THE HOUSTON UNIVERSITY
BYLAWS OF THE BOARD OF TRUSTEES

September 25, 2004
Amended May 31, 2006
Amended January 27, 2007
Amended January 25, 2014
Amended November 20, 2015
Amended March 2, 2018

ARTICLE I - THE BOARD OF TRUSTEES

SECTION 1: General Powers of the Board of Trustees

The governance of The Howard University (the “University”) shall be vested in the Board of Trustees (the “Board”). The Board shall be responsible for controlling and directing the affairs, property, and interests of the University and may exercise all powers and authorities conferred upon the University by its Act of Incorporation (“Charter”) and as otherwise permitted by law.

SECTION 2: Membership of the Board of Trustees

The number of Trustees shall be up to 35, unless otherwise specified by recommendation of the Governance Committee, for a specific period of time, and by majority vote of the full Board. Of such number, three shall be designated as Alumni Trustees, two as Faculty Trustees, and two as Student Trustees. The President of the University shall be designated a Trustee by virtue of incumbency in that Office. In addition to the 35 Trustees described in foregoing provisions of this Section 2, the number of Emeriti Trustees and Honorary Trustees designated pursuant to Section 6 of this Article I shall be established from time-to-time by the Trustees and shall not be counted against the limitation of 35 contained in this Section 2.

SECTION 3: Qualifications

The Board shall solely determine the qualifications of all persons nominated to be Members of the Board and may refuse to acknowledge or approve the nomination of any person not qualified in accordance with the criteria established by or pursuant to this Article.

SECTION 4: Nominations

With the exception of the President, all other Members of the Board shall be nominated by the Governance Committee of the Board in accordance with the provisions of this Article I.

SECTION 5: Definitions Pertaining to Board Membership

For the purposes of these Bylaws, the terms--

(a) “Board Members” or “Members of the Board” shall mean the entire voting and non-voting membership of the Board.

(b) “Affiliate Trustees” shall mean those Board Members who were nominated as Alumni, Student, or Faculty Trustees pursuant to Section 7 of this Article I.
(c) “Emeriti Trustee” shall mean a non-voting Member of the Board designed by action of the Board pursuant to Section 6 of this Article I.

(d) “Honorary Trustee” shall mean a non-voting Member of the Board designated by action of the Board pursuant to Section 6 of this Article I.

(e) “Trustee” shall mean a voting Member of the Board.

SECTION 6: Emeriti Trustees and Honorary Trustees

(a) General Rule - In addition to the Trustees described in Section 2 of this Article I (“Trustees”), the Board may designate individuals as “Emeriti Trustees” or as “Honorary Trustees” at any regular or special meeting of the Board.

(b) Emeriti Trustees Qualifications - No person may be designated as an Emeriti Trustee unless:

(i) such designation is made upon the recommendation of the Governance Committee and by resolution duly adopted by the Board;

(ii) the recommended Trustee is acknowledged as having made an extraordinary contribution and has previously served at least two full terms on the Board as a Trustee; and

(iii) such person is in good standing with the University.

(c) Emeriti Trustees: Responsibilities; Attendance at Meetings; Limitations - Emeriti Trustees shall provide advice and counsel to the Board and shall meet with the Board at such times and places as may be specified by the Chair of the Board, however, they shall not have the privilege, as a matter of right, to attend meetings of the Board, to vote at any such meeting, or to be counted for a quorum or for any other purpose under these Bylaws.

(d) Honorary Trustees Qualifications - No person may be designated as an Honorary Trustee unless:

(i) such designation is upon the recommendation of the Governance Committee and made by resolution duly adopted by the Board; and

(ii) such person has demonstrated a sustained and substantial commitment to the mission of the University.

(e) Honorary Trustees: Responsibilities; Attendance at Meetings; Limitations - Honorary Trustees shall provide advice and counsel to the Board and shall assist the Board to identify external sources of support for the mission of the University. Honorary Trustees shall meet with the Board at such times and places as may be specified by the Chair of the Board, however, they shall not have the privilege, as a matter of right, to attend meetings of the Board, to vote at any such meeting, or to be counted for a quorum or for any other purpose under these Bylaws.
SECTION 7: Terms of Office for Trustees

(a) General Rule -- Trustees shall be elected by the Board of Trustees at any regular or special Meeting of the Board, provided that the notice required for such meeting advises the Trustees of such election. The term of Office of a Trustee shall begin on the first day of the month next following the month in which the Trustee was elected. Except as provided for in subsection (c) of this Section 7 with respect to the term of Office applicable to Alumni, Faculty, and Student Trustees, and except with respect to the President (who shall remain a Trustee for his or her entire term as President of the University):

(i) a Trustee’s term of Office shall expire on the third annual anniversary of the first day of such term, or upon the Trustee’s prior death, resignation, or removal; and

(ii) a Trustee may not serve more than four terms consecutively, including, if applicable, any prior terms as an affiliate trustee. Notwithstanding the provisions of the previous sentence, the Governance Committee may recommend that, in the best interests of the University, the Board waive the four-term limitation described herein, provided that the issuance of such a waiver shall not be deemed to modify or supersede any other provision or requirement of these Bylaws.

(b) Vacancies - Any vacancy on the Board occurring by reason of death, resignation, disqualification, removal, or inability to perform one or more essential functions of a Trustee, or otherwise, shall be filled for the unexpired term by a majority vote of the remaining Trustees, though less than a quorum, at any Regular Meeting or Special Meeting of the Board held for that purpose.

(c) Affiliate Trustees - Notwithstanding the designation as “Alumni,” “Faculty,” or “Student” Trustee, all Members of the Board owe their primary fiduciary and ethical duties and responsibilities to the betterment and advancement of Howard University, Incorporated, its mission and concomitant interests. Affiliate Trustees, are nominated via a process by their respective constituents, however, the election to the Board is the exclusive authority of the Board of Trustees. The number and term of Affiliate Trustees shall be as provided for in this subsection (c).

(i) Alumni Trustees – The three Alumni Trustees shall be elected for terms of three years each. Such terms shall be staggered so that one such term expires each year. An individual shall be eligible to serve only two consecutive terms as an Alumni Trustee.

(ii) Faculty Trustees – The two Faculty Trustees shall be elected for terms of three years each. Such terms shall be staggered, in a manner deemed appropriate by the Board, so that both terms do not expire during the same year. An individual shall be eligible to serve only two consecutive terms as a Faculty Trustee.

(iii) Student Trustees – The two Student Trustees shall be elected for terms of one year each. Student Trustees shall be eligible to serve no more than one term as a Student Trustee.
SECTION 8: Nomination and Election of Trustees, Emeriti Trustees, and Honorary Trustees

All Members of the Board shall be nominated in accordance with the requirements set forth in this Section 8, and with such nominating procedures that may be approved from time-to-time by the Board of Trustees.

(a) Eligibility Requirements and Nominating Procedures

(1) General Rules for All Members of the Board - Subject to the provision of paragraphs (2), (3), (4), and (5) of this subsection (a), nominations for election or designation as a Member of the Board, and recommendations on the qualifications and fitness of such nominations, shall be made to the Board by the Governance Committee. Individuals nominated and recommended to the Board shall meet such qualification standards as may be applicable under these Bylaws and, to the maximum extent practicable, shall represent diversity in culture, ethnicity, gender, and national geographic location; shall offer a wide divergence in occupational experience, educational orientation, leadership positions, and community service; and shall have demonstrated a commitment to the mission of the University.

(2) Alumni Trustees -- The selection of a candidate to be nominated as an Alumni Trustee shall be made in accordance with Board-approved policies and procedures. Such policies and procedures may be proposed by the Howard University Alumni Association, or by such other organization as may be recognized as a successor to such Association by the Board, for approval by the Board and shall be consistent with the Board Bylaws and shall include nomination, campaign and balloting standards, and shall be consistent with, and in furtherance of, the following principles:

(a) Solicitation for candidates shall be through publications and other media outlets of the University, and through the publications and media outlets available to associations, clubs, and similar organizations affiliated with or otherwise approved by the University;

(b) To be eligible, a candidate for Alumni Trustee must: (i) hold an earned degree from a college or school of the University; (ii) not be a full-time employee or student of the University; (iii) have demonstrated a sustained and/or substantial commitment to the advancement of the University since the award date of the degree; and (iv) attend such advisory sessions as the Board’s Governance Committee determines appropriate regarding the duties and responsibilities attendant to trusteeship;

(c) Voting by alumni shall be made from a field of not less than three or more than five eligible candidates;

(d) Ballots for the nomination of a candidate to be an Alumni Trustee nominee to the Board shall be distributed to eligible alumni at the direction of the Secretary by an independent public accountant, law firm or electronic voting administrator. Balloting shall occur electronically; however, in extraordinary circumstances, mail balloting may be authorized, as the Governance Committee may deem appropriate under the circumstances, giving due regard to both the integrity of the process and obtaining the greatest practicable return;
(e) Write-in candidates shall be permitted and counted, if such candidates are otherwise eligible to serve as an Alumni Trustee;

(f) The Secretary shall provide for a maximum of 30 days from the opening of the process for balloting;

(g) Voting shall be by secret ballot, but ballots may be coded in a way that preserves confidentiality, while mitigating against the potential for voter impropriety;

(h) Only holders of earned degrees from a college or school of the University shall be eligible to vote for a candidate for Alumni Trustee;

(i) The Secretary shall declare the two candidates receiving the highest number of votes in the process as the “Alumni Nominees,” provided that, the combined votes of the two candidates represent at least 30 percent of all votes cast. If the candidates fail to achieve a 30 percent plurality, there shall be a run-off process. The run-off process shall be between the three candidates receiving the highest number of votes;

(j) The candidate nominees receiving the two highest numbers of votes with at least a combined 30 percent plurality shall be referred by the Secretary to the Governance Committee for its consideration and recommendation to the Board. The referral shall include a statement of eligibility regarding the nominees and the names for all the candidates who participated in the process. Except under extraordinary circumstances, the Board will give full consideration and priority to the nominee receiving the highest number of votes.

(3) **Faculty Trustees**— The selection of candidates to be nominated as Faculty Trustees shall be made in accordance with Board-approved policies and procedures and such provisions of the Faculty Constitution as are relevant thereto. Such policies and procedures may be proposed by the Faculty Senate for approval by the Board and shall be consistent with Board Bylaws, shall include nomination, campaign, and balloting standards, and shall be consistent with, and in furtherance of, the following principles:

(a) There shall be one Faculty Trustee selected from and representing the undergraduate schools, and colleges of the University and one Faculty Trustee selected from the College of Dentistry, School of Divinity, School of Law, College of Medicine, College of Pharmacy, or School of Social Work. Prior to the nomination process and distribution of ballots, the Secretary in consultation with the Provost and the Secretary of the Faculty Senate shall designate such schools and colleges, and the criteria that shall be used to determine candidate eligibility and the faculty attributable to each;

(b) Faculty eligible for nomination to the Board as a Faculty Trustee may be either tenured or non-tenured, and be employed at the time of their candidacy, nomination, election, and entire term on the Board:
in a full-time faculty appointment or position, performing a majority of the academic and research services attendant to such appointment at one or more University campuses; or

(ii) be serving as a full-time departmental Chair; and

(iii) attend such advisory sessions as the Board’s Governance Committee determines appropriate regarding the duties and responsibilities attendant to trusteeship.

(c) Deans and ex officio members of the Faculty Senate shall not be eligible to serve as a Faculty Trustee;

(d) Ballots for the nomination of a candidate to be a Faculty Trustee nominee to the Board shall be distributed to eligible faculty at the direction of the Secretary in concert with the Faculty Senate by an independent public accountant, law firm or electronic voting administrator. Balloting shall occur electronically; however, in extraordinary circumstances, mail balloting may be authorized, as the Governance Committee may deem appropriate under the circumstances, giving due regard to both the integrity of the process and obtaining the greatest practicable return;

(e) Voting by faculty shall be made from a field of not less than three or more than five eligible candidates for each position;

(f) Write-in candidates shall be permitted and counted on ballots, if such candidates are otherwise eligible to serve as a Faculty Trustee;

(g) The Secretary shall provide for a maximum of 30 days from the opening of the selection for balloting;

(h) All voting shall be by secret ballot, but ballots may be coded in a way that preserves confidentiality, while mitigating against the potential for voter impropriety;

(i) On or before March 1 of each year, or at such other time as may be directed by the Board of Trustees Governance Committee, in concert with the Faculty Senate the Secretary shall send ballots, or cause ballots to be sent, to all eligible members of the Faculty;

(j) The Secretary shall declare the two candidates receiving the highest number of votes in the process as the “Faculty Nominees,” provided that, the combined votes of the two candidates represent at least 30 percent of all votes cast. If the candidates fail to achieve a 30 percent plurality, there shall be a run-off process. The run-off process shall be between the three candidates receiving the highest number of votes; and

(k) The candidate nominees receiving the two highest numbers of votes with at least a combined 30 percent plurality shall be referred by the Secretary to the Governance Committee for its consideration and recommendation to the Board. The referral shall include a statement of eligibility regarding the
nominees and the names for all the candidates who participated in the process. Except under extraordinary circumstances, the Board will give full consideration and priority to the nominee receiving the highest number of votes.

(4) **Student Trustees** -- The selection of candidates to be nominated as Student Trustees shall be made in accordance with such Board-approved policies and procedures. Such policies and procedures may be proposed by the Howard University Student Association, or by such other organization recognized as a successor to such Association by the Board, for the approval of the Board and shall be consistent with the Board Bylaws and shall include nomination, campaign and balloting standards, and shall be consistent with, and in furtherance of, the following principles:

(a) There shall be one Student Trustee selected from the undergraduate schools and colleges of the University, and one Student Trustee selected from the Graduate School and the professional schools and colleges of the University;

(b) In order to be an eligible nominee for Undergraduate Student Trustee, a candidate must, at the time of their candidacy, nomination, election and entire term on the Board:

(i) be an undergraduate full-time student of the University;

(ii) be enrolled in at least a second consecutive year of academic study at the University;

(iii) be in good standing (and not suspended, under investigation, ineligible, or on probation of any kind with any school, college, division, or other academic or administrative component of the University or subject to disciplinary sanction);

(iv) have a minimum cumulative grade point average of at least 2.50;

(v) present a petition, signed by at least 200 undergraduate students, indicating the student identification numbers for each, that supports the student’s candidacy;

(vi) not be eligible for graduation before the expiration of the Board term for the vacancy to which the candidate seeks election; and

(vii) attend such advisory sessions as the Board’s Governance Committee determines appropriate regarding the duties and responsibilities attended to trusteeship.

If the nominee is elected as a Trustee, the requirements of clauses (i), (iii), and (iv) shall be deemed conditions for continued eligibility to serve as the Undergraduate Student Trustee;

(c) In order to be an eligible nominee for Graduate Student Trustee, a candidate must, at the time of their candidacy, nomination, election and entire term on the Board:
(i) be enrolled continuously in a graduate or professional school or college of the University since at least the start of the academic year in which the candidate is seeking election;

(ii) be in good standing (and not suspended, under investigation, ineligible, or on probation of any kind with any school, college, division, or other academic or administrative component of the University or subject to disciplinary sanction);

(iii) have a minimum cumulative grade point average of at least 3.20;

(iv) present a petition, signed by at least 100 graduate or professional students, indicating the student identification numbers for each, that supports the student’s candidacy;

(v) not be eligible for graduation before the expiration of the Board term for the vacancy to which the candidate seeks election; and

(vi) attend such advisory sessions as the Secretary believes appropriate regarding the duties and responsibilities attended to trusteeship.

If the nominee is elected as a Trustee, the requirements of clauses (i), (ii), and (iii) shall be conditions for continued eligibility to serve as the Graduate Student Trustee;

(d) In addition to the eligibility requirements described in (b) and (c), no undergraduate or graduate/professional student of the University who also holds a full-time faculty or staff position shall be eligible to be a candidate for, or shall serve as, a Student Trustee;

(e) Ballots for the nomination of a candidate to be a Student Trustee nominee to the Board shall be distributed to eligible students at the direction of the Secretary in concert with the Student Government Association or by an independent public accountant, law firm or electronic voting administrator. Balloting shall occur electronically. Other voting methods may be authorized as the Governance Committee may deem appropriate under the circumstances, giving due regard to both the integrity of the process and obtaining the greatest practicable return;

(f) Voting by students shall be made from a field of not less than three or more than five eligible candidates for each position;

(g) The Secretary shall provide for a maximum of 30 days from the opening of the election for balloting;

(h) Voting shall be by secret ballot, but ballots may be coded in a way that preserves confidentiality, while mitigating against the potential for voter impropriety;
(i) The Secretary shall declare the two (2) candidates receiving the highest number of votes in an election as the “Student Nominees,” provided that, the combined votes of the two candidates represent at least 30 percent of all votes cast. If the candidates fail to achieve a 30-percent plurality, there shall be a run-off process. The run-off process shall be between the three candidates receiving the highest number of votes; and

(j) The candidate nominees receiving the two highest numbers of votes with at least a combined 30 percent plurality shall be referred by the Secretary to the Governance Committee for its consideration and recommendation to the Board. The referral shall include a statement of eligibility regarding the nominees and the names for all the candidates who participated in the process. Except under extraordinary circumstances, the Board will give full consideration and priority to the nominee receiving the highest number of votes.

(5) Emeriti Trustees and Honorary Trustees -- Nominations for designation as Emeriti Trustees and Honorary Trustees shall be made in accordance with procedures established by the Governance Committee of the Board.

(a) Balloting Procedures -- The Board may establish such additional balloting procedures as it deems appropriate for the election of Trustees. Such procedures shall be deemed to supersede and replace all existing balloting policies, procedures, bylaws, governance documents, regulations or action taken, ratified, or otherwise approved by the Board to the extent that such policies, procedures, bylaws, documents, or regulations are determined to be inconsistent with these Bylaws.

SECTION 9: Removal of Board Members

(a) Removal of Trustees -- Any Trustee may be removed by a majority vote of the Board, a quorum being present, at any meeting of the Board, upon certification by either the:

(i) Governance Committee that the Trustee proposed to be removed has acted in a way that is: either an actual or apparent violation of the Statement of Responsibilities of the Board; inconsistent with the fiduciary role of a trustee; or has otherwise acted in a way to bring discredit to the University or Board; or

(ii) Audit and Legal Committee that the Trustee proposed to be removed has violated the Code of Ethics and Conduct or has failed to timely submit an accurate and complete Disclosure Form as required under such Code.

(b) Failure to Maintain Eligibility -- A Faculty or Student Trustee may also be removed by a majority vote of the Board, a quorum being present, at any meeting of the Board, upon certification by the Secretary and recommendation of the Governance Committee that such Trustee has failed to maintain a requisite condition of eligibility for nomination or election, as described in Section 8 (a) (3) or (4), as may be applicable.

(c) Emeriti Trustees and Honorary Trustees – Emeriti Trustees and Honorary Trustees may be removed at any time by resolution of the Board for any reason that the Board in its sole discretion believes appropriate.
ARTICLE II: BOARD MEETINGS

SECTION 1: Regular Meetings

(a) Dates -- There shall be at least three Regular Meetings of the Board of Trustees each year, one of which shall be designated as the Annual Meeting of the Board. Regular Meetings shall take place at such time and locations as may be established from time-to-time by the Board.

(b) Notice -- Notice of the time and place of Regular Meetings shall be sent to all Members of the Board upon adoption of the Regular Meeting scheduled by the Board and at least 30 days prior to each such meeting.

SECTION 2: Special Meetings

(a) When Called -- Special Meetings may be called by the Chair of the Board, upon the Chair’s own initiative or upon the written request of either:

(1) at least one-third of the Trustees; or

(2) the President.

(b) Notice -- Written notice of the time and place of all Special Meetings shall be mailed, sent by facsimile transmission, or by electronic transmission to each Trustee by the Secretary of the Board at least six days before the date of such meetings, provided that, if the Chair finds that exigent circumstances exist, the Chair may call a special meeting upon the provision of such notice as the Chair may deem appropriate. All notices of Special Meetings shall specify the business to be considered, and, except as otherwise specifically provided for in these Bylaws, no business other than that so specified shall be transacted at such meetings.

SECTION 3: Presiding Officer

At all meetings of the Board of Trustees, the Chair of the Board shall preside. In the absence of the Chair, the Vice Chair(s) shall be the presiding Officer. In the absence of both the Chair and the Vice Chair(s), a presiding Officer shall be selected by the Board.

SECTION 4: Action Without Formal Meeting

Any action required or permitted to be taken by the Board or by any Committee thereof may be taken without a formal meeting, if a majority of the Trustees entitled to vote approve the action in writing, fax, electronic mail, website voting or other record. The Secretary shall prepare and maintain a record of the action and the individual approvals of the Members of the Board or of a Committee and shall file the same with the minutes of the proceedings of the Board or the Committee.

SECTION 5: Board Action

The affirmative vote of a majority of the Trustees present at a meeting of the Board, or at any Committee thereof, at which a quorum is present shall be required for any action of the Board, or of such Committee, unless the vote of a greater number of Trustees is required by a statute, the University Charter, or by these Bylaws. Trustees may participate in a Regular or Special Meeting of the Board, or of any Committee thereof,
through the use of any means of communication by which all Trustees participating may simultaneously communicate with each other during the meeting.

SECTION 6: Quorum

Except as otherwise provided in these Bylaws, one-third of the membership of the Trustees, or of a Committee thereof, shall constitute a quorum for any meeting of the Board or of such Committee, except that a majority shall be necessary to establish a quorum of the Executive Committee when such Committee is acting for the entire Board. In the event less than a quorum is present at any such meeting, the presiding Officer may adjourn the meeting. If the one-third required under this Section is a fraction, it shall be rounded to the next higher number.

SECTION 7: Executive Sessions; Confidentiality

(a) General Rule -- Meetings of the Board and of each Committee thereof, shall be held in executive session, unless by majority vote, a quorum being present, the members determine otherwise. During an executive session, only such non-members of the Board or of the Committee, as the case may be, shall attend the meeting as the Chair may permit, or as may be otherwise permitted by the Rules of Procedure of the Board or the Committee, as appropriate.

(b) Confidentiality -- All deliberations conducted during an executive session shall be considered confidential and may not be disclosed outside of the meeting, except as may be authorized by these Bylaws or as otherwise directed by the Chair.

(c) Records Management --

(1) Confidential Records -- Unless otherwise approved by the Board, minutes and other records of the Board, and of the Committees thereof, that are less than 25 years old are confidential and are closed for research purposes and public inspection. Upon request for an exception from an interested party for the release of any such minutes or records, or upon its own initiative, the Board may request the University Archivist to give an opinion on the legitimate research value or other academic interest that may be served by the release thereof.

The University Archivist may also initiate a request to the Board for the release of minutes and records that are at least 25 years old, but not more than 50 years old, if the University Archivist believes such release is necessary to further a legitimate research or academic interest.

Requests and recommendations of the University Archivist made to or for the Board shall be communicated through the Secretary who shall transmit the same to the Executive Committee of the Board along with the Secretary’s recommendation relating to such requests or recommendations.

(2) Records Available for Research -- Minutes and other records of the Board, and of Committees thereof, that are more than 50 years old are open for research purposes, unless the Board takes action to disapprove the release thereof.
(3) **Special Access to Minutes and Other Records**

(i) Trustees shall be entitled to receive minutes of Board meetings and the minutes of Committee meetings for those Committees on which they serve; and may authorize release of these minutes and other records in response to requests from the General Counsel, Chief Financial Officer, and the University’s Auditors.

(ii) The independent auditors of the University, and the University’s internal auditors, may have access to such minutes and records to the extent needed to conduct audits or reviews, or to otherwise comply with generally accepted accounting principles or such government requirements as may be applicable.

(4) **Maintenance of Minutes and Records** -- All minutes and other records of the Board and of its Committees shall remain the property of the University. Subject to the provisions of this Section, the Secretary shall be responsible for maintaining the confidentiality and security of such minutes and records and for reporting any breaches thereof to the Chair of the Board, the General Counsel and the Chief Compliance Officer.

**ARTICLE III: OFFICERS OF THE BOARD**

**SECTION 1: Designation of Officers**

The Officers of the Board shall be a Chair, the Vice Chair(s), a Secretary, a Treasurer, and such other Officers as may from time-to-time be established by action of the Board. The Officers shall be elected by written ballot at the annual meeting of the Board and they shall take Office at the close of that Meeting. Except as provided for in Section 4 and 5 of this Article III (regarding the Offices of Secretary and Treasurer), all Officers of the Board shall be Trustees, provided that, the University President and Affiliate Trustees shall not be eligible to hold any Office of the Board.

**SECTION 2: Chair**

The Chair shall be the Chief Executive Officer of the Board. The Chair shall preside at the meetings of the Board and shall act as its spokesperson. In addition to such executive, supervisory, and management functions as may be designated by these Bylaws, or by action of the Board, the Chair shall perform such other functions and duties that appertain to a presiding Officer. Subject to the maximum time limitation specified in this Section 2, the Chair shall hold Office until a successor is elected and shall be an ex-officio member of all Committees of the Board. No person shall serve as Chair for more than six consecutive terms of one year each, provided that, the Board may waive this requirement whenever it determines that such action is in the best interests of the University.

**SECTION 3: Vice Chair**

A Vice Chair shall preside at all meetings of the Board in the absence of the Chair. Should the Office of Chair become vacant, or if the Chair should become unable to perform an essential duty or function of that Office, the Vice Chair shall succeed to the position of acting Chair. The acting Chair shall have the duties and perform the functions described in Section 2 of this Article III until a successor Chair is selected by the Board or until prior resumption of duties and functions by the Chair. The Vice Chair shall hold Office until a successor is elected.
SECTION 4: Secretary

The Secretary of the Board shall be an officer of the University. In addition to such other duties and functions that may be provided for in these Bylaws, the Secretary of the Board shall prepare the agenda of all meetings of the Board, attend the meetings thereof, and prepare the minutes of such meetings. The Secretary shall have charge of all Board records, official documents, and the seal of the University. The Secretary shall cause a copy of the minutes of each meeting of the Board to be forwarded promptly to its Members and shall certify the same as a true copy when necessary. The Secretary shall notify appropriate persons of the Board’s actions and shall send notices of the Board and Committee meetings to the Members of the Board; shall maintain a central calendar for meetings; and shall perform related duties assigned to the Secretary by the Chair of the Board. The Secretary is authorized and empowered to sign certificates of incumbency for the Board, to authenticate the actions of the Board before and with third parties, and to deliver, as appropriate, attestations of such actions of the Board as may be necessary to carry on the business of the University or to give effect to the actions of the Board.

SECTION 5: Treasurer

The Treasurer of the Board shall also be the Treasurer/Chief Financial Officer of the University. In addition to the responsibilities assigned pursuant to Article IV, the Treasurer/Chief Financial Officer shall attend such meetings of the Board or Committees thereof that relate to the administration of the financial affairs of the University and shall prepare and submit all material information on the financial condition of the University as the Board and its Committees may need to properly discharge their responsibilities.

SECTION 6: Vacancies

A vacancy in any Office of the Board by reason of death, resignation, or inability to perform one or more essential functions of the Office, disqualification, removal, or any other cause, shall be filled for the remaining portion of the term by a majority vote of the Board, except that a temporary absence by the Secretary of the Board shall be filled by the General Counsel of the University.

ARTICLE IV: OFFICERS OF THE UNIVERSITY

SECTION 1: The President

(a) **Authorities** -- There shall be a President of the University who shall be elected by the Board and serves at its pleasure. The President shall be the Chief Executive Officer of the University, shall have the general supervision of each college, school and department thereof, and shall have oversight of all the academic and business affairs of the University. Among other executive, supervisory, and management functions designated by the Board, the President shall:

(1) have the authority to enter into contracts on behalf of the University, provided that, such authority may be delegated by the President in such manner and to such extent as the President may deem appropriate and, provided further, that the President shall:

(i) advise the Executive Committee of contract actions that have an anticipated value of $1 million to $5 million within 90 days after the execution of such contracts;

(ii) obtain the prior approval of the Executive Committee of any proposed purchase or sale of real property, and of any rental or lease of University real
property, if: (i) such transaction would entitle any third party to the beneficial
use of real property for a term greater than 5 years, if such real property is
presently being used for, or was acquired for, academic or other non-
commercial or mixed-use purposes; or (ii) such transaction would entitle any
third party to the beneficial use of real property for a term greater than 10
years, if such property was acquired for wholly commercial purposes.

(iii) obtain the prior approval of the Executive Committee of all other contracts
(except for sponsored research agreements) having an anticipated value of
more than $5 million;

(2) approve appointments to and dismissals from faculty positions at the University above
the rank of Associate Professor;

(3) make final decisions (subject to a reservation of authority by the Executive Committee
to modify or rescind such decisions) regarding individual tenure and promotion
determinations, provided that, the President provides notice regarding such final
decisions to the Executive Committee and the Committee on Academic Excellence;

(4) approve appointments to and dismissals from the staff of the University, to an extent
and in accordance with these Bylaws and with such policies and procedures as may
be approved by the Board;

(5) keep the Trustees, faculty, administrative staff, students and alumni timely informed
of material issues of concern;

(6) act as president of the several faculties;

(7) take all measures as may be necessary and appropriate to implement and enforce
relevant state and federal laws, policies and regulations; the Bylaws, policies, rules,
regulations, and other actions taken or approved by the Board and effect such other
measures as may be reasonably required for the governance of the University and for
the protection of its legitimate interests;

(8) develop, initiate, participate in, and approve fundraising efforts for the benefit of the
University in accordance with policies of the University;

(9) make a general report to the Board at its Regular Meetings embodying therein such
suggestions and recommendations as may be deemed best for the management and
improvement of the University and the prosperity thereof; and

(10) be an ex officio member of each Committee of the Board and report to each such
Committee, as requested, on matters pertaining to the affairs of the University as they
pertain to the jurisdiction of each such Committee.

(b) **Temporary Absence** -- During the temporary absence, incapacity, or delay in electing a
successor President, the authorities of the President shall be vested in an “Acting President.”
The Acting President of the University shall be such other Officer of the University as may
be designated in writing by the President, or by the Chair in the absence of a designation by
the President, provided that, no person shall serve as Acting President for a period in excess
of 30 days during any 60 day period without the prior approval of the Executive Committee.
(c) **Vacancy** — Any vacancy in the Office of the President by reason of incapacity, death, resignation, removal, or delay in electing a successor President, shall be filled by an Interim President who shall be vested with the authorities described in Section 1(a) of this Article IV. A designee for Interim President shall be proposed by the Chair of the Board, or by an *Ad Hoc* Committee of the Board established for that purpose. The designee shall be appointed as Interim President upon approval by the Board, provided that, when the Chair believes it necessary to protect the legitimate interests of the University, the Chair may direct the designee to assume the duties of Interim President pending action of the Board. In that event, such action shall be scheduled no later than 30 days subsequent to the Chair’s direction to the designee.

(d) **Incapacity** — Any inability of the President to perform the essential functions and authorities of that Office, with or without reasonable accommodation, due to disability shall be treated as a vacancy in the Office of the President.

(e) **Election** — The President shall be elected by the Board: (i) upon his/her initial nomination to serve as President; and (ii) upon the renewal of the President’s contract of employment with the University, including the exercise of any option hereunder by the University to extend the term of such contract.

(f) **Term** — The President shall hold Office until:

1. a successor shall have been elected by the Board;
2. incapacity, death or resignation;
3. removed by action of the Board; or
4. at the expiration of the term (or any extension thereof) of the President’s current employment contract, if the Board should decline to extend such contract or enter into a new employment contract.

**SECTION 2: Designation and Election of Other Officers**

The Officers of the University shall consist of the President and those Officers appointed pursuant to this Section 2.

(a) There shall be such Vice Presidents and Administrative Officers of the University who shall be recommended by the President of the University and approved by the Board. They shall have such titles, powers, and duties as the President shall delegate to them, with the concurrence of the Board.

(b) In addition to such other functions and responsibilities that may be provided for elsewhere in these Bylaws, or in any subsequent action of the Board, or by direction of the President, the Officers appointed pursuant to this Section shall perform those functions and undertake those responsibilities that are specified in duly approved position descriptions as represented in the Board-adopted organizational structure of the University. Such functions and responsibilities shall be executed consistent with all University policies and local and federal laws and regulations.
(c) **Interim Officers** – No person may serve as an Officer of the University in an interim capacity for a total period in excess of 12 months during any continuous period of 18 months.

**SECTION 3: Limitations**

Except for the President, an Officer of the University may not be a member of the Board. Any two or more offices of the University may be held by the same person, except that the President shall not hold any other Office.

**SECTION 4: Term**

Each Officer pursuant to Section 2 of this Article IV shall hold Office until:

(a) a successor shall have been nominated by the President and ratified by the Board;

(b) death or resignation of the Officer; or

(c) such Officer is removed by the President or by action of the Board.

**SECTION 5: Removal**

Officers designated pursuant to Section 2 of this Article IV may be removed at any time, with or without cause, by either the President, or by Board action at any meeting of the Board, whether or not called for that purpose.

**SECTION 6: Vacancies**

A vacancy in an Office established pursuant to Section 2 of this Article IV may be filled by the President on an interim basis until the next meeting of the Board when a successor shall have been ratified.

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**ARTICLE V: BOARD COMMITTEES**

**SECTION 1: Standing Committees**

(a) **Academic Excellence Committee** -- The Academic Excellence Committee shall be responsible for identifying standards of academic excellence and devising plans and policies to achieve such standards, commensurate with the resources available to the University. In furtherance of its responsibility, the Committee shall:

(1) review and recommend policies designed to:

(i) provide University students a superior education and assist them to meet the highest standards of academic performance;

(ii) establish standards, review and recommend policies and procedures designed to enhance all stages of the academic experience from recruitment to graduation, to include; enrollment management, academic offerings and support services, student life, career service and placement; and
(iii) promote the selection and retention of faculty who have the necessary qualifications and abilities to provide excellence in academic instruction and research;

(2) review, evaluate, and enhance, as appropriate, all curricular, academic programs, and support services;

(3) evaluate the implementation of reorganization, establishment, merger, or abolishment of schools, colleges, programs, centers or institutes and faculty development and performance initiatives;

(4) promote and assess excellence in the quality of University life for students and faculty;

(5) promote, assess, and expand the University’s role in service to the community and the nation;

(6) identify external sources of support for the academic programs and activities of the University;

(7) evaluate the development and implementation of a research agenda for the University consistent with its mission;

(8) make recommendations to the Board, regarding matters and proposals affecting the following:

   (i) establishment, merger, abolishment and governance of schools, colleges, programs, centers, or institutes;

   (ii) criteria for faculty appointments, promotions and the granting of tenure;

   (iii) faculty handbook, constitution, bylaws, faculty life and terms and conditions of employment;

   (iv) revocation of academic degrees;

   (v) Student Code of Conduct and judiciaries, student life, and housing policies; and

   (vi) criteria for conveying distinguished professorships;

(9) recommend to the Executive Committee, for final action, the designation of distinguished professorships; and

(10) recommend to the Audit and Legal Committee, for final action, new or revised:

   (i) Bylaws of Schools and Colleges;

   (ii) revisions of the Faculty Handbook, Bylaws or Constitution; and

   (iii) similar academic governance documents.
(b) **Audit and Legal Committee** -- The Audit and Legal Committee shall be responsible for establishing, promoting, monitoring, and enforcing the fiscal, ethical, and legal integrity standards of the University and ensuring that such standards are prudent and consistent with all applicable legal and audit requirements. In furtherance of its responsibility, the Committee shall:

1. consult with the University’s independent public auditor, the University’s Office of the Internal Auditor, the President, and the Chief Financial Officer regarding the scope and extent of all material audit issues;
2. initiate and/or review remedial action in response to material internal audit issues;
3. approve the Internal Auditor’s proposed annual audit schedule and plans, and regularly review Internal Audit’s activities, reports and organizational structure;
4. initiate and/or review remedial action in response to the management letter of the independent auditor;
5. approve the selection of the University’s independent public auditors, the University’s Internal Auditor and review the selection of the General Counsel and Chief Compliance Officer;
6. determine compliance under University Code of Ethics and Conduct, provided that, matters not specifically delegated to the Committee for final action under such Code may be referred by the Committee with or without recommendation, to the Board for final disposition;
7. direct the Internal Auditor, or the University’s independent public auditor, to conduct such audits and reviews of University program, policies, procedures, books, and records of account, as it may deem appropriate;
8. direct the President to conduct such reviews of University activities, programs, policies, procedures, and records as it may deem appropriate;
9. monitor and review outstanding legal claims by and against the University;
10. review compliance programs and initiate and/or review remedial action in response to non-compliance reports;
11. make recommendations to the Board regarding matters and proposals affecting the following:
   (i) amending these Bylaws;
   (ii) establishing, approving, or abolishing legal entities owned in whole or in part by, or using the name of the University;
   (iii) entering and terminating affiliations that potentially create a substantial risk of liability, or that may require or entail material University investment or involvement; and
(iv) all proposed new or amended governance documents of the University, or of any division or component thereof, or of any entity affiliated therewith, including, but not limited to: (I) all students, faculty, school or college governance documents (including the Student Code of Conduct and Judiciaries and the Bylaws of schools and colleges), the Faculty Senate Constitution Bylaws, and the Faculty Handbook; (II) the Bylaws of University’s Medical Staff and other governance documents affecting the University’s health sciences enterprise; (III) the charter and Bylaws of alumni associations; and (IV) such other documents as the Committee may deem material, or that the President may submit to the Committee for its consideration.

Notwithstanding the provisions of the previous sentence, the Committee shall consult with, and shall take into account the recommendations and comments of the following Committees before recommending a final action to the entire Board:

-- with respect to any matter described in (I), the Committee on Academic Excellence; and

-- with respect to any matter described in (II), the Health Sciences Committee;

(12) take final approval action regarding:

(i) appointment of resident agents;

(ii) selection of insurance carriers;

(iii) approval of one or more risk management plans for the University; and

(iv) selection and retention of outside legal counsel, independent certified public accountant, and/or other experts to conduct analyses, reviews, and investigations for the Audit and Legal Committee.

(13) meet (in person or by phone) with management and the independent auditors to review Howard’s annual operating results and financial statements, A-133 audit results, WHUT audit results and NCAA Agreed –Upon procedures.

(14) review and comment on the Form 990 before it is filed with the Government;

(15) review with management and the independent auditors significant financial reporting issues and adjustments made in connection with the preparation of Howard’s financial statements.

(16) review with management Howard’s major risk exposures and the steps management has taken to monitor and control such exposures, including Howard’s risk assessment and risk management policies.
(17) review and obtain an understanding of the University’s response to external audits or investigations performed by the University’s public auditor as well as external agencies with respect to matters regarding accounting, tax, athletics, regulatory and overall compliance.

(18) request and/or receive investigations of potential improprieties in University operations, in consultation and coordination with the Internal Auditor, the Chief Compliance Officer and/or the General Counsel.

(19) request and/or approve the performance of special examinations and reviews; most notably, reported occurrences of fraud, embezzlement, or theft.

(c) **Total Compensation and Succession Committee** – The Total Compensation and Succession Committee shall oversee the University's compensation and human resources policies and practices and advise the administration on major aspects of workforce planning, strategy and investment to ensure that the workforce configuration and culture are optimally suited to the strategic needs of Howard and reflect the University's values of equity, diversity and inclusion. In furtherance of this responsibility, the committee shall:

(1) oversee the polices associated with the recruitment, retention and compensation of University employees;

(2) maintain responsibility for the establishment of a compensation philosophy and strategy for all employees;

(3) review and assess the effectiveness of the University’s succession plan and compensation programs as they affect all employees;

(4) annually review a report detailing the compensation decisions made by the President and the compensation for all employees applicable to IRS Form 990 reporting;

(5) annually review University goals and objectives relevant to the President’s compensation, evaluate the President’s performance in light of stated goals and objectives, and recommend to the Executive Committee the President’s goals and objectives and compensation levels based on evaluation findings. In evaluating the incentive components of the President’s compensation, the Committee shall consider the University’s performance and the value of similar incentive awards to presidents at comparable universities, and awards given to the President in past years;

(6) monitor the University’s compliance with applicable federal statutes and all other applicable laws and policies affecting employee compensation and benefits;

(7) review the compensation, titles, powers and duties of the officers of the University;

(8) make recommendations to the Executive Committee regarding matters and proposals affecting the following:

   (i) compensation plans, policies and programs and related changes, pay increase budget and incentive pool percentages;
(ii) the annual base salaries and incentive opportunities of the President, Cabinet, and senior executives earning $250,000 or more excluding physicians not subject to review for other compliance reasons;

(iii) incentive awards and opportunities including cash-based and recognition awards; special or supplemental compensation and benefits for the President and the Senior Executives and persons who formerly served as the President and/or as Senior Executives, including supplemental retirement benefits and bonuses awarded during and after employment;

(iv) terms and conditions to be included in employment agreements, contracts for the retention of Senior Executives as Independent Contractors, retention and severance agreements; and

(v) revisions to employment agreements, contracts for the retention of Senior Executives as Independent Contractors, and retention and severance agreements.

(9) take final approval action regarding:

(i) determine the reasonableness of the compensation and other financial benefits of all employees who are "Disqualified Persons" as that term is defined from time-to-time by the Internal Revenue Service. If action is required relating to compensation and other financial benefits for Disqualified Persons before the Executive Committee can act, a subcommittee consisting of the Chair of the Board of Trustees, the Chair of the Finance Committee, the President of Howard University, and the Chair of the Compensation and Succession Committee is authorized to take such required action; and

(ii) selection, retention, compensation, terms and conditions and termination of any compensation consultant, legal, accounting or other advisors retained to assist with evaluating the compensation of the President and Senior Executives.

(d) Development and Alumni Relations Committee -- The Development and Alumni Relations Committee shall be responsible for overseeing and promoting external support of the University’s academic pursuits, research, endowments, and the administrative structure that supports such efforts. In furtherance of this responsibility, the Committee shall:

(1) review and assess the effectiveness of, and participate in, outreach to key constituencies, alumni, corporations and the foundation community;

(2) review and assess the effectiveness of the communications, marketing and branding strategies employed to advance the University;

(3) review, assess and oversee the development of capital campaign plans for the University and for each college and school thereof;

(4) evaluate policies and procedures relative to the enhancement of private support;

(5) evaluate the development and implementation of the University’s communication and marketing plan;
(6) review the appropriateness of resources allocated to development efforts;

(7) make recommendations to the Board regarding policy, matters and proposals affecting the following:

(i) the planning, initiation, and management of major fundraising campaigns and development policies;

(ii) the establishment of specific endowed chairs;

(iii) criteria for the establishment of endowed academic chairs, scholarships, naming opportunities, donations of real property, planned giving, and related matters, provided that, such criteria are consistent with applicable criteria adopted by other Board Committees, i.e., Finance, Academic Excellence, and Executive regarding such matters; and

(iv) the appropriateness of matching gift obligations;

(8) take final action with respect to the acceptance of extraordinary gifts of restricted resources to the University or to any college, school or unit thereof;

(9) oversee and review the development of policies and procedures designed to engage alumni in supporting the University, including, but not limited to, acknowledgments, fundraising, program development, career placement, professional networks, student recruitment and mentoring; and

(10) provide information and analysis to the Finance Committee making judgments about expected fundraising and contributions for purposes of annual and long-range planning and budgeting.

(e) Executive Committee -- The Executive Committee of the Board shall be established and operated in accordance with the provisions of this subsection (e).

(1) Composition and Quorum -- The Executive Committee shall consist of the Chair of the Board, who shall also be the Chair of the Executive Committee, the Chair of each standing Committee, and such other members as may be appointed by the Chair of the Board. A majority of the Committee shall constitute a quorum when the Committee is acting for the Board. In all other cases, a quorum shall consist of one-third its membership.

(2) Authorities and Responsibilities -- The Executive Committee shall exercise the authority of the full Board between the meetings of the Board. In addition to the foregoing, the Committee shall:

(a) define the mission statement and the concomitant goals and objectives of the University and review and approve the President’s strategic plans and policies to achieve those goals and objectives;

(b) identify and recommend nominees for the Office of President;
evaluate and assess the performance of the incumbent President, pursuant to such criteria as it may deem appropriate, in order to ascertain the effectiveness and proficiency of the incumbent to manage all aspects of the University’s enterprise, to carry out the policies and actions of the Board, and to maintain the highest standards of professional and ethical competency;

review and approve the number and functions of the standing Committees of the Board;

make recommendations to the Board, regarding matters and proposals affecting the following:

(i) capital projects;

(ii) the appointment or removal of University Officers;

(iii) the award of Honorary Degrees;

(iv) the designation of Distinguished Alumni, and other forms of University recognition;

(v) the naming of University facilities and entities; and

(vi) the organizational structures of the University and Hospital;

receive and review reports on all University contracts that have an anticipated value of $1 million to $5 million;

conduct an annual assessment of the effectiveness of Board and each Committee thereof and report its findings, conclusions, and recommendations to the Board at its annual meeting; and

take final approval action regarding:

(i) recommendations from the Committee on Academic Excellence regarding the designation of distinguished professorships;

(ii) the modification, rescission, or ratification of promotion and tenure decisions made by the President;

(iii) any proposed purchase or sale of real property, and of any rental or lease of University real property if such rental or lease would either entitle any third party to the beneficial use of such real property for a period of longer than 5 years, or involve property being used by the University for academic purposes, provided that, University property acquired for commercial purposes may be leased for a period not in excess of 15 years on action of the President alone without prior approval of the Committee; and

(iv) all other University contracts (except for sponsored research agreements) having an anticipated value of more than $5 million.
Facilities and Real Estate Committee -- The Facilities and Real Estate Committee shall have responsibility for supervising planning for University facilities and make recommendations to the Board on matters related to (a) the long-term physical development of the University; (b) the design, construction, and renovation of new or existing facilities; and (c) the budgeting and cost control for construction and renovation projects. In furtherance of this responsibility, the Committee shall:

1. recommend to the Board the adoption of policies which govern the administration of the facilities and real estate portfolio;

2. recommend to the Executive Committee the acquisition, use and disposition of real property assets including the assignment or lease of University space to private developers;

3. review policies and procedures and make recommendations related to capital projects, capital renewal, maintenance and operations and the care of grounds;

4. review, offer advice upon, and recommend actions and policies related to the University’s Master Plan and all on-campus and off-campus real-estate investments and holdings;

5. review, offer advice upon, and recommend actions concerning plans, programs, and construction operations of the University’s campus, including all buildings, landscape development, and new construction. In this capacity, the Committee shall review plans and provide advice on:
   (i) new facilities planning and construction projects and major modifications to existing structures, at selected stages, from concept design and cost estimates through occupancy;
   (ii) process and progress of Administration’s selection of architects, general contractors, and construction managers;
   (iii) site locations;
   (iv) concept and schematic plans including architectural renderings (renderings will be provided for all new buildings and major exterior modifications to existing structures);
   (v) major modifications of contract work within funds approved, as well as changes in scope to contract work requiring expenditure of additional funds;
   (vi) capital budget with specific attention to sources of funds;
   (vii) acquisition and disposition of real estate;
   (xiii) allocation of space in all University buildings;
   (ix) changes in the use of University lands and buildings;
(x) assigning or leasing of University space to off-campus affiliates; and

(xi) agreements to lease or rent space in off-campus facilities.

(6) take final approval action regarding:

(i) the selection and retention of expert and advisors as it determines appropriate to assist in the full performance of its responsibilities.

(7) establish guidelines and monitor the acquisition, use, and disposition of University assets.

(g) **Finance Committee** -- The Finance Committee shall be responsible for promoting the financial strength of the University and monitoring revenues and disbursements. In furtherance of this responsibility, the Committee shall:

(1) recommend and monitor the University’s operating and capital budgets;

(2) oversee and ensure the University’s financial soundness;

(3) establish policies and monitor the acquisition use and disposition of non-real property assets of the University;

(4) monitor the financial performance of the University’s health care provider units and their effect on the overall financial soundness of the University;

(5) make recommendations to the Total Compensation and Succession Committee and Executive Committee policies and procedures relative to compensation, retirement, and benefit programs;

(6) approve investment guidelines for endowment and retirement funds, current operating funds, and self-insurance trust funds, and monitor the performance thereof;

(7) review and ratify/approve the actions of the Investment Subcommittee which has responsibilities to:

(i) establish and periodically review the University’s investment policies and guidelines, including asset allocation policies, in light of the University’s fiduciary obligations, taking into consideration volatility, risk, performance, liquidity, duration, yield and all other factors the Committee deems appropriate;

(ii) oversee and periodically review the performance of the University’s investments, including the impact on such performance of the University’s investment policies and guidelines;

(iii) periodically review the structure, approach and effectiveness of the University’s investment function, including the performance of, and allocation of responsibilities between, University personnel and third-party advisers;
(iv) make recommendations to the Finance Committee regarding matters and proposals affecting the following:

(a) allocating assets;
(b) establishing policies regarding investments, management fees, and improvement expenses and monitoring such fees and expenses;
(c) establishing policies and procedures governing investment activities;
(d) selecting the University’s money managers and investment advisers, monitoring their performance; and
(e) when appropriate, terminating engagement of University money managers and investment advisers.

(8) make recommendations to the Board on matters and proposals affecting the following:

(i) tuition, housing, and ancillary fees;

(iii) the operating and capital budgets for the University and its health care facilities;

(iii) borrowing of material amounts by the University;

(iv) the approval of material loans to other entities;

(v) bonds issues; and

(vi) investment policies; and

(9) take final action regarding:

(i) the approval of financial institutions for the transaction of University business and the grant of signatory authority for the accounts of the University held by such financial institutions;

(ii) the establishment of lines of credit; and

(iii) the approval of portfolio managers, investment consultants, and advisers.

(h) **Governance Committee** -- The Governance Committee shall ensure the effective governance of the University, and shall have the responsibility to enhance the reputation of the University and the management of its affairs through the recruitment and retention of highly qualified Board members. In furtherance of this responsibility, the Committee shall:

(1) evaluate the Board’s structure, size and composition;

(2) identify best practices in governance, customize them as appropriate and submit for Board consideration; make recommendations regarding;

(3) recruit Board membership consistent with strategic objectives;
(4) submit nominations for all Board of Trustee candidates to the entire Board and make recommendations to the Board on the qualification and fitness of individuals to serve as a Member of the Board;

(5) provide new member orientation to the University Community;

(6) facilitate the transition of members from the Board;

(7) educate, monitor, evaluate, and recognize Board and Trustee performance;

(8) certify to the Board determinations of Trustee compliance with the Trustees’ Statement of Responsibilities and mandatory annual filings;

(9) make recommendations to the Board regarding:

   (i) the disposition of the contested nomination process for Affiliate Trustees and to report whether or not the nomination process was conducted in a manner consistent with these Bylaws;

   (ii) the discipline or removal of Trustees;

   (iii) the criteria for the qualifications and fitness of individuals to serve as Members of the Board;

   (iv) the optimum terms of service; and

   (v) the election of members and officers of the Board

(10) make recommendations for committee membership and chairpersons to the Chairman of the Board to the Board.

(i) Health Sciences Committee -- The Health Sciences Committee shall be responsible for promoting and overseeing and assessing the competitiveness and excellence of the University’s clinical enterprises and its system of medical and clinical education. In furtherance of this responsibility, the Committee shall:

   (1) oversee the integration of policy analyses relative to the Hospital, College of Medicine, and the physicians practice plan;

   (2) establish financial guidelines for the University’s clinical enterprise and evaluate the economic viability of such enterprise pursuant to such guidelines;

   (3) recommend strategic alliances for the University Hospital (“Hospital”) and the University’s clinical enterprise;

   (4) oversee the University health care system and affiliated training facilities, including the accreditation status of the Hospital, the College of Medicine, and their respective clinical education programs;

   (5) monitor the effectiveness of the compliance, quality assurance, and peer review programs to promote regulatory compliance and the excellence of patient care;
(6) monitor and evaluate the effectiveness of the University’s physicians practice plan;

(7) evaluate the development and implementation of a research agenda consistent with urban health issues and innovations in health care;

(8) make recommendations to the Board on matters and proposals affecting the following:
   (i) the governance structure of the University’s health care facilities;
   (ii) the operating and capital budgets for all such facilities; and
   (iii) changes to the Hospital’s Compliance Program;

(9) make recommendations to the Audit and Legal Committee on all proposed changes to the Medical Staff Bylaws and governance documents affecting the University’s health care enterprise;

(10) take final action with respect to:
   (i) the appointment of and issuance of credentials to the medical and dental staff; and
   (ii) appeals under the Medical Staff Bylaws.

(11) review and ratify/approve the actions of the Howard University Hospital Board of Governors (“Hospital Governors”) which, subject to the reserved powers of the Board of Trustees, has responsibility to:
   (i) provide oversight of the Hospital’s financial and operational compliance with the Hospital’s capital and operating budgets;
   (ii) make recommendations regarding annual and long term strategic plans for the Hospital;
   (iii) provide oversight of Hospital executive management performance;
   (iv) review and provide oversight of Hospital management and operations;
   (v) lead the Hospital’s efforts in the area of quality review and improvement and risk management; in cooperation with the College of Medicine and Hospital Medical Staff;
   (vi) provide oversight of all aspects of the Hospital’s medical education efforts; and
   (vii) lead the Hospital’s efforts in the area of community and government relations.
(j) **Research and Technology Committee** – the Research and Technology Committee shall be responsible for identifying standards of research and technology excellence and devising plans and policies to achieve such standards, commensurate with the resources available to the University. In furtherance of its responsibilities, the Committee shall:

1. evaluate the development and implementation, of a research and technology agenda consistent with the University’s mission;
2. recommend to the Board the adoption of academic, fiscal, human resources and compliance policies which advance and support research and technology at the University;
3. monitor the adherence to applicable statutes, regulations, and program requirements regarding the use of federal, state, and local government research funds, non-government research funds, and administrative and scientific compliance;
4. assess the effectiveness and adherence to research and technology policies;
5. assist in the representation of the University’s research and technology interests to federal, state and local governments, to industry, to foundations, consortia, and to other national and international constituencies;
6. promote policies, practices and procedures which encourage research, technology and scholarly activities;
7. oversee all research policies, practices and procedures relating to technology transfers and economic development;
8. review and assess the process for the submission of proposals and the subsequent administration of grants, contracts, cooperative agreements awarded to Howard University and Howard University Hospital; and
9. review reports and assess the effectiveness of the research and technology activities of the University.

(k) **External and Governmental Affairs Committee** – The External and Governmental Affairs Committee shall have the responsibility annually to approve the University’s strategic approach and overall plan of action for its substantive relationship with the Federal Government.

**SECTION 2: Ad Hoc Committees and Subcommittees**

Upon recommendation of the Chairman, the Board may establish by resolution such Subcommittees and Ad Hoc Committees as it may from time to time deem appropriate. The resolution establishing such Committees shall specify:

(a) the purpose of the Committee;
(b) the Committee’s authorities and responsibilities;
(c) the expected work product to be produced as a result of the Committee’s deliberations; and

(d) the Committee’s duration.

In addition to the foregoing, such resolution may also provide the authority for the Committee so established to employ or accept the services of such consultants and volunteers as may be appropriate. A Subcommittee or Ad Hoc Committee may be abolished at any time prior to the expiration of its term by resolution of the Board.

SECTION 3: Limitation of Authority

No action or failure to act by a Subcommittee or Ad Hoc Committee shall be deemed to amend, rescind, or otherwise affect any action taken or proposed to be taken by a Standing Committee or by the Board.

SECTION 4: Selection of Committee Members and Chairs

Except as specifically provided for in these Bylaws, the Chair of the Board, upon recommendation of the Governance Committee, shall appoint the Members and Chairs of all Committees.

SECTION 5: Committee Chairs

Committee Chairs shall preside at the meetings of the respective Committee and shall act as its spokesperson. In addition to such executive, supervisory, and management functions as may be designated by these Bylaws, or by action of the Board, the Committee Chair shall perform such other functions and duties that appertain to a presiding Officer. Subject to the maximum time limitation specified in this Section 5, the Chair shall hold Office until a successor is elected. No person shall serve as a committee chair for more than four consecutive terms of one year each, provided that, the Board may waive this requirement whenever it determines that such action is in the best interests of the University.

ARTICLE VI: GENERAL PROVISIONS

SECTION 1: Restriction of Authority to Act for the University

No member of the faculty, Officer, agent, representative, employee, or student of the University shall or may accept funds designated for the University; or expend any of its money; incur any liability or indebtedness; give or offer any indemnification; or enter into any agreement or contract on behalf of the University; use the seal, indicia, or trademark of the University, or in any other way, directly or indirectly, obligate the University, or so utilize its property rights unless duly authorized in a manner consistent with and pursuant to a grant of authority or responsibility under these Bylaws, or pursuant to an action of the Board.

SECTION 2: Responsibilities of Deans or Directors of Colleges, Schools and Other Academic Units of the University

The Dean or Director of each college, school or other academic unit shall be the chief administrative Officer of their respective college, school, or academic unit subject to the Bylaws, actions of the Board, and the supervisory power of the Provost and the general oversight of the President. Deans and Directors shall serve subject to the pleasure of the President. The Deans of colleges or schools shall preside at the meetings of
the faculty thereof in the absence of the President and of the Provost of the University, and shall perform
such other duties in relation thereto as may be prescribed by the Board. Deans and Directors shall ensure
that an accurate record is kept of all faculty meetings, and that a true copy of same is promptly presented to
the Provost of the University.

SECTION 3: Indemnification

(a) **General Authority** -- Unless otherwise prohibited by law, the University shall have the
power to indemnify any Member of the Board, Officer, or employee of the University who,
when acting within the scope of his or her duties, was or is a party or is threatened to be made
a party to any threatened, pending or completed action, suit, or proceeding, whether civil,
criminal, administrative, or investigative (other than an action, suit, or proceeding by or in
the right of the University) by reason of the fact that such person is or was a Trustee, an
Officer, or employee of the University, or is or was serving at the request of the University
as a director, trustee, Officer, or agent of another corporation, partnership, joint venture, trust,
or other enterprise, from and against any and all expenses (including attorneys’ fees),
judgments, fines and amounts paid in settlement and actually and reasonably incurred by such
person in connection with any such action, suit, or proceeding if such person acted in good
faith and in a manner he or she reasonably believed to be in or not opposed to the best interests
of the University and, with respect to any criminal action or proceeding, had no reasonable
cause to believe such person’s conduct was unlawful, except, however, the University shall
not indemnify any such person in relation to matters as to which such person shall be
adjudged in a final, non-appealable order of a court of competent jurisdiction to be liable for
gross negligence or willful misconduct. The termination of any action, suit, or proceeding by
judgment, order, settlement, or conviction, or upon plea of nolo contendere or its equivalent,
shall not of itself, create a presumption that the person did not act in good faith and in a
manner that such person reasonably believed to be in or not opposed to the best interests
of the University, or acted with gross negligence or willful conduct and, with respect to any
criminal action or proceeding, had reason to believe that such person’s conduct was unlawful.

(b) **Mandatory Indemnification** -- To the extent that a present or former Member of the Board,
Officer, or employee of the University has been successful in the final disposition on the
merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a)
or in defense of any claim, issue or matter therein, such person shall be indemnified against
expenses (including attorneys’ fees) actually and reasonably incurred by such person in
connection therewith.

(c) **Discretionary Indemnification** -- Any indemnification under subsection (a) (unless
ordered by a court of competent jurisdiction) shall be made by the University only as
authorized in the specific case upon a determination that indemnification of the Member of
the Board, Officer, or employee is proper in the circumstance because such person has met
the applicable standard of conduct set forth in subsection (a). Such determination shall be
made:

1. with respect to a Member of the Board (including the President) or the General
   Counsel, by the Audit and Legal Committee of the Board; and
2. with respect to all other Officers and employees, by the General Counsel, or by
   independent legal counsel, as may be appropriate.
(d) **Advances** — Expenses (including attorneys’ fees) reasonably incurred by a Member of the Board, Officer, or employee in defending any civil, criminal, administrative or investigative action, suit, or proceeding may be paid or incurred by the University in advance of the final disposition of such action, suit, or proceeding upon receipt of an appropriate undertaking by or on behalf of such Member, Officer or employee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the University as authorized in this Article. Such expenses (including attorneys’ fees) reasonably incurred by former Members of the Board, Officers, or employees may be paid upon such terms and conditions, if any, as the University deems appropriate. Determinations made under this subsection (d) shall be made in the same manner as determinations made under subsection (c).

(e) **Determinations of the Audit and Legal Committee** — Determinations made by the Audit and Legal Committee pursuant to subsections (c) or (d) shall be made by a majority of the disinterested members of the Committee as long as such members constitute at least one third (and in the event that number is a fraction it shall be rounded to the next highest number) of the total membership of the Committee. If the aforementioned majority of disinterested members is not obtainable or even if obtainable and a majority of active disinterested members so directs, such determinations shall be made by majority of disinterested members of the entire Board.

(f) **Insurance** — The University shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board, Officer, or employee of the University, or was serving at the request of the University as a director, Trustee, Officer or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the University would have the power to indemnify such person against such liability under the provisions of this Article.

(g) **Non-Exclusivity** — The indemnification and advancement of expenses provided by, or granted pursuant to this Section 3, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of the Board, or otherwise, both as to action in their official capacity and as to any other action in another capacity while holding such office.

(h) **Continuing Authority** — The indemnification and advancement of expenses provided by or granted pursuant to this Section 3 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Member of the Board, Officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

(i) **Conclusive Determinations** — Unless otherwise required by law, determinations made under this Section 3 shall be deemed conclusive of the matter so determined, except that determinations made by the General Counsel may be modified or superseded only by action of the Board. Nothing contained in the previous sentence shall be deemed to grant a right of appeal to any person from a determination made by the General Counsel pursuant to this Section 3.
ARTICLE VII: FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of the University shall commence on the first day of July and shall end on the last day of June in the succeeding year.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended at any meeting of the Board by the affirmative vote of three fourths of the members present; provided that, one half of the total membership of the Board is present and notice of the proposed amendment has been given to each member of the Board at least 30 days before the meeting.

ARTICLE IX: CONFLICT OF INTEREST

SECTION 1: Coverage

The Board shall adopt and revise, as appropriate, a Code of Ethics and Conduct applicable to all members of the University Community. The Chief Compliance Officer and the President, in consultation and coordination with the General Counsel, shall be authorized to issue such interpretations and directives under the Code as may be authorized therein.

SECTION 2: Disclosure

(a) Records -- Any duality of interest, conflict of interest, or potential conflict of interest on the part of any Member of the Board, Officer, faculty, student, or employee shall be disclosed and made a matter of record at such time and in such manner as may be prescribed in the Code of Ethics and Conduct and in any subsequent action of the Board. Any Trustee having such a duality of interest, conflict of interest, or potential conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and such Trustee shall not be included in determining a quorum for any meeting of the Board, or a Committee, thereof, at which an action related to such matter is proposed to be taken. The minutes of any such meeting shall reflect the disclosure by such Trustee, his or her abstention from voting and the presence or absence of a quorum without including such Trustee. Any such Trustee may, nevertheless, briefly state his or her position on the matter and may answer pertinent questions of other Trustees.

(b) Statements -- Each Trustee, Officer, and other Senior Administrative Personnel shall complete a personal disclosure statement on at least an annual basis. Disclosure statements shall take such form and contain such information as may be required under the Code of Ethics and Conduct and shall be filed with the Chief Compliance Officer, except that, the disclosure statements of Trustees shall be filed with the Secretary and reported to the Audit and Legal Committee.

ARTICLE X: MEDICAL-DENTAL STAFF

SECTION 1: Application for Appointment

There shall be a Medical Staff of the University Hospital. The Medical Staff shall present candidates for privileges to the Committee on Health Sciences of the Board for final disposition. Such candidates shall be presented by the Medical Director, the President of the Medical Staff, and the Vice President for Health Sciences. A recommendation for each candidate shall be supported by such application form, process, and original source licensing and training verifications as:
(a) are required by law and the duly adopted Bylaws of the Medical Staff; and

(b) are determined by the Medical Director, President of Medical Staff, or the Vice President for Health Sciences to be necessary and appropriate for the provision of quality health care, provided that, such recommendation is accompanied by an opinion of the General Counsel regarding the consistency of the recommendations with the procedural requirements of the Medical Staff Bylaws and such provisions of law as may be applicable.

The effective term of privileges shall be fixed in the Bylaws of the Medical Staff, provided that, such term does not exceed a maximum of two years.

SECTION 2: Delegation of Responsibility

Subject to the oversight of the Board, the Medical Staff of the Hospital has the responsibility to provide and promote the best possible curative, restorative and preventive health care, and to conduct research with full regard to the dignity of the individual. The Medical Staff shall be governed by its Bylaws, provided that, such Bylaws and any amendments thereto shall not be deemed effective unless first recommended by the Health Sciences Committee, and subsequently approved by the Audit and Legal Committee of the Board.

SECTION 3: Terms and Conditions of Medical Staff Privileges

(a) Definitions -- Physicians, dentists, and such other health care clinicians as are defined by the Bylaws of the Medical Staff, and who are lawfully engaged in the provision of clinical services at the Hospital, shall constitute the medical staff of the Hospital.

(b) Credentials -- Those members of the Medical Staff who receive privileges pursuant to this Article, or who receive temporary privileges from the Medical Director pursuant to the Medical Staff Bylaws, shall be deemed to receive credentials for the provision of designated clinical services at the Hospital. The failure to recommend the issuance or re-issuance of privileges by the Health Sciences Committee, or any action taken to withdraw or suspend credentials (other than a temporary suspension under the Medical Staff Bylaws) shall be subject to final resolution pursuant to the determination of a hearing panel, after conducting a hearing on the record, in accordance with the provisions of the Medical Staff Bylaws. The hearing panel shall be comprised of representatives of the Medical Staff and the Medical Director, and at least one member of the Health Sciences Committee of the Board. The action of such hearing panel shall also be deemed the final action of the Board.

ARTICLE XI: UNIVERSITY SEAL

The University shall have a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the University and “1867.” The Secretary shall be the custodian of the University seal.

ARTICLE XII: EFFECT

These Bylaws shall be deemed to supersede and replace all existing policies, procedures, Bylaws, governance documents, regulations, or actions taken ratified or otherwise approved by the Board to the extent that such policies, procedures, Bylaws, documents, or regulations are determined to be inconsistent with these Bylaws.