

ARTICLE IV

Officers of the University

SECTION 1. The officers of The University of Tennessee shall be the following:

President

Executive Vice President and Vice President for Research and Economic Development

Senior Vice President and Chief Financial Officer

Vice President for Agriculture

Vice President for Development and Alumni Affairs

General Counsel and Secretary

Treasurer and Chief Investment Officer

Chancellor of The University of Tennessee at Chattanooga

Chancellor of The University of Tennessee Health Science Center

Chancellor of The University of Tennessee at Knoxville

Chancellor of The University of Tennessee at Martin

The Board shall have authority, from time to time, to create and fill additional University Officers and to abolish at its pleasure any office so created.

The Board shall designate an elected University Officer named or created pursuant to this section as the Chief Financial Officer of the University. The Chief Financial Officer shall have extensive accounting and financial management expertise.

Election of Officers

SECTION 2. The University Officers shall be elected annually by the Board at the annual meeting and shall serve at the pleasure of the Board, subject to the terms of any written employment contract.

In the event of a vacancy or notice of an impending vacancy in the office of President, the Board or the Executive and Compensation Committee shall appoint an interim President. In the event of a vacancy or notice of an impending vacancy in any office other than President, the President may appoint an individual to serve in an interim or acting capacity.

A vacancy in one of the University Officer positions may be

filled by election at any stated or special meeting of the Board after compliance with the following procedures:

(a) Election of the 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 members of the Board of Trustees and members of the faculty. 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 number of nominees shall be determined by the Board upon the recommendation of the search committee.

In carrying out its duties, the search committee may appoint an advisory committee composed of University faculty, staff, and students, as well as alumni and other representatives of the University's external constituencies, to assist and advise during the search process. The search committee may adopt such rules and procedure as it deems necessary in performing its duties and shall comply with all applicable legal requirements.

(b) Election of the Chancellors and Vice President for Agriculture. These University Officers shall be elected by the Board upon the recommendation of the President. In the event of a vacancy, or notice of an impending vacancy in one of these offices, the President shall appoint an advisory committee composed of faculty, staff, students, alumni, and representatives of the external constituencies of the particular unit where the vacancy exists to assist in identifying and screening candidates for the position. Members of the Board of Trustees may also be appointed by the President to serve on the advisory committee. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending a candidate to the Board of Trustees. In identifying and screening candidates, the President and the advisory committee shall comply with all applicable legal requirements.

(c) Election of the Executive Vice President and Vice President for Research and Economic Development and Other University Officers. The Executive Vice President and Vice President for Research and Economic Development and all

other University Officers not named in items (a) and (b) above shall be elected by the Board upon the recommendation of the President. In the event of a vacancy or notice of an impending vacancy in one of these offices, the President shall identify and recommend to the Board a candidate for the vacant position. The President may appoint an advisory committee to assist in identifying and screening candidates. Members of the Board of Trustees may serve on any advisory committee so appointed. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending candidates to the Board of Trustees. In identifying and screening candidates, the President and any advisory committee appointed by the President shall comply with all applicable legal requirements.

Duties of University Officers

SECTION 3. (a)(1) Duties of the President. The President is the chief executive officer of The University of Tennessee System and exercises complete executive authority over all component parts of the University, subject to the direction and control of the Board of Trustees. The president has ultimate responsibility for leading the University academically, administratively, and financially. The President is the principal spokesperson for the University.

(a)(2) The President is responsible for:

(i) identifying and recommending to the Board of Trustees individuals for election as Vice Presidents, Chancellors, and other officers of the University as defined in these bylaws;

(ii) promoting the general welfare and development of the University in its several parts and as a whole. The President decides all questions of jurisdiction not otherwise defined among the several parts of the University;

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

(iv) prompt and effective execution of all laws relating to the University and of all resolutions policies, rules, and regulations adopted by the Board of Trustees;

(v) preparation of the University budget and its presentation to the Tennessee Higher Education Commission, the Governor and the Department of Finance and Administration, the General Assembly, and the Board of Trustees.

(vi) exercising ultimate control over the budgets of all parts of the University and must approve all major budgetary revisions;

(vii) development and execution of fundraising and alumni programs for the University;

(viii) the University's intercollegiate athletics programs at the Knoxville campus and, through the Chancellors, at the Chattanooga and Martin campuses;

(a)(3) The President performs such other duties as may be delegated to that office by the Board of Trustees or by any standing or special committee of the Board.

(a)(4) In the execution of the President's duties and responsibilities, the President may delegate powers and duties to subordinate officers. In accordance with applicable University policies and procedures, the president delegates to Chancellors and Vice Presidents powers and duties to supervise and administer academic and budgetary units reporting to them, under the general direction and control of the President. These delegations do not reduce the President's ultimate responsibility as chief executive officer of the University.

(b) Duties of the Executive Vice President and Vice President for Research and Economic Development. The Executive Vice President and Vice President for Research and Economic Development shall be the chief operating officer of The University of Tennessee System. In the absence or unavailability of the President, the Executive Vice President and Vice President for Research and Economic Development shall assume the duties of the President, unless otherwise directed by the President. The Executive Vice President and Vice President for Research and Economic Development shall be directly responsible to the President and shall perform such specific duties as from time to time may be prescribed or assigned by the President, the Board, or by any standing or special committee of the Board.

(c) Duties of the Chancellors and Vice President for Agriculture. These officers shall be the chief operating officers of their respective units and shall be fully responsible for administration and management of the unit, subject to the general supervision of the President. These officers shall be directly responsible to the President and shall perform such specific duties as from time to time may be prescribed or assigned by the President, the Board, or by any standing or special committee of the Board.

(d) Duties of the Secretary. The General Counsel shall serve as Secretary of the corporate legal entity known as The University of Tennessee. In addition to the Board-related duties prescribed in Articles I and II, the duties of the Secretary shall include the following and similar duties related to the legal and corporate status of the University:

(1) Attest all instruments of legal obligation requiring the Seal of the University and affix thereto the Seal, of which the Secretary shall be the custodian.

(2) Countersign, by facsimile signature, all diplomas and certificates granted by the University.

The Secretary shall 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.

(e) Duties of the Treasurer and Chief Investment Officer. The Treasurer and Chief Investment Officer shall act under the direction of and be directly responsible to the Chief Financial Officer of the University. The Treasurer and Chief Investment Officer shall receive and shall have custody of all monies which shall come to the University for the purposes of the University and shall be responsible for the proper handling of such funds in accordance with applicable state statutes and with the policies fixed by the Board of Trustees. The Treasurer and Chief Investment Officer shall give bond in an amount designated by the Board of Trustees, the premium on which shall be paid by the University. The Treasurer and Chief Investment Officer shall perform the following duties:

(1) Deposit all moneys and funds belonging to the University,

or over which the Treasurer and Chief Investment Officer has control, in such accounts and depositories and upon such conditions and regulations as shall be prescribed by state law or the Board of Trustees.

(2) Disburse the funds of the University as authorized by the Board of Trustees on checks or warrants drawn on any of the depositories of the University, to be signed and countersigned as directed by the Board, and carefully preserve as vouchers all warrants and checks after payment.

(3) Maintain an adequate record of receipts and disbursements and such other accounting records as may be authorized by the Board of Trustees, and present to the President for transmission to the Board at its annual meeting a statement of all receipts and disbursements for the preceding fiscal year and of the current financial condition of the University. Also, present to the Board of Trustees, the Executive and Compensation Committee, the Finance and Administration Committee, the President or the chief budget officer whenever requested, such statements relative to the finances of the University as any of them may request, and to whom the records in the office of the Treasurer and Chief Investment Officer shall be open to inspection.

(4) Under the general supervision of the Chief Financial Officer, the Treasurer and Chief Investment Officer will be responsible for accounting, disbursing, and reporting for the University.

(5) Perform such other specific duties as from time to time may be prescribed or assigned by the President, Chief Financial Officer, the Board, or by any standing or special committee of the Board.

(f) **Duties of Other University Officers.** The other University Officers shall be directly responsible to the President, shall assist the President in the active management of the University, and shall perform such specific duties as from time to time may be prescribed or assigned by the President, the Board, or by any standing or special committee of the Board.

**Staff Vice
Presidents**

SECTION 4. The President of the University is authorized to appoint staff vice presidents in the areas of budget and finance, campus operations, chief of staff operations, diversity and

equity, public and governmental relations, and such other areas as the President deems necessary for the efficient administration of the University. Staff vice presidents shall be directly responsible to the President or another University Officer and shall perform such specific duties as from time to time may be prescribed or assigned by the President or other University Officer. All staff vice presidents with responsibility for budget, finance, capital projects, or other financial matters shall act under the direction of and be directly responsible to the Chief Financial Officer of the University.

**Employment of
Former
Members of the
Senior Staff**

SECTION 5. When a Chancellor, Vice President, or equivalent member of the President's senior staff retires or otherwise leaves office, the title, compensation, and other terms and conditions of any further employment by the University shall be subject to the prior approval of the Board or the Executive and Compensation Committee, upon the recommendation of the President; provided that this approval shall not be required when an individual who holds tenure in an academic department leaves office to assume a full-time faculty position with compensation no greater than the average compensation for full-time professors in that department.

**Chief Internal
Auditor**

SECTION 6. (a) The Board of Trustees shall appoint the Chief Internal Auditor for the University upon the recommendation of the Audit Committee. In the event of a vacancy, or notice of an impending vacancy in this position, the Chief Financial Officer of the University shall identify and recommend to the Audit Committee a candidate for the vacant position.

(b) The Board of Trustees reserves to itself the authority to reassign, demote, or dismiss the Chief Internal Auditor, upon the recommendation of the Audit Committee.

(c) The Chief Internal Auditor and the staff of the department of internal audit shall report administratively to the Chief Financial Officer of the University. However, with respect to all audit activities and findings, the Chief Internal Auditor shall report directly to the Audit Committee and shall have direct and unrestricted access to the Chair and other committee members.

(d) Each year, the Chief Internal Auditor shall develop and execute a comprehensive audit plan to be conducted in

accordance with applicable professional auditing standards. The Chief Internal Auditor shall make a comprehensive report on the internal audit function to the Board of Trustees through the Audit Committee at the Annual Meeting. The report will include the annual audit plan, review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not done, and a list of all audits completed within the last three years.

(e) The Chief Internal Auditor shall send a copy of each internal audit report and follow-up review, upon its completion, to the Audit Committee.

(f) The Chief Internal Auditor shall promptly report any activity that is illegal, or the legality of which is questioned by the internal audit department (e.g., conflict of interest, theft), to the Chair of the Audit Committee.

**Execution of
Legal Instruments**

SECTION 7. Subject to compliance with any applicable policies concerning legal and fiscal review, the President and other University Officers named in Section 1 of this Article IV shall have the power and authority to sign documents, instruments, contracts, bonds, notes, or other papers in connection with the operation of the business of the University; and, in addition to the Secretary, any assistant secretary shall have the power and authority to attest and place the University's Seal on all said documents, instruments, contracts, bonds, notes, or other papers.

Subject to fiscal policies and procedures issued from time to time, administrative personnel on each campus, such as purchasing agents and business managers, shall have the power and authority to sign and issue purchase orders and conduct ordinary business affairs on behalf of the University. In addition, University fiscal policies and procedures issued from time to time may delegate to campus administrative personnel the authority to sign certain other instruments that do not warrant prior legal and fiscal review. Except in the case of purchase orders and other instruments executed by campus personnel under the delegation authorized by this section, all contracts, bonds, mortgages, notes, deeds, leases and other instruments of legal obligation shall be executed by the President or another University Officer after any required legal and fiscal review. A copy of every instrument of legal obligation

executed on behalf of the University, except purchase orders, shall be filed in the official files of the University in the Office of the Treasurer and Chief Investment Officer.

**All Employees
Responsible to the
President**

SECTION 8. All employees of the University, however designated, shall be responsible to the President, directly or through their next superior officer, for the efficient operation of the organizational unit or functions for which they are responsible.

**Receipt of Money
by Employees**

SECTION 9. All employees whose duties require them to receive money, or who receive donations or bequests made to the University, shall pay it promptly to the Treasurer and Chief Investment Officer with a statement of the amount paid, the date of the payment and the purpose for which paid; except in those cases where money belonging to the University and its accounting to the Treasurer and Chief Investment Officer by the collecting agency has been provided for otherwise by the Finance Committee with the approval of the President.

Student Welfare

SECTION 10. The Board of Trustees is vitally interested in the welfare, safety, and conduct of the students at all campuses and facilities of The University of Tennessee 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 students and others. To implement these concepts, the Board of Trustees vests in the President and the respective Chancellors and Vice Presidents the authority to prescribe and enforce policies, rules and regulations concerning rights, responsibilities, conduct and discipline of students at the various campuses and facilities of the University. The President, Chancellors, and Vice Presidents are authorized to take any lawful action necessary to assure the protection of life and property at the several campuses and facilities.

Each Chancellor and Vice President may appoint an administrative council or other similar body and delegate to it certain functions, including approval and control of student organizations, adoption of rules of conduct and discipline of students, and the conduct of disciplinary proceedings involving misconduct or delinquencies of students attending the colleges and schools under its jurisdiction. However, each Chancellor and Vice President shall retain ultimate control and authority

and shall be responsible to the President and the Board of Trustees for all final actions and decisions in these areas.