

THE UNIVERSITY OF TENNESSEE BYLAWS

As Amended Through October 9, 2009

ARTICLE I

Full Authority Vested in Board of Trustees

SECTION 1. The Board of Trustees, which is the governing body of The University of Tennessee, shall have full and complete control over its organization and administration, also over its constituent parts and its financial affairs. All Trustees, both ex officio and appointed, (except the non-voting student and faculty trustees and the Executive Director of the Tennessee Higher Education Commission, who is a non-voting member), shall have a vote on matters coming before the Board, or before any committee thereof of which they are members.

Responsibilities of the Board

SECTION 2. 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 in general; however, the planning and development of curricula shall be the function of the faculties;
- (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) Not undertake to direct matters of administration or of executive action except through the President;
- (d) Control the election and removal of the University Officers named in Article IV, Section 1, of these Bylaws and the fixing of their compensation. The Board shall elect and fix the compensation of the President and the other University Officers at the annual meeting except when a vacancy occurs at another time. At the annual meeting 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.
- (e)(1) Approve guidelines governing the administration's submission of a proposed annual operating budget and appropriations request to state agencies and officials.

(e)(2) Approve the University's proposed capital outlay budgets and requests for capital outlay appropriations prior to their submission to other state agencies and officials;

(e)(3) Approve the final operating and capital outlay budgets for the next fiscal year after the General Assembly has enacted annual appropriations for the University.

(f) Grant tenure to eligible members of the faculty upon the positive recommendation of the President; and

(g) Prescribe admission, progression, and retention requirements for the University and particular programs of instruction.

**Duty of Trustees
to Keep Informed**

SECTION 3. Each Trustee, so far as time will permit, shall keep informed as to the work of the University and its several campuses, colleges, schools, departments and activities, both educational and business.

**Officers of the
Board**

SECTION 4. The officers of the Board shall be a Chair and a Vice Chair.

(a) The Chair and Vice Chair shall be members of the Board and shall be elected by the Board at the annual meeting to serve for two years, beginning July 1 of the year elected. In the event of a vacancy 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 Vice Chair shall not be eligible to succeed himself 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 be the spokesman for the Board. The Chair shall perform such other duties as may, from time to time, be prescribed by the Board and by 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 of the Trusteeship Committee shall preside at meetings of the

Board; in the absence of all three, the senior member of the Board shall preside.

**Corporate
Secretary**

SECTION 5. The Secretary of the University shall perform the following duties related to the business of the Board:

(a) Assist the President and the Vice Chair in preparing an agenda for each meeting of the Board and of the Executive and Compensation Committee, in accordance with the provisions of Article II, Section 7.

(b) Record all calls for meetings of the Board and of the Executive and Compensation Committee, and notify all Trustees of all meetings of the Board and of the Executive and Compensation Committee in accordance with the provisions of Article II, Sections 5 and 6.

(c) Attend all meetings of the Board and of the Executive and Compensation Committee, take and preserve in a proper minute book the minutes of those meetings, and send a copy of the minutes to all Trustees.

(d) Notify the members all special committees created by the Board of their appointment.

(e) Maintain a current set of the Bylaws of the University and a record of all Bylaw amendments.

(f) Maintain a record of the dates of Trustee appointments and the dates of the expiration of their terms of office.

(g) Maintain a copy of any written report made by the committees of the Board.

(h) Maintain all records pertaining to the business of the Board, except as otherwise provided.

(i) Assist the President in seeing that all orders and resolutions of the Board and of the Executive and Compensation Committee are made effective.

(j) Perform such other duties as may be directed by the Board, the Chair, the Vice Chair, the Executive and Compensation

Committee, or the President; and assist the Board, its officers, and committees in discharging their duties.

With approval of the President, the Secretary may appoint one or more assistant secretaries to assist in performing the duties of the office. In the absence of the Secretary and an assistant secretary from any meeting of the Board or of the Executive and Compensation Committee, the Board or the Executive and Compensation Committee may appoint a secretary *pro tempore*, who shall be charged with the duty of taking the minutes of the meeting and sending a copy to all Trustees.