

*Methodist  
University  
Bylaws*



*Revised October 18, 2007*

## **Bylaws**

### **Article I Powers of Trustees**

The Board of Trustees shall have and exercise the corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for sound resource management of the corporation (referred to in this and the following articles as "University"). The Board of Trustees shall further determine the general educational and financial policies, and shall have the power to carry out any other functions which are permitted by these bylaws or by the articles of incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the purposes and the mission of the University.
2. Establish, review and approve changes in the educational programs of the University, consistent with its mission.
3. Establish procedures regarding appointment, promotion, tenure, and dismissal of faculty members.
4. Consider the President's recommendations on the conferral of tenure and grant or deny tenure. The Board shall have the exclusive authority to grant or deny tenure.
5. Approve the terms and conditions for employment of all staff, faculty, administrators, and other employees of the University.
6. Appoint the President, who shall be the Chief Executive Officer of the University, and appoint and/or remove any other officers of the Board in accordance with these bylaws.
7. Approve and authorize all degrees, honorary and academic. The Board may delegate to the President and the faculty the authority to award academic degrees.
8. Oversee and approve the budget of the University, and establish policy guidelines for the endowment and for all investments and major fund-raising efforts.
9. Authorize the purchase, management, and sale of all land, buildings, or major equipment for the use of the University.
10. Authorize the construction of major new buildings and major renovations of existing buildings.
11. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
12. Authorize any changes in basic tuition and room and board rates within the University.
13. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.

The Board of Trustees shall not have the power to bind or create any obligation or liability on the part of the North Carolina Annual Conference, Southeastern Jurisdiction of The United Methodist Church, or any other unit or person of United Methodism other than itself.

### **Article II Membership of Board of Trustees**

**Section 1.** The Board of Trustees shall consist of not fewer than twenty-four, nor more than forty persons.

**Section 2.** Sixty percent of each class of new members of the Board of Trustees shall be selected by a majority of the Trustees then in office at a regular meeting of the Board. The remaining forty percent of the persons to serve in each class shall be nominated by the North Carolina Annual Conference Board of Institutions, Inc. Before the spring meeting of the Board of Institutions, the Board of Trustees shall prepare and furnish to the Board of Institutions and to the Board of Higher Education and Campus Ministry of the North Carolina Annual Conference for their consideration, a list of persons recommended to replace those forty percent of the class of voting members whose terms expire on June 30 of that year.

Notwithstanding any other provision in these bylaws, in the case of elections when the total number of Trustees or the number of persons to serve as successors in a class would make it impossible to insure either (i) that the Board of Institutions will nominate and elect exactly forty percent of the persons to serve as successors in a class, or (ii) that following such election the Board of Institutions will have nominated and elected exactly forty percent of the Board of Trustees, the Board of Institutions will nominate and elect to serve as successors in the class that number of persons that will insure following such election that the Board of Institutions will have nominated and elected a percentage of the Board of Trustees as close to forty percent as possible. If pursuant to this paragraph the calculation of forty and sixty percent of a class of Trustees elected in a particular year, or of the entire Board of Trustees, results in a fraction rather than a whole number, then the fractional number shall be rounded off to the nearest whole number and the fraction of 1/2 of a position elected by the Board of Institutions shall be rounded off to the next highest whole number. In no case may the Board of Institutions nominate and elect more than forty-five percent of the Board of Trustees.

**Section 3.** The normal term of office of any trustee is four years; however, a person may be elected to complete an unexpired term. Trustees shall serve for the term for which they are elected and until their successors are elected and qualified

and may succeed themselves in office.

**Section 4.** Any vacancy on the Board of Trustees may be filled by the remaining Trustees through a special election at any regular meeting of the Board, provided persons so selected by the Board of Trustees to fill a vacancy to be elected by the Board of Institutions shall exercise all powers conferred under these articles of incorporation until they have been elected or rejected by the Board of Institutions. Vacancies to be elected by the Board of Institutions are those vacancies where the vacating Trustee would be nominated and elected by the Board of Institutions pursuant to the Articles of Incorporation.

**Section 5.**

- (a) A Trustee may be removed from the Board of Trustees (Board) only for cause, after notice, and an opportunity to be heard in defense of the charges. For the purposes of this section, “cause” shall mean the inability, for any reason, to carry out the duties of a Trustee, or any conduct by a Trustee constituting a crime involving fraud, deceit or dishonesty; or which reflects negatively on the University.
- (b) Any Trustee or Officer as specifically identified in Article V herein may initiate a complaint against any Trustee by making the complaint in a signed writing and delivered to the Chair of the Nominations Committee (“Committee”). The Committee shall provide the Trustee a copy of the complaint within two business days of receipt. The Nominations Committee may undertake any reasonable investigation of the complaint, the results of which shall be put in writing, and a copy thereof provided to the accused Trustee within two business days of completion.
- (c) Within two business days of the latter of the receipt of a complaint or the completion of any investigative report by the Committee, the Chair of the Committee shall set a date for a meeting of the full Committee for the purpose of a recommendation to the Board on removal of the Trustee, and provide notice of the meeting to all Committee Members and the Trustee. Such notice shall state the purpose of the meeting and the date, which shall be not less than five business days from the date of the notice. The Trustee shall be permitted an opportunity to address the Committee in defense of the charges in the complaint and the results of any investigation, and to be present during all deliberation of the Committee. The Committee shall by majority vote make a recommendation to the Board on removal.
- (d) The Board shall determine whether or not the Trustee is to be removed, regardless of the recommendation of the Committee. Such

determination shall be made at the next regularly scheduled Board meeting or a special Board meeting called pursuant to Article VI, Sections 2 and 3. The Trustee shall be removed only upon the vote of two-thirds of the Trustees then present at such meeting.

- (e) If the Trustee against whom a complaint is made is a member of the Nominations Committee, he shall not participate in its proceeding concerning his removal. In that event the Chair of the Board shall appoint another Trustee to serve on the Committee solely with respect to the proceedings concerning the Trustee’s removal.”

**Section 6.** No person shall be eligible for election prior to attaining the age of twenty-one years.

**Section 7.** There shall be no ex-officio members of the Board other than the President of the University. The president may not serve as an officer of the board.

**Article III  
Trustees and Staff Emeriti**

**Section 1.** Trustees – Any active or former member of the Board of Trustees who has served in such capacity for a minimum of eight years may be elected a Trustee Emeritus of the University. Such election shall be made by the full Board of Trustees upon nomination of the Nominations Committee. This election shall be for life or until revoked by the Board of Trustees. A Trustee Emeritus may attend any and all meetings of the Board of Trustees and shall have the right to speak but shall have no vote in the proceedings of the Board. A Trustee Emeritus shall not be counted against the limitation on membership of the Board of Trustees and may not be used to establish a quorum necessary for meetings.

**Section 2.** Faculty/Staff – Any employee of the University who has been employed for a minimum of ten years and who has been officially retired from the University under the provisions of its retirement regulations may be granted the emeritus classification by the Board of Trustees. This election shall be for life or until revoked by the Board of Trustees.

**Article IV  
Officers of the Board**

**Section 1.** The officers of the Board shall consist of the Chair, Vice-Chair, Secretary, and Treasurer and shall be elected at the annual meeting of the Board. The Nominations Committee shall submit nominations for consideration. Other nominations may be made. The terms of office shall be for one year beginning July

1, following election, to June 30. In the event of a vacancy, a successor shall be nominated by the Nominating Committee, and an election will be held at the next regular or special meeting of the Board. The officers of the Board of Trustees shall not be eligible for re-election for more than five consecutive terms.

#### **Section 2. Chair**

(a) The Chair of the Board or, in his/her absence, the Vice-Chair, or in the absence of both, a member of the Board chosen as Chairman pro tem, shall preside at all meetings of the Board. The Chair of the Board shall perform all duties herein prescribed and such other duties as the Board of Trustees shall from time to time prescribe.

(b) The Chair of the Board of Trustees shall serve as Chair of the Executive Committee of the Board, and shall preside at all meetings of the Executive Committee.

(c) The Chair of the Board of Trustees shall sign all diplomas granted by the University.

#### **Section 3. Vice-Chair**

The Vice-Chair of the Board of Trustees shall serve as Vice-Chair of the Executive Committee and shall perform such other duties as are assigned to him/ her by the Board. In the absence or disability of the Chair, he/she shall perform all of the duties and hold all the responsibilities of the Chair.

#### **Section 4. Secretary**

(a) The Secretary of the Board of Trustees shall record the minutes of the meetings of the Board, which shall include the names of the trustees in attendance, and shall be the custodian of its records. He/she shall act in like capacity for the Executive Committee. After each meeting of the Board and of the Executive Committee, he/she shall transmit or cause to be transmitted copies of the minutes of such meetings to all members of the Board and to the President of the University. He/she shall perform such other duties as may be from time to time prescribed by the Board of Trustees.

(b) At the discretion of the Board, a Recording Secretary, who may or may not be a member of the Board, may be appointed by the Board to assist the Secretary.

(c) The Secretary of the Board of Trustees shall sign all diplomas granted by the University.

(d) In the event that both the Chair of the Board and the Vice-Chair are unable to discharge their duties, the Secretary shall convene the Executive Committee and shall preside at all meetings of the Executive Committee until a Chair is appointed.

#### **Section 5. Treasurer**

The Treasurer shall monitor the business affairs of the University, make such

reports as he/she deems necessary or as requested by the Board of Trustees, and review the annual audit of the University.

### **Article V Officers of the University**

#### **Section 1. The President of the University**

The President shall be the chief educational and administrative officer of the University having general control over all of the affairs of the University; as such officer, he/she shall be vested with such authority and shall discharge such duties as are traditionally the responsibility of a university president. In addition, the President shall have the following duties, powers, and responsibilities and others as may be delegated to his/her office by the Board of Trustees, including, but not limited to, the following:

(a) The President shall employ or promote persons to fill the office of the various vice-presidents created by the Board and such other staff and faculty as are necessary to fulfill the mission of the University within the budget adopted by the Board.

(b) The President or a person designated by him/her shall call and preside at all meetings of the faculty.

(c) The President shall carry out all policies and enforce all rules and regulations of the Board of Trustees and shall have all authority necessary to do so.

(d) The President may veto any action of any unit of the University other than the Board of Trustees or its committees.

(e) The President may appoint all committees of the faculty.

(f) The President shall make regular reports to the Board of Trustees concerning the work, condition, and needs of the University and any other matters that may be of importance or concern to the University.

(g) The President shall be responsible for the preparation of the budget of the University and shall submit it with his/her recommendations to the Board and administer the budget as approved by the Board.

(h) The President shall be the channel of official communications and recommendations between the faculty, other officers, students, and employees of the University and the Board of Trustees. Such communications and recommendations shall be in writing, shall be open to the President, and shall be transmitted by him/her, with such recommendations as he/she cares to make, to the Executive Committee of the Board of Trustees at its next meeting following receipt of the communications by the President.

(i) The President shall be readily available at all hours. To this end, he/she shall live on the campus in the residence provided by the University.

**Section 2.** The Vice-President for Academic Affairs and Dean of the University  
The Vice-President for Academic Affairs is responsible directly to the President

for all matters pertaining to the academic program of the University. He/She has oversight of the academic program, makes recommendations to the President regarding academic programs and personnel, and administers the academic program.

**Section 3. The Vice-President for Business Affairs**

The Vice-President for Business Affairs, the chief business officer of the University, is responsible directly to the President of the University for all matters pertaining to the business affairs of the University, and makes monthly reports to the President of the University concerning all funds and properties of the University.

**Section 4. The Vice-President for Church and Community Relations**

The Vice-President for Church and Community Relations is the chief public relations officer of the University, advises the President on all matters relating to public and church relations, and administers programs, publications, and events that will enhance a positive relationship between the University and its various constituencies. He/she is responsible directly to the President of the University.

**Section 5. The Vice-President for Institutional Advancement**

The Vice-President for Institutional Advancement is the chief administrative officer of the University in charge of development and fund-raising. He/She is responsible directly to the President, advises the President on all matters related to fund-raising, and has responsibility for all fund-raising activities of the University.

**Section 6. The Vice-President for Student Development and Services and Dean of Students**

The Vice-President for Student Development and Services and Dean of Students is the chief administrative officer of the University in charge of student services. He/She is responsible directly to the President, advises the President on matters relating to student life, and administers residential life, student development, and student activities programs.

The Vice-President for Student Development and Services and Dean of Students shall be readily available at all hours.

**Section 7. The Vice-President for Enrollment Services**

The Vice-President for Enrollment Services is the chief administrative officer of the University responsible for recruitment, admissions, financial aid, and veterans' affairs. He/She is responsible directly to the President.

**Section 8. The Vice-President for Assessment and Evaluation**

The Vice President for Assessment and Evaluation is the chief administrative officer of the University responsible for assessment and evaluation of all academic, administrative, and support functions and programs, and for monitoring the progress of the University's strategic planning. He/she is

responsible directly to the President.

**Section 9. Additional Vice-Presidents**

The Board of Trustees, from time to time, on the recommendation of the President, may create additional officers of the University and assign these persons such duties as the Board of Trustees may deem proper for the particular office(s). The Board of Trustees, on recommendation of the President, may combine the duties of one or more Vice-Presidents.

**Article VI  
Meetings**

**Section 1. Number of Meetings**

There shall be at least three meetings of the Board of Trustees each year. The annual meeting shall be held in the month of April or May; the fall meeting shall be held in the month of September or October, and the winter meeting shall be held in the month of January or February. The meeting dates for the following calendar year shall be set at the annual meeting and sent in writing to all trustees.

**Section 2. Special Meetings**

Special meetings of the Board of Trustees may be held at any time at the request of the President of the University, the Chair of the Board, or six or more members of the Board.

**Section 3. Notification**

Notification by mail, telephone, e-mail, or facsimile of all meetings (special or regular) shall be given to each trustee five days prior to the meeting.

**Section 4. Authority to Act**

Any annual, regular, or special meeting of the Board of Trustees may consider and act upon any purpose or business, and no mention of any purpose or business need be made in the notice or call for such meeting, except in cases of proposed amendments to these bylaws.

**Section 5. Quorum**

The presence of a majority of the current members of the trustees shall constitute a quorum for the transaction of any business at any meeting of said trustees. Unless otherwise specified herein, all matters shall be determined by a majority of those trustees present.

**Section 6. Special Majority**

A two-thirds vote of the entire Board of Trustees shall be necessary for

corporate dissolution, to sell, convey by easement or like manner (exception for ordinary utility easements serving the campus), mortgage, or otherwise dispose of any of the real estate owned by the corporation contiguous to or a part of the University campus, to effect a major change in the corporation's mission or purpose, to develop by any means the land, tributaries and ravines that border the Cape Rear River that would damage, destroy or disturb the land's natural vegetation, ecological setting or environmental status, or to amend the articles of incorporation or bylaws to permit the selection of any members of the Board of Trustees by an entity not related to the North Carolina Annual Conference, or to amend this Section 6 of Article VI of the Bylaws covering Special Majority.

## **Article VII Action Without Formal Meeting**

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Action taken by a majority of the Board or members of a committee without a meeting is nevertheless board or committee action if written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, and filed with the minutes of the proceedings of the Board or the Committee. Meetings may be conducted by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

## **Article VIII Standing Committees of the Board**

### **Section 1. Standing Committees**

(a) In addition to the Executive Committee, the Board shall have eight committees, as follows:

1. Academic Affairs
2. Buildings and Grounds
3. Church and Community Relations
4. Development
5. Finance
6. Investment
7. Nominations
8. Student Life

(b) Members of standing committees, except the Officers of the Board on the Executive Committee, shall be appointed annually by the Chair of the Board, with terms to begin on July 1 and with one member designated by the Chair of the Board as Committee Chair. The Chair of the Board and the President of the University shall

be ex-officio members of all standing committees, and each standing committee shall include at least three additional trustees. At the discretion of the Board, the Executive Committee may serve as the Finance Committee.

(c) The President of the University shall appoint a member of the administrative staff to serve as a liaison between each committee and the Office of the President. Such liaison person shall assist each committee in the carrying out of its duties.

(d) The committees shall meet at the call of the Chair or three or more committee members. All members shall be notified by mail, telephone, e-mail, or facsimile no less than three days prior to a meeting, except in an emergency when notification by telephone not less than forty-eight hours in advance of a meeting shall suffice.

(e) Each standing committee shall report on its activities to the Executive Committee and to the Board as requested by the Chair of the Board.

(f) Each of the standing committees, other than the Executive Committee and the Nominations Committee, shall review the operation of the corresponding administrative department, analyze the mission of that department in relation to the objectives of the University, ascertain that measurable goals have been set, and verify that performance in attaining those goals has been measured.

### **Section 2. The Executive Committee**

(a) The Executive Committee shall consist of not fewer than five nor more than twelve members, four of whom shall be the Chair, Vice-Chair, Secretary, and Treasurer of the Board. The remaining members of the Executive Committee shall be appointed by the Chair of the Board of Trustees.

In the event that both the Chair of the Board and the Vice-Chair are unable to discharge their duties, the Secretary shall convene the Executive Committee and shall preside at all meetings of the Executive Committee until a Chair is appointed.

(b) The President of the University shall be an ex-officio member of the Executive Committee; however, he/she shall not be counted in determining the number of members or the quorum, and he/she shall not have the power to vote.

(c) It shall be the duty of the Executive Committee to act in all respects for the Board of Trustees in the intervals between the meetings of the Board. It shall receive reports from the President and, through the President, such other reports as are necessary to keep apprised of the operation of the University. It shall have supervision of the work of the University such as is appropriate to the Board itself and may take such action with respect to the officers, committees, and activities of the Board and of the University as are necessary, except appoint members to the Executive Committee, amend the by laws of the University, nominate or elect trustees, or elect or remove the President of the University.

### **Section 3. The Finance Committee**

The Finance Committee shall review the annual operating and capital budgets

prepared and presented under the direction of the President. It shall review major financial transactions not provided for in the budget and submit recommendations on these to the Board of Trustees. At the discretion of the Board, the Executive Committee may serve as the Finance Committee.

**Section 4.** The Academic Affairs Committee

The Academic Affairs Committee shall review the academic purpose, and policies and programs of the University and evaluate the effectiveness of the academic effort. The committee shall also be responsible for a continuing study of long-range plans for improvement of faculty membership, including, but not being limited to, basic qualifications, student-faculty ratios, salaries, and fringe benefits. The Academic Affairs Committee shall review proposals from the President regarding promotion of faculty to higher ranks and the granting of tenure. Grants of tenure shall be effective only upon the positive actions of the Board of Trustees.

**Section 5.** The Student Development and Services Committee

The Student Development and Services Committee, whose principal duty shall be to consult with the Vice-President of Student Development and Services and President and such others of the staff and student body as it deems wise, shall determine the status of student life activities, facilities, equipment, materials and supplies in the student life area; determine if the policies of the Board of Trustees are carried out properly by the administrative office; and see that the general welfare of the University in the Student Development and Services area is sustained.

**Section 6.** The Building and Grounds Committee

The Building and Grounds Committee, whose principal duty shall be to consult with the Vice President for Business Affairs and President and such other members of the faculty or staff as it deems wise, shall determine the state of buildings, equipment, sanitation, maintenance, and safety and see that the general welfare of the University in the building and grounds area is sustained.

**Section 7.** The Investment Committee

The Investment Committee shall advise the Board of Trustees or the Executive Committee of the status and well-being of the funds of the University invested as permanent endowment or invested as temporary investments or operating capital. The Investment Committee shall determine that all investments of the University are made and handled in accordance with the policies set by the Board of Trustees.

**Section 8.** The Nominations Committee

(a) The Nominations Committee shall submit at the annual meeting of the Board its nominees to serve as Chair, Vice-Chair, Secretary, and Treasurer for a one-year period.

(b) The Committee shall recommend persons for membership on the Board

consistent with Article II of these bylaws to fill current vacancies, as well as for terms which shall become vacant as of the end of the fiscal year of the University.

(c) The Committee shall place in nomination before the Board the names of those persons who qualify for Emeritus designation.

(d) The Committee shall develop cause to be developed a program of orientation for newly-elected trustees.

**Section 9.** The Development Committee

The Development Committee shall have the responsibility for planning and implementing the solicitation of funds for the University's endowment, operational and capital needs.

**Section 10.** The Church and Community Relations Committee

The Church and Community Relations Committee shall be responsible for monitoring and cultivating a positive relationship between the University and The United Methodist Church and between the University and its other constituencies.

**Section 11.** Special Committees

The Board of Trustees may create additional ad hoc committees.

**Article IX**  
**Indemnification**

The Methodist University, Incorporated shall indemnify each present and future officer and trustee of the University against any costs and expenses that may be imposed on or reasonably incurred by him/her in connection with any claim, action, suit, or proceeding hereafter made or instituted in which he/she may be involved by reason of his/her being or having been a trustee or an officer of Methodist University, Incorporated. Such indemnity shall extend to and cover all costs imposed or expenses incurred in any such action or proceeding, including reasonable attorneys' fees and reasonable settlement or compromise fees and expenses where the same are effected for less than the reasonable anticipated cost of defending any such action or proceeding to a final conclusion. The agreement of indemnification by the corporation is binding upon the corporation, its successors, and assigns and shall inure to the benefit of the heirs, executors, or administrators of any such officer or trustee, but shall not be exclusive of any other rights to which such trustee or officer may be entitled as a matter of law. The indemnification shall in no event be applicable or effective in any case in which any trustee or officer shall be finally adjudged in any such action, suit, or proceeding to be liable because of dereliction in the performance of his/her duties as such trustee or officer, nor shall this indemnification apply or be effective in any case in which such indemnification is not allowable under North Carolina law.

**Article X**  
**Conflict of Interest**

A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interest which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University, or (b) such Trustee is aware that a member of his or her family (which for purpose of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the Trustee), or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter under consideration at a Board or committee meeting in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote.

**Article XI**  
**Discrimination Prohibited**

**Section 1. Non-Discriminatory Policy**

The Methodist University, Incorporated admits students without discrimination regarding age, race, color, sex, national and ethnic origin, or any religious denomination or disability to all the privileges, programs, and activities generally made available to students at the University. Methodist University does not discriminate on the basis of age, race, color, sex, national or ethnic origin, or religious denomination or disability in employment or in the administration of its educational policies, scholarships, loan programs, athletics, or any other University-administered program.

**Section 2. Affirmative Action Policy**

All administrative, faculty, staff, custodial, and maintenance positions or jobs whether by written or oral contract, shall be filled by qualified individuals without regard to age, race, sex, ethnic origin, religious affiliation, or disability. Efforts will be made to encourage qualified applicants from minority groups.

**Article XII**  
**Fiscal Policies**

**Section 1.** The fiscal year of the University shall begin on July 1 and end on June 30.

**Section 2.** The accounting system of the University shall be such as shall be approved by the Board of Trustees.

**Section 3.** There shall be an annual audit of all funds of the University to be conducted by a Certified Public Accountant firm selected by the Finance Committee.

**Section 4.** All officers and employees of the University who shall have any University funds under their control shall be duly bonded in an amount to be fixed by the Board of Trustees.

**Section 5.** Contracts – Only the President and the Vice-President for Business Affairs (with the approval of the President) are authorized to enter into contracts for the University, except that the Vice-President for Academic Affairs (with the approval of the President) may enter into contracts for adjunct, or part-time, faculty for a period of less than one year.

**Article XIII**  
**Faculty**

**Section 1.** The University faculty shall be composed of (a) the President of the University and such other officers designated by the President who are primarily responsible for instruction and research, (b) all persons of the rank of full instructor or above who are engaged in work for which recognized University degrees are awarded, and (c) members of the faculty emeriti.

**Section 2.** The University faculty, in cooperation with the President and officers of the University, is responsible for the conduct of instruction and research in the various departments of the University.

In furtherance thereof the faculty:

(a) Shall enact such regulations as it deems necessary to carry on instruction and research, promote faculty and student welfare, advance the standard of work, and otherwise further the aims of the University.

(b) Subject to the power of the Trustees and the President, shall determine policies to which the faculty of any department of the University and all committees and councils thereof are expected to conform.

(c) Shall recommend to the President persons to receive academic degrees.

(d) Shall under normal conditions recognize the President of the University as the liaison officer between the University faculty and the Board of Trustees and the

committees thereof.

(e) In extraordinary circumstances, when normal channels of communication are not available, may by formal action request conferences between its representatives and the Board of Trustees or its Executive Committee.

(f) Shall elect its own Secretary, who shall file with the President of the University a signed official copy of all minutes within ten days of the conclusion of any meeting.

#### **Article XIV Amendment of the Bylaws**

Except as may be provided by statutes or by the Articles of Incorporation or by these bylaws, these bylaws may be amended at any meeting of the Board of Trustees by a single majority vote of the members present, provided that notice of the substance of the proposed amendment accompanies the call for such a meeting.