board upon matters referred to it.
- II. Meetings of Committees
 - a. All standing committees shall meet as defined by Board policy and as reasonably necessary to carry out their responsibilities. Ad hoc committees shall meet as necessary.

ARTICLE V – BYLAWS

- I. These bylaws shall be effective upon adoption and shall supersede all bylaws previously adopted by the Board.
- II. 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 of Trustees, or at a special meeting called for that purpose. For purposes of Article V, a quorum shall constitute seven (7) voting members of the Board and a majority vote of record shall be required for action to be effective. A copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.

ARTICLE VI – INDEMNIFICATION

- I. For purposes of civil liability for actions and omissions taken as Trustees of the Board, each Trustee is a state employee pursuant to T.C.A. Section 8-42-101(3)(B). Notwithstanding the

foregoing, the Board may procure and maintain, in amounts consistent with prevailing standards, directors' and officers' insurance coverage and general liability insurance against liabilities and damages arising from the actions or omissions of the Board. Should the Board procure such insurance, the Board shall have the University and the State of Tennessee named as additional insureds on any policy.

Approved by Board of Trustees: March 17, 2017