

Code of Bylaws
OF THE VANDERBILT UNIVERSITY

To you...I tender my personal expressions of extreme regard, trusting that the healthful growth of the institution may be as great as I know it is your desire and determination to make it. And if it shall, through its influence, contribute even in the smallest degree to strengthening the ties which should exist between all geographical sections of our common country, I shall feel that it has accomplished one of the objects that led me to take an interest in it.

--Cornelius Vanderbilt, letter to Holland McTyeire, December 2, 1875

No compensated member of the faculty or of the staff of the University, other than the Chancellor, shall be a member of the Board. [1998]

4. Except as otherwise specified herein, election to membership on the Board shall be for a term of five years. All members other than the Chancellor shall serve, except as otherwise specified herein, for no more than two consecutive terms. After completing two consecutive terms, a former member may not serve as a voting member on the Board for one year. Re-election to the Board shall be in accordance with the procedures set forth in Chapter II(A)(5). [2024]

5. Election to membership on the Board shall be in accordance with the following procedure:

a. Individuals shall be elected by majority vote of all members present and voting at any meeting of the full Board of Trust. Nominations for election to vacancies shall be presented to the Board by the Governance and Board Affairs Committee for consideration. Terms of service for all members elected shall begin on July 1 or as recommended by the Governance and Board Affairs Committee. [2024]

b. Any student, faculty member, alumnus, Trustee, or friend of the University may propose Trustee candidates for consideration. [2020]

c. In order to forward the knowledge of the alumni concerning the University and their participation in its activities and service, the Alumni Association of Vanderbilt University shall be asked to nominate for election to the Board biennially, generally every even year the current outgoing President of the Alumni Association. The nomination for the Alumni Trustee shall be presented to the Governance and Board Affairs Committee and, if approved, will be transmitted to the Board for election with all the rights and

f. A member serving on the Board who has completed two full five-year terms, who is ineligible for continued service because of age, or at the discretion of the Board, may be elected by the Board as a Trustee Emerita/us upon the recommendation of the Governance and Board Affairs Committee. There are no limits on the number of Trustees Emeriti that may be elected to the Board. Trustees Emeriti shall not be entitled to vote on matters before the Board. [2020]

g. An individual who has attained the age of 70 and is not currently a voting member of the Board is eligible to serve one five-year term of membership with all the rights and privileges of a regular member upon the recommendation of the Governance and Board Affairs Committee. [2020]

6. The Board may remove a member only if, after careful review by the Governance and Board Affairs Committee, the Committee finds that the member has: willfully breached the UniveAn iu (mmitte)6 u 63 (y2*[(U)2 (o s)1i-C)-1 (*[(U4 (c)4afove)44 (f)3 (t)-2 (e) (e)4 (ge)4i-C)-1 P(s)1

the provisions of Chapter II(A)(4), a member serving as an officer at the expiration of said term as a member may be re-elected as a regular member in order to complete the maximum term of service as an officer. [2024]

3. The Board may remove an officer of the Board with or without cause upon a majority vote of the members present and voting at any regular meeting or additional meeting called by the Chairman of the Board. [2015]

C. COMMITTEES OF THE BOARD OF TRUST

1. There shall be the following standing committees of the Board of Trust, together with such other standing and *ad hoc* committees as the Board may create from time to time: **Athletics, Audit, Compensation, Development and External Engagement, Executive, Governance and Board Affairs, Human and Organizational Development, and Investment.** Each 31 0 Td()Tj-0.004 Tc C

Committee shall meet at least semi-annually. [2015]

The Committee shall have authority and direct responsibility for appointing, compensating, and overseeing the external auditors and for

The Committee serves as a strategic partner in considering and recommending for approval policies relating to philanthropic and fundraising activities of the University and to engagement of constituencies related to such. The primary role of the Committee will be to work on matters of philanthropic support through alumni relations, parent/family relations, donor/friend/community relations, and foundation engagement. The Committee will have the opportunity to consider more broadly additional avenues for external resource gifts/grants/awards through engagement of corporate partners and government funders and agencies. Opportunities to collaborate with regional partners including the City of Nashville on technology transfer initiatives and entrepreneurship will also be considered. Committee members shall exemplify volunteer engagement and philanthropy and advocate for support of the University's highest priorities working in close partnership with University leadership. [2024]

6. The **Executive Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board, who shall serve as chair; the Vice-Chairmen of the Board, who shall serve as vice-chairs; the Secretary of the Board; the Chancellor, who shall serve as Secretary of the Committee; the chairs of the Board of Trust standing committees and any special University-wide fund raising campaign; and up to five additional members of the Board. The Board of Trust shall also have the authority to elect additional members of the Board to the Executive Committee as necessary to conduct the business of the Committee. The Executive Committee shall meet as needed. [2024]

The Executive Committee shall be empowered to act upon all questions and transact business of every kind when the Board is not convened except that which, pursuant to law or these Bylaws, requires action by the full Board of Trust. The Committee shall have the authority and direct responsibility for review and approval of the annual University Budget and long-range policies governing University expenditures and other financial obligations. The action of the Committee shall be final provided it shall be without authority to alter, modify, or rescind any affirmative action or policy taken or approved by the Board. All actions taken by the Committee shall be reported to the Board at its next regular meeting, or through the distribution of minutes which shall be available for Trustee review. [2015]

7. The **Governance and Board Affairs Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, and at least five additional members of the Board, one of whom shall be appointed chair by the Chairman of the Board. The Chairman of the Board shall also appoint the vice-chair of the Committee. At least one member of the Committee shall also be a member of the Investment Committee. The Governance and Board Affairs Committee shall meet as needed. [2015]

The Committee shall present nominations for membership of the Board, for officers of the Board, and for membership of the standing committees of the Board. The Committee shall also present nominations for 30% (rounded up to the nearest whole number) of the membership of the Vanderbilt University Medical Center Board of Directors, designated as VU Directors. The Committee shall periodically review the *Code of Bylaws* and any proposed changes to the

Bylaws. In accordance with Chapter IV (Amendments), the Governance and Board Affairs Committee shall make recommendations to the Board regarding any proposed amendment. In accordance with Chapter II(A)(6), in the event the dismissal of a Trustee is warranted, the Committee shall make the recommendation to the Board. The Committee may also make recommendations on any other matters relating to Board affairs and the operations of the Board. [2024]

8. The **Human and Organizational Development Committee** shall be elected by the Board of Trust and be composed of the Chancellor and at least five additional members of the Board. The Chairman of the Board shall appoint the chair and vice chair of the Committee. The Committee shall meet at least semi-annually. [2022]

The Committee shall review and advise University administration on matters relating to student success initiatives, the efficacy of the Career Center, online education, institutional innovation and research. Embedded in (e)4 (e)-6 (6 0 le)6 (8a)4 (n*T-6 (om i)-2 (s)-1 a)4 (t)-2 (l)4 (e)4 (

CHAPTER III Immediate Government of the University

A. GENERAL PROVISIONS

1. The immediate government of the University is committed to the Chancellor and, through the Chancellor, to the assisting officers and the faculty in each of the several schools and colleges. [1982]
2. The Chancellor shall carry out the policies adopted from time to time by the Board of Trust. The Chancellor is vested with general authority to execute documents and contracts on behalf of the University, except as may be otherwise provided by resolutions of the Board. [1998]

B. THE CHANCELLOR

1. The Chancellor shall be the chief officer of the University. The Chancellor may delegate authority to the General Officers, to the faculties, and to others within the University, but no delegation of authority shall in any wise diminish the Chancellor's responsibility to the Board of Trust. The Chancellor has authority to suspend the action of any faculty of the University, the Faculty Senate, or of other individuals or bodies to whom authority has been delegated. In so doing, in the case of any faculty or of the Faculty Senate, the Chancellor shall promptly submit to the body concerned, in writing, a statement of the action and the reasons therefore, and the Chancellor shall report the action to the Board at its next regular meeting together with any pertinent statement submitted by the body affected. [2015]
2. The Chancellor shall preside at Commencement and confer degrees on behalf of the Board. [1998]
3. The Chancellor is, *ex officio*, chairman of the faculty of each school and college. [1982]
4. The Chancellor shall recommend for appointment the General Officers and Deans of colleges and schools, as necessary, for the orderly administration of the University. These shall serve at the pleasure of the Chancellor. The appointment of General Officers and Deans of colleges and schools shall require approval as authorized by the *Code of Bylaws*. [2019]

C. THE FACULTIES

1. The faculty of each school or college shall meet at such times as it may appoint, or at the call of the Chancellor or the appropriate dean. Each faculty may establish its own procedures for calling meetings. [1982]

herein before which resolutions are hereby adopted as a part of this charter but shall make all by-

