

**Bylaws
of the
Middle Tennessee State University
Board of Trustees**

ARTICLE 1 Authority of the Board

1.1 Middle Tennessee State University is a public university established by the laws of the State of Tennessee. The University is subject to the management and governance of a Board of Trustees (Board) as established by T.C.A. § 49-8-101.

1.2 The Board is vested with the power and authority to govern the University and to exercise all powers and authority as set forth in the laws of the State of Tennessee.

ARTICLE 2 Powers and Duties of the Board

2.1 The Board has the power and authority to:

1. Approve the mission of the University, ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee.
2. Select, employ and annually assess the performance of the chief executive officer of the University (President) and confirm the appointment of administrative personnel, faculty, and other employees of the University and their salaries and terms of office.
3. Approve curricula, approve and prescribe requirements for diplomas and degrees, and award academic diplomas and degrees.
4. Approve the operating budget and set fiscal policies.
5. Establish policies and rules regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety.
6. Award tenure and promotion to eligible members of the faculty upon the positive recommendation of the President.
7. Define and set in-state and out-of-state residency requirements within the parameters outlined in statute.
8. Set tuition rates for resident and non-resident undergraduate and graduate students within the parameters set by statute.
9. 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.
10. Purchase land subject to the terms and conditions of state regulations, condemn land, erect buildings, and equip them for the University subject to the requirements of the state building commission and the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired.
11. Name buildings, grounds, and other identifiable physical features of the University, or revoke such names.

12. Assume general responsibility for the operation of the University, delegating to the President and providing for the further delegation, of any and all powers and duties as are necessary and appropriate for the efficient administration of the University and its programs, subject to limitations expressly set forth in law.
13. The Board shall have the right to retain independent consultants.
14. Perform and exercise all other powers not otherwise prohibited by law as are necessary to govern the University.

ARTICLE 3 Responsibilities of the Board

3.1 The Board shall be responsible for the 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.

3.2 In exercising its powers, the Board and its individual members will:

1. Provide insight and guidance to the University's strategic direction, charging the President with leading the strategic planning process.
2. Ensure the University's fiscal integrity; oversee the University's financial resources and other assets; review and approve annual University budgets; and preserve and protect the University's assets for posterity.
3. Ensure and protect, in a manner consistent with principles of shared governance, the educational quality of the University and its academic programs; and preserve and protect the University's autonomy, academic freedom, and the public purposes of higher education.
4. Refrain from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President of the University.
5. Act as a body with no individual Board member speaking for the Board unless specifically authorized to do so by the Board.
6. Actively participate and engage in all Board meetings and events, absent good cause.
7. Conduct the Board's business in an exemplary manner, adhering to the highest ethical standards, complying with applicable open meeting and public records laws; ensure the currency of Board governance policies and practices; and, periodically assess the performance of the Board, its committees and its members.

3.3 Board members must comply with these Bylaws and the Code of Ethics policy, to include disclosure of actual or potential conflicts of interest.

ARTICLE 4 Membership

4.1 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.

- 4.2** Of the (9) voting members, at least six (6) members shall be residents of the State of Tennessee.
- 4.3** Eight (8) of the voting members will be appointed by the Governor of the State of Tennessee with at least three (3) being alumni of the University.
- 4.4** A University faculty member shall serve as one (1) voting Board member to be selected by the University Faculty Senate.
- 4.5** The nonvoting member shall be a student representative to be appointed by the Board.
- 4.6** The initial terms of the Board members appointed by the Governor 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.
- 4.7** Whenever a vacancy shall occur in the membership of the Board among those appointed by the Governor due to death, resignation or removal, 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 selected by the Board or elected by the Faculty Senate due to death, resignation or removal, it shall be the duty of the Secretary of the Board to inform the respective party of the vacancy so that the unexpired term may be filled as provided in the Bylaws. If a vacancy occurs by reason of expiration of term, the Board member whose term is expiring shall serve until a successor is appointed.
- 4.8** 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.
- 4.9** The following individuals are prohibited from serving as a member of the Board for so long as they hold the office or position: employees of any public institution of higher education, except those faculty members elected to the Board; elected or appointed officials; state employees; or, members of a governing body for any institution of higher education.
- 4.10** A Board member may be removed for a material violation of the Board's Code of Ethics by the Governor or by a two-thirds (2/3) vote of the Board membership.

ARTICLE 5 Officers of the Board

- 5.1** The officers of the Board shall be a Chair and a Vice Chair, and such other officers as the Board deems appropriate.
- 5.2** The officers shall be elected from among the voting membership of the Board by a majority of those present and voting. Each officer shall serve a two (2) year term until successors are elected or a vacancy occurs. The officers may be elected to consecutive terms without limitation.
- 5.3** The Chair shall perform such duties as may be prescribed by the Board but which shall include presiding at all Board meetings. The Chair may vote on all questions and shall serve as the spokesperson for the Board on matters voted on and approved by the Board. The Chair shall serve as an ex officio member of all standing committees of the Board, entitled to vote.
- 5.4** The Vice Chair shall perform such duties as may be prescribed by the Board. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, including presiding at Board meetings.
- 5.5** An officer may be removed at any time by a two-thirds (2/3) vote of the Board members eligible to vote.
- 5.6** If a vacancy occurs by death or resignation, the vacancy shall be filled for the remainder of the term. If a vacancy occurs by reason of expiration of term, the board member whose term is expiring shall serve until a successor is appointed.

ARTICLE 6 Officers of the University

- 6.1** The officers of the University designated to support Board activities are the President, the Secretary of the Board, the Chief Audit Executive, and such other officers as the Board or the President may determine are necessary. The officers of the University shall have such powers and duties as set out in these Bylaws, and as may be more specifically prescribed by the Board and the President.
- 6.2** The President is the chief executive officer of the University and is appointed by, and serves at the pleasure of, the Board. Subject to any statutory powers retained by the Board or specifically delegated by the Board to other University officers, the President shall be delegated full authority and the responsibility to supervise, direct and manage the affairs and operations of the University. The President may delegate such authority to his/her staff as he/she deems appropriate. The President reports directly to the Board and shall have direct access to the Board. The President shall be the official liaison between the University community and the Board. The President shall attend all Board and committee

meetings and 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. The President shall perform such other duties as assigned by the Board.

6.3 The Secretary of the Board (Secretary) administratively supports the Board and its committees. The Secretary shall be appointed by the President, subject to Board approval. Working directly with the Chair and the President, and in consultation with other senior executives of the University, the Secretary plans and executes the meetings of the Board and its committees, ensuring that these activities comply with all pertinent legal requirements and conforms to sound governance practices. The Secretary advises on the University's governing documents and other policies and procedures pertaining to the governance of the University. The Secretary attends all meetings of the Board and its committees, and is responsible for preparing the official notice and overseeing the preparation of minutes of those meetings. The Secretary serves as the custodian of the minutes and other official records of the Board. The Secretary shall have custody of the corporate seal and affix it to such documents as may require such official recognition. The Secretary is authorized to certify that actions have been taken by the Board and to certify the authority and identity of officers of the Board. The Secretary serves as a point of contact on Board-related policy and procedural matters, governance and communications pertaining to the Board. The Secretary shall perform such other duties as assigned by the Board.

6.4 The Chief Audit Executive (CAE) shall be appointed by the President, subject to Board approval. The CAE reports administratively to the President of the University and functionally to the Board through the Audit and Compliance Committee. The CAE shall have direct and unrestricted access to the chair of the Audit and Compliance Committee. The CAE shall be removable only for cause by a majority vote of the Board. The CAE shall make a comprehensive report on the internal audit function to the Board through the Audit and Compliance Committee at a stated meeting. The report will include the annual audit plan and a review of all previous year audits completed and in progress, including any follow-up reviews and any audits that were scheduled but not completed.

ARTICLE 7 Committees of the Board

7.1 Subject to statutory requirements, the Board may establish such committees as it deems appropriate or necessary to fulfill its responsibilities, and shall define their memberships and duties.

ARTICLE 8 Meetings of the Board

8.1 Open Meetings

1. All Board meetings for which a quorum is required to make a decision or to deliberate toward a decision 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.

8.2 Regular Meetings; Notice

1. The Board shall meet at least four (4) times each fiscal year on such dates and at such times and locations as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Board members then in office. The Board may adjourn any regular meeting to any date that it may set for adjournment.
2. The Secretary shall provide at least five (5) days' written notice of the meeting to all Board members. Notice may be provided by any reasonable means and shall be compliant with the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et. seq.

8.3 Special Meetings; Notice

1. Special meetings of the Board may be called at any time by the Chair, Vice Chair, or President. Two (2) or more Board members eligible to vote may submit a written request to call a special meeting to the Secretary who will convey the request to the Chair and the President.
2. The call for every special meeting shall state the business to be considered and the business transacted shall be confined to the matters stated in the call. The Board may adjourn any special meeting to any date that it may set for adjournment.
3. If the business to be considered requires immediate action, a special emergency meeting may be called with less than five (5) days' notice. Notice shall be by any reasonable means, taking into consideration the need for the emergency circumstances.

8.4 Agenda

1. An agenda for every meeting of the Board shall be prepared by the Secretary in consultation with the Chair and the President. The agenda shall list 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 Board members before the meeting date.
2. Notwithstanding any provision in these Bylaws to the contrary, after consulting with the appropriate committee chair, the President and the Secretary, the Chair may designate

agenda items for deliberation and action at the full Board meeting without prior review and recommendation of a committee.

3. Consent Agenda

- a. The Chair, in consultation with the President or committee chair, as appropriate, may designate items to be presented to the Board on a consent calendar.
- b. Any item unanimously approved by a committee may be designated by the Chair for unanimous consent at the full Board meeting.
- c. Such items shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion.
- d. In consultation with the Chair and the President, any member may request to remove an item from the consent agenda by notifying the Secretary in writing prior to the meeting. The request must be approved by a majority of those present and voting.

4. Anyone wishing to address the Board must submit a written request to the Secretary to be received at least fourteen (14) days prior to the scheduled meeting of the Board. The request must include the requestor's contact information and the issue to be addressed. Any written materials that the requestor wishes to provide to the Board or utilize during their presentation must be submitted with their written request to address the board. After discussion between the Chair and the President, the Secretary will either place the requested item on the agenda or notify the requestor in writing of the reason for rejecting the request.
5. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote of a majority of those present and voting.

8.5 Quorum

1. The Board must have a quorum to conduct business. A quorum shall consist of a majority of voting Board members which constitutes five (5) voting members. If a quorum is not present, the Board members in attendance may adjourn any regular or special meeting until a quorum is established.
2. 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.

8.6 Conduct of Business

1. General parliamentary rules shall be observed in conducting the business of the Board except as may be modified by policies or resolutions adopted by the Board.
2. 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. In the absence of the Chair and Vice Chair, the most senior member of the Board shall preside at the meeting.
3. The Board may permit any or all Board members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication.

- a. The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting.
 - b. All participating Board members must be able to both hear all Board members and speak to all other Board members during the meeting.
 - c. Any Board member participating by telephone or electronically shall identify the persons present in the location from which that Board member is participating.
 - d. Any Board member who participates in a meeting covered by this provision shall be deemed “present” at the meeting.
 - e. A public roll call vote is required on all matters.
4. The action of a majority of the quorum of Board members eligible to vote and present at any meeting shall be the action of the Board, except as may be otherwise provided by these Bylaws.
 5. Except as limited by conflicts of interest or ethical considerations, individual Board members each have:
 - a. The right to vote (with the exception of the non-voting student Board member);
 - 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.
 6. All votes of the Board shall be by public vote as defined by T.C.A. § 8-44-104(b), by public ballot, or by public roll call.
 7. A roll call vote 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 roll call vote shall be taken if required by law or deemed desirable in the judgment of the Chair. A Board member present may request a roll call vote before the announcement of a vote otherwise taken.
 8. No Board member may vote by proxy.

8.7 Minutes

1. The Secretary shall ensure that minutes are taken at each meeting of the Board which, once approved, shall provide a permanent record of such meetings.
2. Minutes need not be a verbatim record of a meeting but should provide adequate basis upon which implementing actions may be taken or permanent policies be extracted therefrom.

ARTICLE 9 Compensation

- 9.1** Members shall receive no compensation for their services, but shall be entitled to reimbursement for travel expenses incurred in the performance of their official duties in conformity with the comprehensive travel regulations as promulgated by the department of finance and administration and approved by the attorney general and reporter.

ARTICLE 10 Bylaws

- 10.1** The Bylaws may be modified 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 two-thirds (2/3) vote of the Board members eligible to vote, provided that 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.
- 10.2** Any determination that any provision of these Bylaws is inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.