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3 **THE HOWARD UNIVERSITY**
4 **BYLAWS OF THE BOARD OF TRUSTEES**

5 **September 25, 2004**
6 **Amended May 31, 2006**
7 **Amended January 27, 2007**
8 **Amended January 25, 2014**
9 **Amended November 20, 2015**
10 **Amended March 2, 2018**
11 **Amended October 26, 2018**
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14 **ARTICLE I - THE BOARD OF TRUSTEES**

15
16 **SECTION 1: General Powers of the Board of Trustees**

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18 The governance of The Howard University (the “University”) shall be vested in the Board of Trustees (the
19 “Board”). The Board shall be responsible for controlling and directing the affairs, property, and interests of
20 the University and may exercise all powers and authorities conferred upon the University by its Act of
21 Incorporation (“Charter”) and as otherwise permitted by law.
22

23 **SECTION 2: Membership of the Board of Trustees**

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25 The number of Trustees shall be up to 35, unless otherwise specified by recommendation of the Governance
26 Committee, for a specific period of time, and by majority vote of the full Board. Of such number, three shall
27 be designated as Alumni Trustees, two as Faculty Trustees, and two as Student Trustees. The President of
28 the University shall be designated a Trustee by virtue of incumbency in that Office. In addition to the 35
29 Trustees described in foregoing provisions of this Section 2, the number of Emeriti Trustees and Honorary
30 Trustees designated pursuant to Section 6 of this Article I shall be established from time-to-time by the
31 Trustees and shall not be counted against the limitation of 35 contained in this Section 2.
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33 **SECTION 3: Qualifications**

34
35 The Board shall solely determine the qualifications of all persons nominated to be Members of the Board
36 and may refuse to acknowledge or approve the nomination of any person not qualified in accordance with
37 the criteria established by or pursuant to this Article.
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39 **SECTION 4: Nominations**

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41 With the exception of the President, all other Members of the Board shall be nominated by the Governance
42 Committee of the Board in accordance with the provisions of this Article I.
43

44 **SECTION 5: Definitions Pertaining to Board Membership**

45
46 For the purposes of these Bylaws, the terms --

- 47
48 (a) “Board Members” or “Members of the Board” shall mean the entire voting and non-voting
49 membership of the Board.
50
51 (b) “Affiliate Trustees” shall mean those Board Members who were nominated as Alumni,

1 Student, or Faculty Trustees pursuant to Section 7 of this Article I.
2

3 (c) “Emeriti Trustee” shall mean a non-voting Member of the Board designed by action of the
4 Board pursuant to Section 6 of this Article I.
5

6 (d) “Honorary Trustee” shall mean a non-voting Member of the Board designated by action of
7 the Board pursuant to Section 6 of this Article I.
8

9 (e) “Trustee” shall mean a voting Member of the Board.
10

11 **SECTION 6: Emeriti Trustees and Honorary Trustees**
12

13 (a) **General Rule** - In addition to the Trustees described in Section 2 of this Article I
14 (“Trustees”), the Board may designate individuals as “Emeriti Trustees” or as “Honorary
15 Trustees” at any regular or special meeting of the Board.
16

17 (b) **Emeriti Trustees Qualifications** - No person may be designated as an Emeriti Trustee
18 unless:
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20 (i) such designation is made upon the recommendation of the Governance Committee
21 and by resolution duly adopted by the Board;

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

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

26 (c) **Emeriti Trustees: Responsibilities; Attendance at Meetings; Limitations** - Emeriti
27 Trustees shall provide advice and counsel to the Board and shall meet with the Board at such
28 times and places as may be specified by the Chair of the Board, however, they shall not have
29 the privilege, as a matter of right, to attend meetings of the Board, to vote at any such meeting,
30 or to be counted for a quorum or for any other purpose under these Bylaws.
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32 (d) **Honorary Trustees Qualifications** - No person may be designated as an Honorary Trustee
33 unless:
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35 (i) such designation is upon the recommendation of the Governance Committee and
36 made by resolution duly adopted by the Board; and
37

38 (ii) such person has demonstrated a sustained and substantial commitment to the mission
39 of the University.
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41 (e) **Honorary Trustees: Responsibilities; Attendance at Meetings; Limitations** - Honorary
42 Trustees shall provide advice and counsel to the Board and shall assist the Board to identify
43 external sources of support for the mission of the University. Honorary Trustees shall meet
44 with the Board at such times and places as may be specified by the Chair of the Board,
45 however, they shall not have the privilege, as a matter of right, to attend meetings of the
46 Board, to vote at any such meeting, or to be counted for a quorum or for any other purpose
47 under these Bylaws.
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3 **SECTION 7: Terms of Office for Trustees**
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- 5 (a) **General Rule** -- Trustees shall be elected by the Board of Trustees at any regular or special
6 Meeting of the Board, provided that the notice required for such meeting advises the Trustees
7 of such election. The term of Office of a Trustee shall begin on the first day of the month
8 next following the month in which the Trustee was elected. Except as provided for in
9 subsection (c) of this Section 7 with respect to the term of Office applicable to Alumni,
10 Faculty, and Student Trustees, and except with respect to the President (who shall remain a
11 Trustee for his or her entire term as President of the University):
12
13 (i) a Trustee’s term of Office shall expire on the third annual anniversary of the first day
14 of such term, or upon the Trustee’s prior death, resignation, or removal; and
15
16 (ii) a Trustee may not serve more than four terms consecutively, including, if applicable,
17 any prior terms as an affiliate trustee. Notwithstanding the provisions of the previous
18 sentence, the Governance Committee may recommend that, in the best interests of the
19 University, the Board waive the four-term limitation described herein, provided that
20 the issuance of such a waiver shall not be deemed to modify or supersede any other
21 provision or requirement of these Bylaws.
22
23 (b) **Vacancies** - Any vacancy on the Board occurring by reason of death, resignation,
24 disqualification, removal, or inability to perform one or more essential functions of a Trustee,
25 or otherwise, shall be filled for the unexpired term by a majority vote of the remaining
26 Trustees, though less than a quorum, at any Regular Meeting or Special Meeting of the Board
27 held for that purpose.
28
29 (c) **Affiliate Trustees** - Notwithstanding the designation as “Alumni,” “Faculty,” or “Student”
30 Trustee, all Members of the Board owe their primary fiduciary and ethical duties and
31 responsibilities to the betterment and advancement of Howard University, Incorporated, its
32 mission and concomitant interests. Affiliate Trustees, are nominated via a process by their
33 respective constituents, however, the election to the Board is the exclusive authority of the
34 Board of Trustees. The number and term of Affiliate Trustees shall be as provided for in this
35 subsection (c).
36
37 (i) **Alumni Trustees** – The three Alumni Trustees shall be elected for terms of three
38 years each. Such terms shall be staggered so that one such term expires each year. An
39 individual shall be eligible to serve only two consecutive terms as an Alumni Trustee.
40
41
42 (ii) **Faculty Trustees** – The two Faculty Trustees shall be elected for terms of three years
43 each. Such terms shall be staggered, in a manner deemed appropriate by the Board,
44 so that both terms do not expire during the same year. An individual shall be eligible
45 to serve only two consecutive terms as a Faculty Trustee.
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47 (iii) **Student Trustees** – The two Student Trustees shall be elected for terms of one year
48 each. Student Trustees shall be eligible to serve no more than one term as a Student
49 Trustee.
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2 **SECTION 8: Nomination and Election of Trustees, Emeriti Trustees, and Honorary Trustees**
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4 All Members of the Board shall be nominated in accordance with the requirements set forth in this Section
5 8, and with such nominating procedures that may be approved from time-to-time by the Board of Trustees.
6

7 (a) **Eligibility Requirements and Nominating Procedures**
8

9 (1) **General Rules for All Members of the Board** - Subject to the provision of
10 paragraphs (2), (3), (4), and (5) of this subsection (a), nominations for election or
11 designation as a Member of the Board, and recommendations on the qualifications
12 and fitness of such nominations, shall be made to the Board by the Governance
13 Committee. Individuals nominated and recommended to the Board shall meet such
14 qualification standards as may be applicable under these Bylaws and, to the maximum
15 extent practicable, shall represent diversity in culture, ethnicity, gender, and national
16 geographic location; shall offer a wide divergence in occupational experience,
17 educational orientation, leadership positions, and community service; and shall have
18 demonstrated a commitment to the mission of the University.
19

20 (2) **Alumni Trustees** -- The selection of a candidate to be nominated as an Alumni
21 Trustee shall be made in accordance with Board-approved policies and procedures.
22 Such policies and procedures may be proposed by the Howard University Alumni
23 Association, or by such other organization as may be recognized as a successor to
24 such Association by the Board, for approval by the Board and shall be consistent with
25 the Board Bylaws and shall include nomination, campaign and balloting standards,
26 and shall be consistent with, and in furtherance of, the following principles:
27

28 (a) Solicitation for candidates shall be through publications and other media
29 outlets of the University, and through the publications and media outlets
30 available to associations, clubs, and similar organizations affiliated with or
31 otherwise approved by the University;
32

33 (b) To be eligible, a candidate for Alumni Trustee must: (i) hold an earned degree
34 from a college or school of the University; (ii) not be a full-time employee or
35 student of the University; (iii) have demonstrated a sustained and/or
36 substantial commitment to the advancement of the University since the award
37 date of the degree; and (iv) attend such advisory sessions as the Board's
38 Governance Committee determines appropriate regarding the duties and
39 responsibilities attendant to trusteeship;
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41 (c) Voting by alumni shall be made from a field of not less than three or more
42 than five eligible candidates;
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44 (d) Ballots for the nomination of a candidate to be an Alumni Trustee nominee to
45 the Board shall be distributed to eligible alumni at the direction of the
46 Secretary by an independent public accountant, law firm or electronic voting
47 administrator. Balloting shall occur electronically; however, in extraordinary
48 circumstances, mail balloting may be authorized, as the Governance
49 Committee may deem appropriate under the circumstances, giving due regard
50 to both the integrity of the process and obtaining the greatest practicable
51 return;

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- (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:

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- (i) 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

1 Board. The referral shall include a statement of eligibility regarding the
2 nominees and the names for all the candidates who participated in the process.
3 Except under extraordinary circumstances, the Board will give full
4 consideration and priority to the nominee receiving the highest number of
5 votes.
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7 (4) **Student Trustees** -- The selection of candidates to be nominated as Student Trustees
8 shall be made in accordance with such Board-approved policies and procedures. Such
9 policies and procedures may be proposed by the Howard University Student
10 Association, or by such other organization recognized as a successor to such
11 Association by the Board, for the approval of the Board and shall be consistent with
12 the Board Bylaws and shall include nomination, campaign and balloting standards, and
13 shall be consistent with, and in furtherance of, the following principles:
14

15 (a) There shall be one Student Trustee selected from the undergraduate schools
16 and colleges of the University, and one Student Trustee selected from the
17 Graduate School and the professional schools and colleges of the University;
18

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

22 (i) be an undergraduate full-time student of the University;
23

24 (ii) be enrolled in at least a second consecutive year of academic study at
25 the University;
26

27 (iii) be in good standing (and not suspended, under investigation,
28 ineligible, or on probation of any kind with any school, college,
29 division, or other academic or administrative component of the
30 University or subject to disciplinary sanction);
31

32 (iv) have a minimum cumulative grade point average of at least 2.50;
33

34 (v) present a petition, signed by at least 200 undergraduate students,
35 indicating the student identification numbers for each, that supports
36 the student's candidacy;
37

38 (vi) not be eligible for graduation before the expiration of the Board term
39 for the vacancy to which the candidate seeks election; and
40

41 (vii) attend such advisory sessions as the Board's Governance Committee
42 determines appropriate regarding the duties and responsibilities
43 attended to trusteeship.
44

45 If the nominee is elected as a Trustee, the requirements of clauses (i), (iii), and
46 (iv) shall be deemed conditions for continued eligibility to serve as the
47 Undergraduate Student Trustee;
48

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

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- 3 (i) be enrolled continuously in a graduate or professional school or
4 college of the University since at least the start of the academic year
5 in which the candidate is seeking election;
- 6
- 7 (ii) be in good standing (and not suspended, under investigation,
8 ineligible, or on probation of any kind with any school, college,
9 division, or other academic or administrative component of the
10 University or subject to disciplinary sanction);
- 11
- 12 (iii) have a minimum cumulative grade point average of at least 3.20;
- 13
- 14 (iv) present a petition, signed by at least 100 graduate or professional
15 students, indicating the student identification numbers for each, that
16 supports the student's candidacy;
- 17
- 18 (v) not be eligible for graduation before the expiration of the Board term
19 for the vacancy to which the candidate seeks election; and
- 20
- 21 (vi) attend such advisory sessions as the Secretary believes appropriate
22 regarding the duties and responsibilities attended to trusteeship.
- 23

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

27

- 28 (d) In addition to the eligibility requirements described in (b) and (c), no
29 undergraduate or graduate/professional student of the University who also
30 holds a full-time faculty or staff position shall be eligible to be a candidate for,
31 or shall serve as, a Student Trustee;
- 32
- 33 (e) Ballots for the nomination of a candidate to be a Student Trustee nominee to
34 the Board shall be distributed to eligible students at the direction of the
35 Secretary in concert with the Student Government Association or by an
36 independent public accountant, law firm or electronic voting administrator.
37 Balloting shall occur electronically. Other voting methods may be authorized
38 as the Governance Committee may deem appropriate under the circumstances,
39 giving due regard to both the integrity of the process and obtaining the greatest
40 practicable return;
- 41
- 42 (f) Voting by students shall be made from a field of not less than three or more
43 than five eligible candidates for each position;
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- 45 (g) The Secretary shall provide for a maximum of 30 days from the opening of
46 the election for balloting;
- 47
- 48 (h) Voting shall be by secret ballot, but ballots may be coded in a way that
49 preserves confidentiality, while mitigating against the potential for voter
50 impropriety;
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2 (i) The Secretary shall declare the two (2) candidates receiving the highest
3 number of votes in an election as the “Student Nominees,” provided that, the
4 combined votes of the two candidates represent at least 30 percent of all votes
5 cast. If the candidates fail to achieve a 30-percent plurality, there shall be a
6 run-off process. The run-off process shall be between the three candidates
7 receiving the highest number of votes; and
8
9 (j) The candidate nominees receiving the two highest numbers of votes with at
10 least a combined 30 percent plurality shall be referred by the Secretary to the
11 Governance Committee for its consideration and recommendation to the
12 Board. The referral shall include a statement of eligibility regarding the
13 nominees and the names for all the candidates who participated in the process.
14 Except under extraordinary circumstances, the Board will give full
15 consideration and priority to the nominee receiving the highest number of
16 votes.
17

18 (5) **Emeriti Trustees and Honorary Trustees** -- Nominations for designation as Emeriti
19 Trustees and Honorary Trustees shall be made in accordance with procedures established by
20 the Governance Committee of the Board.
21

- 22 (a) **Balloting Procedures** -- The Board may establish such additional balloting
23 procedures as it deems appropriate for the election of Trustees. Such procedures shall
24 be deemed to supersede and replace all existing balloting policies, procedures,
25 bylaws, governance documents, regulations or action taken, ratified, or otherwise
26 approved by the Board to the extent that such policies, procedures, bylaws,
27 documents, or regulations are determined to be inconsistent with these Bylaws.
28

29 **SECTION 9: Removal of Board Members**
30

- 31 (a) **Removal of Trustees** -- Any Trustee may be removed by a majority vote of the Board, a
32 quorum being present, at any meeting of the Board, upon certification by either the:
33
34 (i) Governance Committee that the Trustee proposed to be removed has acted in a way
35 that is: either an actual or apparent violation of the Statement of Responsibilities of
36 the Board; inconsistent with the fiduciary role of a trustee; or has otherwise acted in
37 a way to bring discredit to the University or Board; or
38
39 (ii) Audit and Legal Committee that the Trustee proposed to be removed has violated the
40 Code of Ethics and Conduct or has failed to timely submit an accurate and complete
41 Disclosure Form as required under such Code.
42
43 (b) **Failure to Maintain Eligibility** -- A Faculty or Student Trustee may also be removed by a
44 majority vote of the Board, a quorum being present, at any meeting of the Board, upon
45 certification by the Secretary and recommendation of the Governance Committee that such
46 Trustee has failed to maintain a requisite condition of eligibility for nomination or election,
47 as described in Section 8 (a) (3) or (4), as may be applicable.
48
49 (c) **Emeriti Trustees and Honorary Trustees** – Emeriti Trustees and Honorary Trustees may
50 be removed at any time by resolution of the Board for any reason that the Board in its sole
51 discretion believes appropriate.

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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,

1 through the use of any means of communication by which all Trustees participating may simultaneously
2 communicate with each other during the meeting.

3
4 **SECTION 6: Quorum**

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

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14 **SECTION 7: Executive Sessions; Confidentiality**

15
16 (a) **General Rule** -- Meetings of the Board and of each Committee thereof, shall be held in
17 executive session, unless by majority vote, a quorum being present, the members determine
18 otherwise. During an executive session, only such non-members of the Board or of the
19 Committee, as the case may be, shall attend the meeting as the Chair may permit, or as may
20 be otherwise permitted by the Rules of Procedure of the Board or the Committee, as
21 appropriate.

22
23 (b) **Confidentiality** -- All deliberations conducted during an executive session shall be
24 considered confidential and may not be disclosed outside of the meeting, except as may be
25 authorized by these Bylaws or as otherwise directed by the Chair.

26
27 (c) **Records Management** --

28
29 (1) **Confidential Records** -- Unless otherwise approved by the Board, minutes and other
30 records of the Board, and of the Committees thereof, that are less than 25 years old
31 are confidential and are closed for research purposes and public inspection. Upon
32 request for an exception from an interested party for the release of any such minutes
33 or records, or upon its own initiative, the Board may request the University Archivist
34 to give an opinion on the legitimate research value or other academic interest that may
35 be served by the release thereof.

36
37 The University Archivist may also initiate a request to the Board for the release of
38 minutes and records that are at least 25 years old, but not more than 50 years old, if
39 the University Archivist believes such release is necessary to further a legitimate
40 research or academic interest.

41
42 Requests and recommendations of the University Archivist made to or for the Board
43 shall be communicated through the Secretary who shall transmit the same to the
44 Executive Committee of the Board along with the Secretary's recommendation
45 relating to such requests or recommendations.

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

1 (3) **Special Access to Minutes and Other Records**

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

8
9 (ii) The independent auditors of the University, and the University's internal
10 auditors, may have access to such minutes and records to the extent needed to
11 conduct audits or reviews, or to otherwise comply with generally accepted
12 accounting principles or such government requirements as may be applicable.
13

14 (4) **Maintenance of Minutes and Records** -- All minutes and other records of the Board
15 and of its Committees shall remain the property of the University. Subject to the
16 provisions of this Section, the Secretary shall be responsible for maintaining the
17 confidentiality and security of such minutes and records and for reporting any
18 breaches thereof to the Chair of the Board, the General Counsel and the Chief
19 Compliance Officer.
20

21 **ARTICLE III: OFFICERS OF THE BOARD**

22
23 **SECTION 1: Designation of Officers**

24
25 The Officers of the Board shall be a Chair, the Vice Chair(s), a Secretary, a Treasurer, and such other Officers
26 as may from time-to-time be established by action of the Board. The Officers shall be elected by written
27 ballot at the annual meeting of the Board and they shall take Office at the close of that Meeting. Except as
28 provided for in Section 4 and 5 of this Article III (regarding the Offices of Secretary and Treasurer), all
29 Officers of the Board shall be Trustees, provided that, the University President and Affiliate Trustees shall
30 not be eligible to hold any Office of the Board.
31

32 **SECTION 2: Chair**

33
34 The Chair shall be the Chief Executive Officer of the Board. The Chair shall preside at the meetings of the
35 Board and shall act as its spokesperson. In addition to such executive, supervisory, and management
36 functions as may be designated by these Bylaws, or by action of the Board, the Chair shall perform such
37 other functions and duties that appertain to a presiding Officer. Subject to the maximum time limitation
38 specified in this Section 2, the Chair shall hold Office until a successor is elected and shall be an ex-officio
39 member of all Committees of the Board. No person shall serve as Chair for more than six consecutive terms
40 of one year each, provided that, the Board may waive this requirement whenever it determines that such
41 action is in the best interests of the University.
42

43 **SECTION 3: Vice Chair**

44
45 A Vice Chair shall preside at all meetings of the Board in the absence of the Chair. Should the Office of
46 Chair become vacant, or if the Chair should become unable to perform an essential duty or function of that
47 Office, the Vice Chair shall succeed to the position of acting Chair. The acting Chair shall have the duties
48 and perform the functions described in Section 2 of this Article III until a successor Chair is selected by the
49 Board or until prior resumption of duties and functions by the Chair. The Vice Chair shall hold Office until
50 a successor is elected.
51

1 **SECTION 4: Secretary**

2
3 The Secretary of the Board shall be an officer of the University. In addition to such other duties and functions
4 that may be provided for in these Bylaws, the Secretary of the Board shall prepare the agenda of all meetings
5 of the Board, attend the meetings thereof, and prepare the minutes of such meetings. The Secretary shall
6 have charge of all Board records, official documents, and the seal of the University. The Secretary shall
7 cause a copy of the minutes of each meeting of the Board to be forwarded promptly to its Members and shall
8 certify the same as a true copy when necessary. The Secretary shall notify appropriate persons of the Board's
9 actions and shall send notices of the Board and Committee meetings to the Members of the Board; shall
10 maintain a central calendar for meetings; and shall perform related duties assigned to the Secretary by the
11 Chair of the Board. The Secretary is authorized and empowered to sign certificates of incumbency for the
12 Board, to authenticate the actions of the Board before and with third parties, and to deliver, as appropriate,
13 attestations of such actions of the Board as may be necessary to carry on the business of the University or to
14 give effect to the actions of the Board.

15
16 **SECTION 5: Treasurer**

17
18 The Treasurer of the Board shall also be the Treasurer/Chief Financial Officer of the University. In addition
19 to the responsibilities assigned pursuant to Article IV, the Treasurer/Chief Financial Officer shall attend such
20 meetings of the Board or Committees thereof that relate to the administration of the financial affairs of the
21 University and shall prepare and submit all material information on the financial condition of the University
22 as the Board and its Committees may need to properly discharge their responsibilities.

23
24 **SECTION 6: Vacancies**

25
26 A vacancy in any Office of the Board by reason of death, resignation, or inability to perform one or more
27 essential functions of the Office, disqualification, removal, or any other cause, shall be filled for the
28 remaining portion of the term by a majority vote of the Board, except that a temporary absence by the
29 Secretary of the Board shall be filled by the General Counsel of the University.

30
31 **ARTICLE IV: OFFICERS OF THE UNIVERSITY**

32
33 **SECTION 1: The President**

34
35 (a) **Authorities** -- There shall be a President of the University who shall be elected by the Board
36 and serves at its pleasure. The President shall be the Chief Executive Officer of the
37 University, shall have the general supervision of each college, school and department thereof,
38 and shall have oversight of all the academic and business affairs of the University. Among
39 other executive, supervisory, and management functions designated by the Board, the
40 President shall:

41
42 (1) have the authority to enter into contracts on behalf of the University, provided that,
43 such authority may be delegated by the President in such manner and to such extent
44 as the President may deem appropriate and, provided further, that the President shall:

45
46 (i) advise the Executive Committee of contract actions that have an anticipated
47 value of \$1 million to \$5 million within 90 days after the execution of such
48 contracts;

49
50 (ii) obtain the prior approval of the Executive Committee of any proposed
51 purchase or sale of real property, and of any rental or lease of University real

1 property, if: (i) such transaction would entitle any third party to the beneficial
2 use of real property for a term greater than 5 years, if such real property is
3 presently being used for, or was acquired for, academic or other non-
4 commercial or mixed-use purposes; or (ii) such transaction would entitle any
5 third party to the beneficial use of real property for a term greater than 10
6 years, if such property was acquired for wholly commercial purposes.
7

8 (iii) obtain the prior approval of the Executive Committee of all other contracts
9 (except for sponsored research agreements) having an anticipated value of
10 more than \$5 million;
11

12 (2) approve appointments to and dismissals from faculty positions at the University above
13 the rank of Associate Professor;
14

15 (3) make final decisions (subject to a reservation of authority by the Executive Committee
16 to modify or rescind such decisions) regarding individual tenure and promotion
17 determinations, provided that, the President provides notice regarding such final
18 decisions to the Executive Committee and the Committee on Academic Excellence;
19

20 (4) approve appointments to and dismissals from the staff of the University, to an extent
21 and in accordance with these Bylaws and with such policies and procedures as may
22 be approved by the Board;
23

24 (5) keep the Trustees, faculty, administrative staff, students and alumni timely informed
25 of material issues of concern;
26

27 (6) act as president of the several faculties;
28

29 (7) take all measures as may be necessary and appropriate to implement and enforce
30 relevant state and federal laws, policies and regulations; the Bylaws, policies, rules,
31 regulations, and other actions taken or approved by the Board and effect such other
32 measures as may be reasonably required for the governance of the University and for
33 the protection of its legitimate interests;
34

35 (8) develop, initiate, participate in, and approve fundraising efforts for the benefit of the
36 University in accordance with policies of the University;
37

38 (9) make a general report to the Board at its Regular Meetings embodying therein such
39 suggestions and recommendations as may be deemed best for the management and
40 improvement of the University and the prosperity thereof; and
41

42 (10) be an *ex officio* member of each Committee of the Board and report to each such
43 Committee, as requested, on matters pertaining to the affairs of the University as they
44 pertain to the jurisdiction of each such Committee.
45

46 (b) **Temporary Absence** -- During the temporary absence, incapacity, or delay in electing a
47 successor President, the authorities of the President shall be vested in an "Acting President."
48 The Acting President of the University shall be such other Officer of the University as may
49 be designated in writing by the President, or by the Chair in the absence of a designation by
50 the President, provided that, no person shall serve as Acting President for a period in excess
51 of 30 days during any 60 day period without the prior approval of the Executive Committee.

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2 (c) **Vacancy** -- Any vacancy in the Office of the President by reason of incapacity, death,
3 resignation, removal, or delay in electing a successor President, shall be filled by an Interim
4 President who shall be vested with the authorities described in Section 1(a) of this Article IV.
5 A designee for Interim President shall be proposed by the Chair of the Board, or by an *Ad*
6 *Hoc* Committee of the Board established for that purpose. The designee shall be appointed as
7 Interim President upon approval by the Board, provided that, when the Chair believes it
8 necessary to protect the legitimate interests of the University, the Chair may direct the
9 designee to assume the duties of Interim President pending action of the Board. In that event,
10 such action shall be scheduled no later than 30 days subsequent to the Chair's direction to the
11 designee.
12
13 (d) **Incapacity** -- Any inability of the President to perform the essential functions and authorities
14 of that Office, with or without reasonable accommodation, due to disability shall be treated
15 as a vacancy in the Office of the President.
16
17 (e) **Election** -- The President shall be elected by the Board: (i) upon his/her initial nomination to
18 serve as President; and (ii) upon the renewal of the President's contract of employment with
19 the University, including the exercise of any option hereunder by the University to extend the
20 term of such contract.
21
22 (f) **Term** -- The President shall hold Office until:
23
24 (1) a successor shall have been elected by the Board;
25
26 (2) incapacity, death or resignation;
27
28 (3) removed by action of the Board; or
29
30 (4) at the expiration of the term (or any extension thereof) of the President's current
31 employment contract, if the Board should decline to extend such contract or enter into
32 a new employment contract.
33

34 **SECTION 2: Designation and Election of Other Officers**
35

36 The Officers of the University shall consist of the President and those Officers appointed pursuant to this
37 Section 2.
38

- 39 (a) There shall be such Vice Presidents and Administrative Officers of the University who shall
40 be recommended by the President of the University and approved by the Board. They shall
41 have such titles, powers, and duties as the President shall delegate to them, with the
42 concurrence of the Board.
43
44 (b) In addition to such other functions and responsibilities that may be provided for elsewhere in
45 these Bylaws, or in any subsequent action of the Board, or by direction of the President, the
46 Officers appointed pursuant to this Section shall perform those functions and undertake those
47 responsibilities that are specified in duly approved position descriptions as represented in the
48 Board-adopted organizational structure of the University. Such functions and responsibilities
49 shall be executed consistent with all University policies and local and federal laws and
50 regulations.
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2 (c) **Interim Officers** – No person may serve as an Officer of the University in an interim capacity
3 for a total period in excess of 12 months during any continuous period of 18 months.
4

5 **SECTION 3: Limitations**

6
7 Except for the President, an Officer of the University may not be a member of the Board. Any two or more
8 offices of the University may be held by the same person, except that the President shall not hold any other
9 Office.
10

11 **SECTION 4: Term**

12
13 Each Officer pursuant to Section 2 of this Article IV shall hold Office until:

- 14
15 (a) a successor shall have been nominated by the President and ratified by the Board;
16
17 (b) death or resignation of the Officer; or
18
19 (c) such Officer is removed by the President or by action of the Board.
20

21 **SECTION 5: Removal**

22
23 Officers designated pursuant to Section 2 of this Article IV may be removed at any time, with or without
24 cause, by either the President, or by Board action at any meeting of the Board, whether or not called for that
25 purpose.
26

27 **SECTION 6: Vacancies**

28
29 A vacancy in an Office established pursuant to Section 2 of this Article IV may be filled by the President on
30 an interim basis until the next meeting of the Board when a successor shall have been ratified.
31

32
33 **ARTICLE V: BOARD COMMITTEES**

34
35 **SECTION 1: Standing Committees**

- 36
37
38 (a) **Academic Excellence Committee** -- The Academic Excellence Committee shall be
39 responsible for identifying standards of academic excellence and devising plans and policies
40 to achieve such standards, commensurate with the resources available to the University. In
41 furtherance of its responsibility, the Committee shall:
42
43 (1) review and recommend policies designed to:
44
45 (i) provide University students a superior education and assist them to meet the
46 highest standards of academic performance;
47
48 (ii) establish standards, review and recommend policies and procedures designed
49 to enhance all stages of the academic experience from recruitment to
50 graduation, to include; enrollment management, academic offerings and
51 support services, career service and placement; and

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- (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 academic 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, including the following:
 - (i) recommend to the Board the adoption of academic, fiscal, human resources and compliance policies which advance and support research and technology at the University;
 - (ii) 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; and
 - (iii) oversee all research policies, practices and procedures relating to technology transfers and economic development.
 - (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; and
 - (v) criteria for conveying distinguished professorships;
 - (9) recommend to the Executive Committee, for final action, the designation of

1 distinguished professorships; and

2
3 (10) recommend to the Audit and Legal Committee, for final action, new or revised:

4
5 (i) Bylaws of Schools and Colleges;

6
7 (ii) revisions of the Faculty Handbook, Bylaws or Constitution; and

8
9 (iii) similar academic governance documents.

10
11 (b) **Audit and Legal Committee** -- The Audit and Legal Committee shall be responsible for
12 establishing, promoting, monitoring, and enforcing the fiscal, ethical, and legal integrity
13 standards of the University and ensuring that such standards are prudent and consistent with
14 all applicable legal and audit requirements. In furtherance of its responsibility, the Committee
15 shall:

16
17 (1) consult with the University's independent public auditor, the University's Office of
18 the Internal Auditor, the President, and the Chief Financial Officer regarding the
19 scope and extent of all material audit issues;

20
21 (2) initiate and/or review remedial action in response to material internal audit issues;

22
23 (3) approve the Internal Auditor's proposed annual audit schedule and plans, and
24 regularly review Internal Auditor's activities, reports and organizational structure;

25
26 (4) initiate and/or review remedial action in response to the management letter of the
27 independent auditor;

28
29 (5) approve the selection of the University's independent public auditors, the University's
30 Internal Auditor and review the selection of the General Counsel and Chief
31 Compliance Officer;

32
33 (6) determine compliance under University Code of Ethics and Conduct, provided that,
34 matters not specifically delegated to the Committee for final action under such Code
35 may be referred by the Committee with or without recommendation, to the Board for
36 final disposition;

37
38 (7) direct the Internal Auditor, or the University's independent public auditor, to conduct
39 such audits and reviews of University program, policies, procedures, books, and
40 records of account, as it may deem appropriate;

41
42 (8) direct the President to conduct such reviews of University activities, programs,
43 policies, procedures, and records as it may deem appropriate;

44
45 (9) monitor and review outstanding legal claims by and against the University;

46
47 (10) review compliance programs and initiate and/or review remedial action in response
48 to non-compliance reports;

49
50 (11) make recommendations to the Board regarding matters and proposals affecting the
51 following:

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- (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.

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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:

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- with respect to any matter described in (I), (except those matters regarding student governance documents, including the Student Code of Conduct and Judiciaries Committee) the Academic Excellence Committee;

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35

- with respect to any matter described in (I), regarding student governance documents, including the Student Code of Conduct and Judiciaries Committee, the Student Life Committee; and

36
37

(12) take final approval action regarding:

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- (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.

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(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.

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- (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;

- 1 (6) monitor the University's compliance with applicable federal statutes and all other
2 applicable laws and policies affecting employee compensation and benefits;
3
4 (7) review the compensation, titles, powers and duties of the officers of the University;
5
6 (8) make recommendations to the Executive Committee regarding matters and proposals
7 affecting the following:
8
9 (i) compensation plans, policies and programs and related changes, pay increase
10 budget and incentive pool percentages;
11
12 (ii) the annual base salaries and incentive opportunities of the President,
13 Cabinet, and senior executives earning \$250,000 or more excluding
14 physicians not subject to review for other compliance reasons;
15
16 (iii) incentive awards and opportunities including cash-based and recognition
17 awards; special or supplemental compensation and benefits for the President
18 and the Senior Executives and persons who formerly served as the President
19 and/or as Senior Executives, including supplemental retirement benefits and
20 bonuses awarded during and after employment;
21
22 (iv) terms and conditions to be included in employment agreements, contracts for
23 the retention of Senior Executives as Independent Contractors, retention and
24 severance agreements; and
25
26 (v) revisions to employment agreements, contracts for the retention of Senior
27 Executives as Independent Contractors, and retention and severance
28 agreements.
29
30 (9) take final approval action regarding:
31
32 (i) determine the reasonableness of the compensation and other financial benefits
33 of all employees who are "Disqualified Persons" as that term is defined from
34 time-to-time by the Internal Revenue Service. If action is required relating to
35 compensation and other financial benefits for Disqualified Persons before the
36 Executive Committee can act, a subcommittee consisting of the Chair of the
37 Board of Trustees, the Chair of the Finance Committee, the President of
38 Howard University, and the Chair of the Compensation and Succession
39 Committee is authorized to take such required action; and
40
41 (ii) selection, retention, compensation, terms and conditions and termination of
42 any compensation consultant, legal, accounting or other advisors retained to
43 assist with evaluating the compensation of the President and Senior
44 Executives.
45
46

- 1 (d) **Development and Alumni Relations Committee** -- The Development and Alumni
2 Relations Committee shall be responsible for overseeing and promoting external support of
3 the University's academic pursuits, research, endowments, and the administrative structure
4 that supports such efforts. In furtherance of this responsibility, the Committee shall:
5
- 6 (1) review and assess the effectiveness of, and participate in, outreach to key
7 constituencies, alumni, corporations and the foundation community;
8
 - 9 (2) review and assess the effectiveness of the communications, marketing and
10 branding strategies employed to advance the University;
11
 - 12 (3) review, assess and oversee the development of capital campaign plans for the
13 University and for each college and school thereof;
14
 - 15 (4) evaluate policies and procedures relative to the enhancement of private support;
16
 - 17 (5) evaluate the development and implementation of the University's communication and
18 marketing plan;
19
 - 20 (6) review the appropriateness of resources allocated to development efforts;
21
 - 22 (7) make recommendations to the Board regarding policy, matters and proposals
23 affecting the following:
24
 - 25 (i) the planning, initiation, and management of major fundraising campaigns and
26 development policies;
27
 - 28 (ii) the establishment of specific endowed chairs;
29
 - 30 (iii) criteria for the establishment of endowed academic chairs, scholarships,
31 naming opportunities, donations of real property, planned giving, and related
32 matters, provided that, such criteria are consistent with applicable criteria
33 adopted by other Board Committees, i.e., Finance, Academic Excellence, and
34 Executive regarding such matters; and
35
 - 36 (iv) the appropriateness of matching gift obligations;
37
 - 38 (8) take final action with respect to the acceptance of extraordinary gifts of restricted
39 resources to the University or to any college, school or unit thereof;
40
 - 41 (9) oversee and review the development of policies and procedures designed to engage
42 alumni in supporting the University, including, but not limited to, acknowledgments,
43 fundraising, program development, career placement, professional networks, student
44 recruitment and mentoring; and
45
 - 46 (10) provide information and analysis to the Finance Committee making judgments about
47 expected fundraising and contributions for purposes of annual and long-range
48 planning and budgeting.
49
- 50 (e) **Executive Committee** -- The Executive Committee of the Board shall be established and
51 operated in accordance with the provisions of this subsection (e).

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- (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;
 - (c) 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;
 - (d) review and approve the number and functions of the standing Committees of the Board;
 - (e) 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;
 - (f) receive and review reports on all University contracts that have an anticipated value of \$1 million to \$5 million;
 - (g) 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
 - (h) 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.

(f) **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.

(g) **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:

- 1 (i) new facilities planning and construction projects and major modifications to
2 existing structures, at selected stages, from concept design and cost estimates
3 through occupancy;
4
5 (ii) process and progress of Administration's selection of architects, general
6 contractors, and construction managers;
7
8 (iii) site locations;
9
10 (iv) concept and schematic plans including architectural renderings (renderings
11 will be provided for all new buildings and major exterior modifications to
12 existing structures);
13
14 (v) major modifications of contract work within funds approved, as well as
15 changes in scope to contract work requiring expenditure of additional funds;
16
17 (vi) capital budget with specific attention to sources of funds;
18
19 (vii) acquisition and disposition of real estate;
20
21 (xiii) allocation of space in all University buildings;
22
23 (ix) changes in the use of University lands and buildings;
24
25 (x) assigning or leasing of University space to off-campus affiliates; and
26
27 (xi) agreements to lease or rent space in off-campus facilities.
28
29 (6) take final approval action regarding:
30
31 (i) the selection and retention of expert and advisors as it determines appropriate
32 to assist in the full performance of its responsibilities.
33
34 (7) establish guidelines and monitor the acquisition, use, and disposition of University
35 assets.
36
37
38 (h) **Finance Committee** -- The Finance Committee shall be responsible for promoting the
39 financial strength of the University and monitoring revenues and disbursements. In
40 furtherance of this responsibility, the Committee shall:
41
42 (1) recommend and monitor the University's operating and capital budgets;
43
44 (2) oversee and ensure the University's financial soundness;
45
46 (3) establish policies and monitor the acquisition use and disposition of non-real property
47 assets of the University;
48
49 (4) monitor the financial performance of the University's health care provider units and
50 their effect on the overall financial soundness of the University;
51

- 1 (5) make recommendations to the Total Compensation and Succession Committee and
2 Executive Committee policies and procedures relative to compensation, retirement,
3 and benefit programs;
4
- 5 (6) approve investment guidelines for endowment and retirement funds, current operating
6 funds, and self-insurance trust funds, and monitor the performance thereof;
7
- 8 (7) review and ratify/approve the actions of the Investment Subcommittee which has
9 responsibilities to:
- 10
- 11 (i) establish and periodically review the University's investment policies and
12 guidelines, including asset allocation policies, in light of the University's
13 fiduciary obligations, taking into consideration volatility, risk, performance,
14 liquidity, duration, yield and all other factors the Committee deems
15 appropriate;
16
- 17 (ii) oversee and periodically review the performance of the University's
18 investments, including the impact on such performance of the University's
19 investment policies and guidelines;
- 20 (iii) periodically review the structure, approach and effectiveness of the
21 University's investment function, including the performance of, and
22 allocation of responsibilities between, University personnel and third-party
23 advisers;
24
- 25 (iv) make recommendations to the Finance Committee regarding matters and
26 proposals affecting the following:
- 27
- 28 (a) allocating assets;
- 29 (b) establishing policies regarding investments, management fees, and
30 improvement expenses and monitoring such fees and expenses;
- 31 (c) establishing policies and procedures governing investment activities;
- 32 (d) selecting the University's money managers and investment advisers,
33 monitoring their performance; and
- 34 (e) when appropriate, terminating engagement of University money
35 managers and investment advisers.
36
- 37 (8) make recommendations to the Board on matters and proposals affecting the
38 following:
- 39
- 40 (i) tuition, housing, and ancillary fees;
- 41
- 42 (iii) the operating and capital budgets for the University and its health care
43 facilities;
- 44
- 45 (iii) borrowing of material amounts by the University;
- 46
- 47 (iv) the approval of material loans to other entities;
- 48
- 49 (v) bonds issues; and
- 50
- 51 (vi) investment policies; and

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- (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.

(i) **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

1
2 (10) make recommendations for committee membership and chairpersons to the Chairman
3 of the Board to the Board.
4

5 (j) **Health Sciences Committee** -- The Health Sciences Committee shall be responsible for
6 promoting and overseeing and assessing the competitiveness and excellence of the
7 University's clinical enterprises and its system of medical and clinical education. In
8 furtherance of this responsibility, the Committee shall:
9

10 (1) oversee the integration of policy analyses relative to the Hospital, College of
11 Medicine, and the physicians practice plan;
12

13 (2) establish financial guidelines for the University's clinical enterprise and evaluate the
14 economic viability of such enterprise pursuant to such guidelines;
15

16 (3) recommend strategic alliances for the University Hospital ("Hospital") and the
17 University's clinical enterprise;
18

19 (4) oversee the University health care system and affiliated training facilities, including
20 the accreditation status of the Hospital, the College of Medicine, and their respective
21 clinical education programs;
22

23 (5) monitor the effectiveness of the compliance, quality assurance, and peer review
24 programs to promote regulatory compliance and the excellence of patient care;
25

26 (6) monitor and evaluate the effectiveness of the University's physicians practice plan;
27

28 (7) evaluate the development and implementation of a research agenda consistent with
29 urban health issues and innovations in health care;
30

31 (8) make recommendations to the Board on matters and proposals affecting the
32 following:
33

34 (i) the governance structure of the University's health care facilities;
35

36 (ii) the operating and capital budgets for all such facilities; and
37

38 (iii) changes to the Hospital's Compliance Program;
39

40 (9) make recommendations to the Audit and Legal Committee on all proposed changes
41 to the Medical Staff Bylaws and governance documents affecting the University's
42 health care enterprise;
43

44 (10) take final action with respect to:
45

46 (i) the appointment of and issuance of credentials to the medical and dental staff;
47 and
48

49 (ii) appeals under the Medical Staff Bylaws.
50

51 (11) review and ratify/approve the actions of the Howard University Hospital Board of

- 1 (i) the Student Handbook, Constitution and Bylaws;
2 (ii) the Student Code of Conduct and judiciaries; and,
3 (iii) similar new or revised student governance documents.
4
5

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

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

- 10
11 (a) the purpose of the Committee;
12
13 (b) the Committee's authorities and responsibilities;
14
15
16 (c) the expected work product to be produced as a result of the Committee's
17 deliberations; and
18
19 (d) the Committee's duration.
20

21 In addition to the foregoing, such resolution may also provide the authority for the Committee so established
22 to employ or accept the services of such consultants and volunteers as may be appropriate. A Subcommittee
23 or *Ad Hoc* Committee may be abolished at any time prior to the expiration of its term by resolution of the
24 Board.
25
26

27 **SECTION 3: Limitation of Authority**

28
29 No action or failure to act by a Subcommittee or *Ad Hoc* Committee shall be deemed to amend, rescind, or
30 otherwise affect any action taken or proposed to be taken by a Standing Committee or by the Board.
31
32

33 **SECTION 4: Selection of Committee Members and Chairs**

34
35 Except as specifically provided for in these Bylaws, the Chair of the Board, upon recommendation of the
36 Governance Committee, shall appoint the Members and Chairs of all Committees.
37
38

39 **SECTION 5: Committee Chairs**

40
41 Committee Chairs shall preside at the meetings of the respective Committee and shall act as its spokesperson.
42 In addition to such executive, supervisory, and management functions as may be designated by these Bylaws,
43 or by action of the Board, the Committee Chair shall perform such other functions and duties that appertain
44 to a presiding Officer. Subject to the maximum time limitation specified in this Section 5, the Chair shall
45 hold Office until a successor is elected. No person shall serve as a committee chair for more than four
46 consecutive terms of one year each, provided that, the Board may waive this requirement whenever it
47 determines that such action is in the best interests of the University.
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3 **ARTICLE VI: GENERAL PROVISIONS**

4 **SECTION 1: Restriction of Authority to Act for the University**

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

12
13 **SECTION 2: Responsibilities of Deans or Directors of Colleges, Schools and Other Academic Units**
14 **of the University**

15
16 The Dean or Director of each college, school or other academic unit shall be the chief administrative Officer
17 of their respective college, school, or academic unit subject to the Bylaws, actions of the Board, and the
18 supervisory power of the Provost and the general oversight of the President. Deans and Directors shall serve
19 subject to the pleasure of the President. The Deans of colleges or schools shall preside at the meetings of
20 the faculty thereof in the absence of the President and of the Provost of the University, and shall perform
21 such other duties in relation thereto as may be prescribed by the Board. Deans and Directors shall ensure
22 that an accurate record is kept of all faculty meetings, and that a true copy of same is promptly presented to
23 the Provost of the University.

24
25 **SECTION 3: Indemnification**

26
27 (a) **General Authority** -- Unless otherwise prohibited by law, the University shall have the
28 power to indemnify any Member of the Board, Officer, or employee of the University who,
29 when acting within the scope of his or her duties, was or is a party or is threatened to be made
30 a party to any threatened, pending or completed action, suit, or proceeding, whether civil,
31 criminal, administrative, or investigative (other than an action, suit, or proceeding by or in
32 the right of the University) by reason of the fact that such person is or was a Trustee, an
33 Officer, or employee of the University, or is or was serving at the request of the University
34 as a director, trustee, Officer, or agent of another corporation, partnership, joint venture, trust,
35 or other enterprise, from and against any and all expenses (including attorneys' fees),
36 judgments, fines and amounts paid in settlement and actually and reasonably incurred by such
37 person in connection with any such action, suit, or proceeding if such person acted in good
38 faith and in a manner he or she reasonably believed to be in or not opposed to the best interests
39 of the University and, with respect to any criminal action or proceeding, had no reasonable
40 cause to believe such person's conduct was unlawful, except, however, the University shall
41 not indemnify any such person in relation to matters as to which such person shall be
42 adjudged in a final, non-appealable order of a court of competent jurisdiction to be liable for
43 gross negligence or willful misconduct. The termination of any action, suit, or proceeding by
44 judgment, order, settlement, or conviction, or upon plea of *nolo contendere* or its equivalent,
45 shall not of itself, create a presumption that the person did not act in good faith and in a
46 manner that such person reasonably believed to be in or not opposed to the best interests of
47 the University, or acted with gross negligence or willful conduct and, with respect to any
48 criminal action or proceeding, had reason to believe that such person's conduct was unlawful.

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51 (b) **Mandatory Indemnification** -- To the extent that a present or former Member of the Board,

1 Officer, or employee of the University has been successful in the final disposition on the
2 merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a)
3 or in defense of any claim, issue or matter therein, such person shall be indemnified against
4 expenses (including attorneys' fees) actually and reasonably incurred by such person in
5 connection therewith.
6

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

13 (1) with respect to a Member of the Board (including the President) or the General
14 Counsel, by the Audit and Legal Committee of the Board; and

15
16 (2) with respect to all other Officers and employees, by the General Counsel, or by
17 independent legal counsel, as may be appropriate.
18

19 (d) **Advances** --Expenses (including attorneys' fees) reasonably incurred by a Member of the
20 Board, Officer, or employee in defending any civil, criminal, administrative or investigative
21 action, suit, or proceeding may be paid or incurred by the University in advance of the final
22 disposition of such action, suit, or proceeding upon receipt of an appropriate undertaking by
23 or on behalf of such Member, Officer or employee to repay such amount if it shall ultimately
24 be determined that such person is not entitled to be indemnified by the University as
25 authorized in this Article. Such expenses (including attorneys' fees) reasonably incurred by
26 former Members of the Board, Officers, or employees may be paid upon such terms and
27 conditions, if any, as the University deems appropriate. Determinations made under this
28 subsection (d) shall be made in the same manner as determinations made under subsection
29 (c).
30

31 (e) **Determinations of the Audit and Legal Committee** -- Determinations made by the Audit
32 and Legal Committee pursuant to subsections (c) or (d) shall be made by a majority of the
33 disinterested members of the Committee as long as such members constitute at least one third
34 (and in the event that number is a fraction it shall be rounded to the next highest number) of
35 the total membership of the Committee. If the aforementioned majority of disinterested
36 members is not obtainable or even if obtainable and a majority of active disinterested
37 members so directs, such determinations shall be made by majority of disinterested members
38 of the entire Board.
39

40 (f) **Insurance** -- The University shall have the power to purchase and maintain insurance on
41 behalf of any person who is or was a member of the Board, Officer, or employee of the
42 University, or was serving at the request of the University as a director, Trustee, Officer or
43 agent of another corporation, partnership, joint venture, trust or other enterprise, against any
44 liability asserted against such person and incurred by such person in any such capacity, or
45 arising out of his or her status as such, whether or not the University would have the power
46 to indemnify such person against such liability under the provisions of this Article.
47

48 (g) **Non-Exclusivity** -- The indemnification and advancement of expenses provided by, or
49 granted pursuant to this Section 3, shall not be deemed exclusive of any other rights to which

1 those seeking indemnification or advancement of expenses may be entitled under any
2 Bylaw, agreement, vote of the Board, or otherwise, both as to action in their official capacity
3 and as to any other action in another capacity while holding such office.
4

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

10
11 (i) **Conclusive Determinations** -- Unless otherwise required by law, determinations made under
12 this Section 3 shall be deemed conclusive of the matter so determined, except that
13 determinations made by the General Counsel may be modified or superseded only by action
14 of the Board. Nothing contained in the previous sentence shall be deemed to grant a right of
15 appeal to any person from a determination made by the General Counsel pursuant to this
16 Section 3.
17
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20 **ARTICLE VII: FISCAL YEAR**

21
22 Unless otherwise determined by the Board, the fiscal year of the University shall commence on the first day
23 of July and shall end on the last day of June in the succeeding year.
24

25 **ARTICLE VIII: AMENDMENTS**

26
27 These Bylaws may be amended at any meeting of the Board by the affirmative vote of three fourths of the
28 members present; provided that, one half of the total membership of the Board is present and notice of the
29 proposed amendment has been given to each member of the Board at least 30 days before the meeting.
30

31 **ARTICLE IX: CONFLICT OF INTEREST**

32 **SECTION 1: Coverage**

33
34
35 The Board shall adopt and revise, as appropriate, a Code of Ethics and Conduct applicable to all members
36 of the University Community. The Chief Compliance Officer and the President, in consultation and
37 coordination with the General Counsel, shall be authorized to issue such interpretations and directives under
38 the Code as may be authorized therein.
39

40 **SECTION 2: Disclosure**

41
42 (a) **Records** -- Any duality of interest, conflict of interest, or potential conflict of interest on the
43 part of any Member of the Board, Officer, faculty, student, or employee shall be disclosed
44 and made a matter of record at such time and in such manner as may be prescribed in the
45 Code of Ethics and Conduct and in any subsequent action of the Board. Any Trustee having
46 such a duality of interest, conflict of interest, or potential conflict of interest on any matter
47 shall not vote or use his or her personal influence on the matter, and such Trustee shall not
48 be included in determining a quorum for any meeting of the Board, or a Committee, thereof,
49 at which an action related to such matter is proposed to be taken. The minutes of any such
50 meeting shall reflect the disclosure by such Trustee, his or her abstention from voting and the
51 presence or absence of a quorum without including such Trustee. Any such Trustee may,

1 nevertheless, briefly state his or her position on the matter and may answer pertinent
2 questions of other Trustees.
3

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

10 **ARTICLE X: MEDICAL-DENTAL STAFF**

11 **SECTION 1: Application for Appointment**

12
13 There shall be a Medical Staff of the University Hospital. The Medical Staff shall present candidates for
14 privileges to the Committee on Health Sciences of the Board for final disposition. Such candidates shall be
15 presented by the Medical Director, the President of the Medical Staff, and the Vice President for Health
16 Sciences. A recommendation for each candidate shall be supported by such application form, process, and
17 original source licensing and training verifications as:
18
19

- 20
21 (a) are required by law and the duly adopted Bylaws of the Medical Staff; and
22
23 (b) are determined by the Medical Director, President of Medical Staff, or the Vice President for
24 Health Sciences to be necessary and appropriate for the provision of quality health care,
25 provided that, such recommendation is accompanied by an opinion of the General Counsel
26 regarding the consistency of the recommendations with the procedural requirements of the
27 Medical Staff Bylaws and such provisions of law as may be applicable.
28

29 The effective term of privileges shall be fixed in the Bylaws of the Medical Staff, provided that, such term
30 does not exceed a maximum of two years.
31

32 **SECTION 2: Delegation of Responsibility**

33
34 Subject to the oversight of the Board, the Medical Staff of the Hospital has the responsibility to provide and
35 promote the best possible curative, restorative and preventive health care, and to conduct research with full
36 regard to the dignity of the individual. The Medical Staff shall be governed by its Bylaws, provided that,
37 such Bylaws and any amendments thereto shall not be deemed effective unless first recommended by the
38 Health Sciences Committee, and subsequently approved by the Audit and Legal Committee of the Board.
39

40 **SECTION 3: Terms and Conditions of Medical Staff Privileges**

- 41
42 (a) **Definitions** -- Physicians, dentists, and such other health care clinicians as are defined by the
43 Bylaws of the Medical Staff, and who are lawfully engaged in the provision of clinical
44 services at the Hospital, shall constitute the medical staff of the Hospital.
45
46 (b) **Credentials** -- Those members of the Medical Staff who receive privileges pursuant to this
47 Article, or who receive temporary privileges from the Medical Director pursuant to the
48 Medical Staff Bylaws, shall be deemed to receive credentials for the provision of designated
49 clinical services at the Hospital. The failure to recommend the issuance or re-issuance of
50 privileges by the Health Sciences Committee, or any action taken to withdraw or suspend
51 credentials (other than a temporary suspension under the Medical Staff Bylaws) shall be

1 subject to final resolution pursuant to the determination of a hearing panel, after conducting
2 a hearing on the record, in accordance with the provisions of the Medical Staff Bylaws. The
3 hearing panel shall be comprised of representatives of the Medical Staff and the Medical
4 Director, and at least one member of the Health Sciences Committee of the Board. The action
5 of such hearing panel shall also be deemed the final action of the Board.
6

7 **ARTICLE XI: UNIVERSITY SEAL**
8

9 The University shall have a corporate seal that shall be in the form of a circle and shall have inscribed thereon
10 the name of the University and "1867." The Secretary shall be the custodian of the University seal.
11

12 **ARTICLE XII: EFFECT**
13

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