
American University

Bylaws

Amended September 8, 2023

**AMERICAN UNIVERSITY BYLAWS
TABLE OF CONTENTS**

Bylaws

ARTICLE I: Name	1
ARTICLE II: Purpose.....	1
ARTICLE III: Board of Trustees	1
ARTICLE IV: Board Meetings	3
ARTICLE V: Board Officers	3
ARTICLE VI: Executive Committee.....	4
ARTICLE VII: Other Standing Committees, Subcommittees, and Designated Bodies.....	5
ARTICLE VIII: Fiscal Year	7
ARTICLE IX: University Officers	7
ARTICLE X: University Faculty	8
ARTICLE XI: Execution of Legal Documents	8
ARTICLE XII: General Powers of the Corporation.....	8
ARTICLE XIII: Indemnification	9
ARTICLE XIV: Tax Exemption	9
ARTICLE XV: Corporate Seal and Offices.....	9
ARTICLE XVI: Amendments	9
ARTICLE XVII: Conflict of Interest	9
ARTICLE XVIII: Actions Taken Outside of a Meeting.....	10
Bylaws Amendments and Revisions.....	10

ARTICLE I: Name

Section 1. The name of this Corporation is “The American University” (University). It exists by virtue of a Special Act of the Congress of the United States, approved February 24, 1893 (27 Stat. 476); as amended by the following Acts of Congress: March 3, 1895 (28 Stat. 1814); June 30, 1951 (65 Stat. 107); August 1, 1953 (67 Stat. 359); October 31, 1990 (104 Stat. 1160); September 9, 1996 (Pub. L. No. 104–194).

ARTICLE II: Purpose

Section 1. The purpose of the Corporation is to establish and maintain in the District of Columbia a university to promote education, with the power to confer earned academic degrees and certificates and honorary degrees.

ARTICLE III: Board of Trustees

Section 1. Corporation business shall be transacted by a Board of Trustees of not less than twenty-five (25) nor more than fifty (50) persons, and of whom eleven (11) members having the power to vote shall constitute a quorum. Trustees shall be elected by the Board.

Section 2. Board members other than ex officio members and members described in Section 5 of this Article III shall hold office for a term of three (3) years or for a shorter term specified by the Board at the time of election. Ex officio members shall hold office for as long as they hold the office which entitles them to Board membership. Members described in Section 5 of this Article III shall hold office for a term of such length, not to exceed three (3) years, as recommended by the Chair of the Faculty Senate, in the case of Board members who are University faculty, and by the Principal Student Government Organizations (as defined in Section 5 of this Article III), in the case of the Board member who is a University student; provided that such term shall expire upon the earlier termination of such member’s status as a full-time University faculty member or a full-time University student, as applicable. Three-year terms terminate at the end of the Spring meeting of the third year after election. Shorter terms terminate at the end of the Spring meeting of the year specified at the time of election, unless otherwise specified at the time of election. Trustees other than ex officio members and members described in Section 5 of this Article III shall be divided into three approximately equal classes. Each year, one of the classes shall go out of office and successors be elected.

Section 3. Subject to their acceptance, the Bishop of the Baltimore-Washington Conference of the United Methodist Church and the General Secretary of the General Board of Higher Education and Ministry of the United Methodist Church shall be ex officio members of the Board. The election of any person to the Board requires the approval of the General Board of Higher Education and Ministry of The United Methodist Church.

Section 4. The President shall be an ex officio member of the Board and shall have no power to vote.

Section 5. Two (2) trustees shall be full-time members of the University faculty nominated by the Trusteeship Committee submitted to such Committee by the Chair of the Faculty Senate. One trustee shall be a full-time University student nominated by the Trusteeship Committee from among one or more candidates submitted to such Committee by the University’s undergraduate Student Government, the Washington College of Law Student Bar Association and the University’s Graduate Leadership Council (collectively, the “Principal Student Government Organizations”). Vacancies resulting from the resignation or removal of any of the foregoing members or the expiration of the term of any such member shall be filled by persons nominated by the Trusteeship Committee from among candidates submitted to such

Committee in accordance with this Section. Members elected pursuant to this Section shall have no power to vote.

Section 6. Except as provided in Sections 4 and 5 of this Article III, no paid full-time or part-time University employee or anyone enrolled full-time in the University shall be eligible for Board membership.

Section 7. Subject to the provisions of Sections 3, 4, 5 and 8 of this Article III, the Trusteeship Committee shall nominate persons to be elected by the Board. The Board may hold elections for trustees at any regular or special Board meeting, provided that written notice of an individual nominee, or a slate of two or more nominees selected by the Trusteeship Committee for re-election as a class, has been sent to each trustee with notice of the meeting. After a class slate is announced, the Secretary shall announce a date by which any objection to the class slate vote shall be accepted. Trustee classes shall be re-elected as a slate unless the Secretary has received an objection from any one trustee, in which case, nominees will be deliberated and voted on individually. Newly elected trustees' terms shall start upon the conclusion of the meeting in which they are elected, pursuant to the requirement set forth in Section 3, and shall be assigned to a trustee class pursuant to Section 2. Election may be by written ballot upon the request of any two (2) trustees present at the election or at the discretion of the Chair.

Section 8. At least seven (7) trustees shall be elected to the Board from University alumni, distributed among the schools and colleges. One of the alumni trustees may be designated by the Trusteeship Committee as a Graduate of the Last Decade (hereinafter referred to as a "GOLD Trustee") at the time of nomination, at which time such person must have been awarded a degree from the University no longer than ten years prior to the date of election. GOLD Trustees will be elected for a term of three years and may not thereafter be reelected as a GOLD Trustee. Notwithstanding anything to the contrary stated herein, a former GOLD Trustee will become eligible for election as a trustee for a regular three-year term after a waiting period of one year following the expiration of the GOLD Trustee term of service.

Section 9. A trustee may be removed from office, for adequate cause shown, at any regular or special Board meeting, by a vote of two-thirds of the trustees having the power to vote who are present at the meeting.

Section 10. Exercising its powers of responsibility for the University, the Board

- a. elects, assesses the performance of, and compensates the President of the University; appoints, assesses the performance of, and, where appropriate, compensates the Secretary, and approves the appointments and compensation of the Provost and Vice Presidents;
- b. establishes University policies, to be executed by the President;
- c. assists, guides, and evaluates the progress of the University and receives reports from the President in this regard;
- d. elects Board members and officers;
- e. approves tenured dean and faculty appointments recommended by the Provost or the President;
- f. confers degrees;
- g. appoints committees it deems necessary;
- h. assists in raising funds to support the University; and
- i. preserves and protects University operations and properties.

ARTICLE IV: Board Meetings

Section 1. Four (4) regular meetings shall be held during each fiscal year, at least one of which shall be held in Fall, Winter and Spring. The annual meeting shall be held in Spring. The Executive Committee determines the date, time, and place of regular meetings. Written notice of the date, time and place of each regular meeting shall be sent to each trustee at least thirty (30) days prior to the meeting.

Section 2. Special meetings may be held at the call of the Chair, of a majority of the members of the Executive Committee or upon written request of any seven (7) or more trustees having the power to vote made to the Secretary. Written notice of the date, time and place of each special meeting shall be sent to each trustee at least ten (10) days prior to the meeting.

Section 3. Emergency meetings may be held at the call of the Chair, a majority of the members of the Executive Committee or upon written request of any five (5) or more trustees having the power to vote made to the Secretary, provided that an emergency meeting may be called or requested only if in the judgment of the Chair, a majority of the members of the Executive Committee or any five (5) or more trustees having the power to vote, as applicable, emergency circumstances have arisen that make notice of a special meeting of the Board onerous and impractical, provided further that, except as permitted by Section 5 of this Article IV, in no event shall a vote to amend these Bylaws or to remove a trustee be taken at an emergency meeting. Written notice of the date, time and place of each emergency meeting shall be sent, by hand delivery, facsimile transmission, electronic mail or other expedited means, to each trustee at least twenty-four (24) hours prior to the meeting.

Section 4. The Board may conduct its meetings in person or by electronic remote access at the discretion of the Chair, so long as best efforts are made to implement remote access with regard for the need to maintain as much accessibility as possible for all trustees. Individual trustees who elect to participate in an in person Board meeting by electronic remote access means, shall be counted as present on the same basis as in person attendees at the meeting. A trustee may be required to recuse himself or herself from Board meetings in accordance with Board policies or practices.

Section 5. Written waiver of notice of a meeting of the Board of Trustees, signed by all trustees and filed with the records of the meeting, shall be equivalent to the giving of timely notice of such meeting. Presence of a trustee at any meeting without objection by such trustee to a lack of a timely notice of such meeting shall constitute waiver by such trustee of any required notice.

Section 6. Except as provided in Section 9 of Article III or in Article XVI, or as otherwise required by applicable law, the vote of a majority of the trustees having the power to vote who are present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

ARTICLE V: Board Officers

Section 1. Board officers shall be a Chair and a Vice Chair. Candidates are proposed by the Trusteeship Committee from among nominations submitted by all members of the Board. Officers are elected at the Winter meeting for two-year terms beginning at the next Spring meeting.

Section 2. The Chair presides at Board and Executive Committee meetings; in the absence of the Chair, the Vice Chair presides.

Section 3. The Executive Committee fills unexpired terms of officers at any regular or special meeting.

ARTICLE VI: Executive Committee

Section 1. At all times there shall be an Executive Committee, consisting of eight (8) voting trustees and the President, in the event that the size of the Board at the time of the first regular Board meeting in Spring is fewer than thirty (30) voting trustees, or ten (10) voting trustees and the President, in the event the size of the Board at the time of the first regular Board meeting in Spring is thirty (30) or more voting trustees. A required increase from eight (8) to ten (10) voting trustees, or decrease from ten (10) to eight (8) voting trustees, on the Executive Committee shall be effected within six months of the pertinent first regular Board meeting in Spring.

Section 2. The voting trustees shall be the following: the Board Chair; Board Vice Chair; Academic Affairs Committee Chair; Finance Committee Chair; Inclusive Excellence Chair; Audit Committee Chair and two (2) at-large trustees, in the event the Executive Committee is composed of eight (8) voting trustees, and four (4) at-large trustees, in the event the Executive Committee is composed of ten (10) voting trustees. At least one of these trustees shall be offered ex officio or at-large membership on the Executive Committee: The Bishop of the Baltimore-Washington Conference of the United Methodist Church; the General Secretary of the General Board of Higher Education and Ministry of the United Methodist Church. The President shall be a non-voting member of the Committee. Except as otherwise provided by these Bylaws, any proposed action brought before the Executive Committee shall be decided by majority vote. A tie in the number of votes cast will result in the failure of the motion.

Section 3. The Executive Committee meets at the call of the Chair or, in the Chair's absence, at the call of the Vice Chair, or upon written request of at least four (4) Committee members. The Board Chair is the Committee Chair and the Board Vice Chair is Committee Vice Chair. No meeting of the Executive Committee may be held if neither the Committee Chair nor the Committee Vice Chair is present.

Section 4. At-large members will serve two-year terms and can be re-appointed to successive terms. At-large appointments will be made by the then current Board Chair. Ex officio members shall serve for as long as they hold the office which entitles them to Committee membership.

Section 5. The Executive Committee is concerned with the overall operation of the University during periods between Board meetings and, subject to this Section 4, has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the full Board. No action approved by the Executive Committee shall constitute the act of the Board of Trustees unless such action is ratified by the full Board, provided that any action approved by the Executive Committee shall constitute the act of the Board of Trustees if and only if, in the judgment of a majority of the members of the Executive Committee present at a duly constituted meeting thereof, as stated in a resolution adopted by the Committee, (i) action before the next regular Board meeting is needed to protect the University's interests, which otherwise would be compromised by delay or (ii) the proposed action is simply administrative in nature, is necessary for the efficient functioning of the University and does not compromise any significant interest, or prerogative, of the full Board, provided further that, in no event may the Executive Committee (i) appoint, renew the appointment of, suspend, dismiss or place on leave the President, (ii) approve the compensation of any University officer, (iii) approve the creation or elimination of a program offered or to be offered by the University, (iv) approve any change in the University's mission, (v) approve the incurrence by the University of any "major indebtedness" (as defined by the full Board from time to time), (vi) take any action which these Bylaws require shall be taken by the full Board or (vii) amend or repeal these Bylaws, it being understood that the power to take any of the foregoing enumerated actions rests exclusively with the full Board. The Executive Committee shall inform the full Board of each action taken by such Committee that constitutes the act of the Board of Trustees as soon as practicable following the date on which such action was taken. Minutes of

each Executive Committee meeting should be distributed to the full Board as soon as practicable following the date of such meeting, and any action taken by the Executive Committee at each meeting that does not constitute the act of the Board of Trustees as provided in this Section 4 shall be presented to the full Board for ratification at the next meeting of the full Board held following the distribution of such minutes.

Section 6. There shall at all times be a subcommittee of the Executive Committee designated as the Compensation Subcommittee, consisting of at least five (5) voting trustees, including the Board Chair, Board Vice Chair and other Executive Committee members appointed by the Board Chair. The Board Chair shall be the Subcommittee Chair and the Board Vice Chair shall be the Subcommittee Vice Chair. The President shall not be a member of the Subcommittee. The Compensation Subcommittee is concerned with University policies and issues related to the compensation of University executives.

Section 7. A majority of voting members of the Executive Committee or the Compensation Subcommittee constitutes a quorum at any meeting thereof. Committee or Subcommittee members may participate in Committee or Subcommittee meetings, respectively, by teleconference, which shall constitute presence in person at the meeting.

ARTICLE VII: Other Standing Committees, Subcommittees, and Designated Bodies

Section 1. There shall be such other Standing Committees, Subcommittees, and Designated Bodies as the full Board shall appoint from time to time, each having such composition, duties and powers as shall be approved by the full Board from time to time. A Standing Committee or Subcommittee shall consist of one (1) or more trustees as set forth by these Bylaws and a Designated Body may include trustees and non-trustees. The specific composition and responsibilities of each Standing Committee, Subcommittee, and Designated Body shall be determined from time to time by the Trusteeship Committee with final approval of the Board. For purposes of these Bylaws, "Designated Body" shall mean a person or group, other than a Standing Committee, Subcommittee, special committee, or advisory committee of the Board, that has been vested by the Articles of Incorporation or these Bylaws with powers that, if not vested by the Articles of Incorporation or Bylaws in that person or group, would be required to be exercised by the Board or the members. The other Standing Committees shall be as follows: Academic Affairs Committee; Advancement Committee; Finance Committee; Inclusive Excellence Committee; Student Affairs Committee; and Trusteeship Committee. The Designated Body shall be the Investment Committee.

Section 2. Except for the Trusteeship Committee, nominations of Standing Committee, Subcommittee, and Designated Body officers and members for two-year terms shall be made by the Trusteeship Committee for action by the Board at the first regular Board meeting following the Spring meeting. The Board Vice Chair is the Trusteeship Committee Chair. Nominations of Trusteeship Committee Vice Chair and members for two-year terms shall be made by the Executive Committee for action by the Board at the same regular meeting as the other Standing Committees, Subcommittees, and Designated Body nominations. Vacancies on Standing Committees, Subcommittees, and Designated Bodies shall be nominated by the Trusteeship Committee and approved by the Board or Executive Committee for any unexpired term. Vacancies on the Trusteeship Committee shall be filled by the Board or Executive Committee.

Section 3. The Academic Affairs Committee consists of at least four (4) trustees and is concerned with University policies and issues related to academic affairs. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 4. The Advancement Committee consists of at least four (4) trustees and is concerned with University policies and issues related to university advancement, including development, alumni affairs and fund raising. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 5. The Athletics Committee consists of at least four (4) trustees and is concerned with University policies and issues related to athletics and recreation. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 6. The Audit Committee consists of at least four (4) trustees and is concerned with University policies and issues related to audits of financial affairs and management operations. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 7. The Student Affairs Committee consists of at least four (4) trustees and is concerned with University policies and issues related to student affairs and campus life. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 8. The Communication Committee consists of at least four (4) trustees and is concerned with University initiatives, programs, and resources related to external communications, marketing, community and public relations, and government affairs. This committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 9. The Inclusive Excellence Committee consists of at least four (4) trustees and is concerned with University policies and issues related to diversity, equity, and inclusion. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 10. The Finance Committee consists of at least four (4) trustees and is concerned with University policies and issues related to financial affairs. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board.

Section 11. The Investment Committee is a Designated Body that consists of at least four (4) trustees and is concerned with the investment of University funds. This Designated Body may include any number of non-trustees with expertise in managing investments so long as trustee members are in the majority and has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Designated Body charter, and any amendments thereto, approved by the Board.

Section 12. The Trusteeship Committee consists of at least five (5) trustees with seniority and is concerned with policies and issues related to Board governance. This Committee has such powers and duties, and shall operate in accordance with such procedures, as shall be set forth in a Committee charter, and any amendments thereto, approved by the Board. The Board Vice Chair shall be the Trusteeship Committee Chair. The President shall not be a member of the Trusteeship Committee. Subject to his or her acceptance, the trustee who is the General Secretary of the General Board of Higher Education and Ministry of the United Methodist Church shall be a member of the Trusteeship Committee.

Section 13. A majority of members of any Standing Committee, Subcommittee, or Designated Body constitutes a quorum at any meeting thereof. They may participate in meetings by electronic remote access, which shall constitute presence in person at the meeting. A member may be required to recuse himself or herself from Board, Committee, or Designated Body meetings in accordance with Board policies or practices.

ARTICLE VIII: Fiscal Year

Section 1. The fiscal year of the University begins on July 1st of each year and ends on June 30th of the succeeding year.

ARTICLE IX: University Officers

Section 1. University officers shall be a President, a Provost, a Vice President of Finance and Treasurer, other Vice Presidents, and a Secretary. The President can appoint additional officers with the approval of the Board.

Section 2. President. The President of the University is elected by the Board, continues in office at the pleasure of the Board, and receives such compensation as the Board may direct. The President:

- a. is the Chief Executive Officer of the University and an ex officio member of the Board without the power to vote;
- b. executes Board policies to operate, develop, and promote the University's mission and purpose;
- c. performs such acts, duties, and responsibilities that in his/her judgment promote the interests of the University consistent with the Act of Incorporation, the Bylaws, and Board policies;
- d. represents the University to the public and presides at public academic occasions, or designates a trustee or University officer to preside;
- e. keeps the Board and Executive Committee informed of University operations and activities; and
- f. has other powers and duties as assigned by the Board or Executive Committee and as usually attend the office.

Section 3. Provost. The Provost is appointed by the President with the approval of the Board, continues in office at the pleasure of the President, and receives such compensation as the President may direct with the concurrence of the Board. The Provost (i) is the Chief Academic Officer of the University, second in responsibility only to the President, (ii) is a member of the University faculty and of each department, school, and college, and an ex officio member of each academic committee of the University and (iii) reports to the President and shall have such powers and duties as the President shall designate from time to time with the concurrence of the Board. Unless the Board otherwise determines in its discretion, the Provost shall exercise the powers and duties of the President in case of a vacancy in that office and during the President's absence or incapacity.

Section 4. Vice President of Finance and Treasurer. The Vice President of Finance and Treasurer is appointed by the President with the approval of the Board, continues in office at the pleasure of the President, and receives such compensation as the President may direct with the concurrence of the Board. The Vice President of Finance and Treasurer is the Chief Financial Officer of the University and shall have such powers and duties as the President shall designate from time to time with the concurrence of the Board.

Section 5. Vice Presidents. Vice Presidents are appointed by the President with the approval of the Board, continue in office at the pleasure of the President, receive such compensation as the President may direct with the concurrence of the Board, and have such powers and duties as the President shall designate from time to time with the concurrence of the Board.

Section 6. Secretary. The Secretary is appointed by the Board in consultation with the President, continues in office at the pleasure of the Board, and receives such compensation as the Board may direct with the concurrence of the President. The Secretary:

- a. keeps Board, Committee, and Designated Body meeting minutes;
- b. serves notice of all Board and Executive Committee meetings;
- c. has custody of the corporate seal and is authorized to attest and affix it to legal instruments;
- d. has such assistance in the performance of his/her duties (e.g., an Assistant Secretary), as approved by the Board;
- e. has such duties as usually attend the office; and
- f. performs such other duties as may be assigned by the Board, in coordination with the President.

ARTICLE X: University Faculty

Section 1. University faculty are appointed by the Provost with the advice and consent of the appropriate college or school faculty, department head, and dean, and with the approval of the President. University faculty may be appointed with tenure with the additional approval of the Board.

Section 2. The Provost is the Chair of the faculty. Each school or college dean is the Chair of that school or college faculty. The Provost appoints school and college deans with the advice and consent of the appropriate college or school faculty and with the approval of the President, Deans may be appointed with tenure with the additional approval of the Board.

Section 3. Subject to the powers vested in the Board, President, and Provost, the faculty, functioning through its duly constituted entities, has primary responsibility for:

- a. instruction and academic standards;
- b. curriculum and course approvals;
- c. recommendations of faculty appointments, promotions, and faculty personnel concerns;
- d. recommendations for the instructional budget; and
- e. recommendations of policies affecting student affairs.

ARTICLE XI: Execution of Legal Documents

Section 1. The President and other University officers and employees designated by the President and approved by the Board have authority to execute and acknowledge on behalf of the University any contracts, legal documents, and instruments in connection with University operations authorized by the Board.

ARTICLE XII: General Powers of the Corporation

Section 1. The Corporation has authority to exercise all necessary or convenient powers to accomplish the purposes for which the Corporation exists.

ARTICLE XIII: Indemnification

Section 1. With the approval of the Board (or Executive Committee, subject to Article VI, Section 4), the Corporation has the power to indemnify any current or former trustee, officer, agent, Designated Body member or employee of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against judgments and expenses actually and reasonably incurred by him/her in connection with the defense of any actual or threatened action, suit, proceeding, inquiry or investigation in which he/she is or may be made a party, participant or subject by reason of being or having been such trustee, officer, agent, Designated Body member, or employee, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. The Board (or Executive Committee, as applicable) reserves the exclusive authority to grant or deny requests for indemnification in its sole discretion, and to make all determinations with respect to any proposed indemnification, including the amounts to be indemnified and the time period for indemnification.

ARTICLE XIV: Tax Exemption

Section 1. The Corporation shall not engage in activities not permitted by a corporation exempt from federal income tax and that receives contributions deductible under the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its trustees, officers, or other private persons, except that the Corporation is authorized to pay reasonable compensation and retirement for services rendered and to make payments and distributions in furtherance of Corporate purposes.

ARTICLE XV: Corporate Seal and Offices

Section 1. The Corporation shall have a seal inscribed with its name and the words “Washington, DC 1893.” The Board may change the seal’s form or inscription at its pleasure. Section 2. The principal office of the Corporation shall be in the District of Columbia, with offices in other places determined by the Board.

Section 2. The principal office of the Corporation shall be in the District of Columbia, with offices in other places determined by the Board.

ARTICLE XVI: Amendments

Section 1. These Bylaws may be amended at any regular or special Board meeting by a vote of two-thirds of the trustees having the power to vote who are present at the meeting, a quorum being present and voting throughout, provided that notice of the substance of the proposed amendment has been sent to trustees with the notice of such meeting.

ARTICLE XVII: Conflict of Interest

Section 1. Any actual, apparent or potential conflict of interest of any trustee or Designated Body member shall be disclosed in the manner set forth in a written policy on conflict of interest adopted by the Board.

Section 2. Trustees or Designated Body members determined in accordance with such policy to have an actual, apparent or potential conflict of interest with respect to a matter cannot vote on any such matter or be counted in determining the quorum for the meeting at which action is proposed with respect to such matter, even when permitted by law. The trustee or Designated Body member can state his/her position on

the matter or answer questions from other trustees. Meeting minutes shall reflect the disclosure, quorum, and voting abstention.

Section 3. New Board members and Designated Body members shall be advised of the conflict of interest policy, and provided with a copy thereof, upon taking office.

Section 4. Each trustee and Designated Body member shall annually sign and submit to the Secretary of the University a disclosure statement as required by the Board policy on conflict of interest.

ARTICLE XVIII: Actions Taken Outside of a Meeting

Section 1. Unless otherwise proscribed in these bylaws, any action required or permitted to be taken by the Board of Trustees or by any committee thereof, may be taken without a meeting provided all trustees and Designated Body members eligible to vote give consent for the proposed action. Each trustee or Designated Body member eligible to vote shall record their consent in a record describing the action to be taken and delivered to the University. Promptly after completion of the action, the Secretary shall certify the result and shall provide notice thereof to the members of the Board, Committee, or Designated Body as applicable. The actions taken shall be reflected in the minutes of the next meeting of the Board of Trustees, Committee or Designated Body.

Bylaws Amendments and Revisions

Effective October 31, 1942. Amended: January 12, 1945; June 2, 1947; April 17, 1948; May 28, 1949; October 29, 1949; April 18, 1953; October 31, 1953; January 12, 1957; June 4, 1960; November 25, 1963; June 12, 1965; April 30, 1966; and revised effective April 29, 1972; and amended, April 24, 1976; October 26, 1979; October 24, 1980; October 23, 1981; May 7, 1982; March 4, 1983; October 25, 1985; May 8, 1987; March 2, 1990; March 1, 1991; February 28, 1992; October 29, 1993; May 5, 1995; November 17, 1995; March 8, 1996; February 28, 1997; October 31, 1997; May 15, 1998; September 18, 1998; February 23, 2001; November 16, 2001; May 17, 2002; May 14, 2004; May 19, 2006; June 9, 2006; November 3, 2006; September 28, 2007; February 29, 2008; February 19, 2010; May 15, 2015; March 1, 2019; November 15, 2019; September 10, 2020; May 14, 2021; November 12, 2021; February 24, 2023; September 8, 2023.