

**BYLAWS OF
THE BOARD OF TRUSTEES OF TENNESSEE STATE UNIVERSITY**

ARTICLE I: The Board of Trustees

- 1.1 Governance.** Tennessee State University (the “University” or “TSU”) is a public university established by the laws of the State of Tennessee. The University is governed by a Board of Trustees (the “Board”), pursuant to the Focus on Colleges and University Success (FOCUS) Act, T.C.A. § 49-8-101.
- 1.2 Authority.** The Board is vested, by law, including the FOCUS Act, with the power and authority to govern the University and to exercise all powers and authority of the University.

ARTICLE II: Organization of the Board

- 2.1 Membership.**
- A.** In accordance with the FOCUS Act, the membership of the Board shall consist of ten (10) members, of which nine (9) members shall be voting members and one (1) member shall be a non-voting member.
 - B.** Of the nine (9) voting members, at least six (6) shall be residents of the state of Tennessee.
 - C.** Eight (8) of the voting Board members will be appointed by the Governor of the State of Tennessee, with at least three (3) members being alumni of the University.
 - D.** A University faculty member shall serve as one (1) voting Board member to be selected by the University’s Faculty Senate.
 - E.** The non-voting member shall be a TSU student to be appointed by the Board.
- 2.2 Terms of Trustees.**
- A.** The initial terms of the members appointed by the Governor to the Board shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term.
 - B.** As the initial terms of the initial Board members expire, successors shall be appointed for six (6) year terms.

- C. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the non-voting student member shall serve a one (1) year term.
- D. The members appointed by the Governor and who have served two (2) full terms in succession as a member of the Board shall be ineligible for re-appointment for a period of four (4) years.

2.3 **Vacancies.**

- A. Whenever any vacancy shall occur in the membership of the Board among those appointed by the Governor, it shall be the duty of the Secretary to the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the vacancy.
- B. Whenever any vacancy occurs among those elected by the Board or the Faculty Senate, it shall be the duty of the Secretary to the Board to inform the respective party of the vacancy. The Board, in the case of a Student Trustee vacancy, or the Faculty Senate, in the case of the Faculty Trustee vacancy, shall appoint a person to fill the position for the remainder of the term.
- C. If a vacancy occurs by reason of expiration of term, the Board member whose term is expiring shall serve until a successor is appointed.

2.4 **Eligibility.** The following individuals are prohibited from serving as a member of the Board: employees of any public institution of higher education, except those faculty members elected to the Board; elected or appointed officials; state employees; or, members of a governing body for any institution of higher education.

2.5 **Removal.** A board member may be removed for a material violation of the Board's Code of Ethics and Conduct/Conflicts of Interest policy by a two-thirds (2/3) vote of the voting members of the Board after being afforded due process.

ARTICLE III: Powers, Responsibilities, and Duties of the Board

3.1 **General.** The Board governs the University by exercising and carrying out all of the powers, responsibilities, and duties that are expressly conferred upon the Board by law, implied by law, or incident to such powers, responsibilities, and duties.

3.2 **Powers of the Board.** Among the powers of the Board, as set forth in statute or herein, the Board has the power to:

- A. Determine the mission of the University and ensure that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee;

- B.** Select, employ and annually evaluate the chief executive officer (“President”) of the University, and confirm the appointment of administrative personnel, faculty and other employees of the University and their salaries and terms of office;
- C.** Approve curricula, which includes academic programs, and approve and prescribe requirements for diplomas and degrees;
- D.** Establish policies regarding the academic affairs of the University;
- E.** Review and approve the operating budget and set fiscal policies;
- F.** Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
- G.** Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
- H.** Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;
- I.** Define and set in-state and out-of-state residency requirements within the parameters outlined in statute;
- J.** Set tuition rates for resident and non-resident undergraduate and graduate students within the parameters set by statute;
- K.** Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be set in accordance with the conditions set by the donor;
- L.** Purchase land subject to the terms and conditions of state regulations, to condemn land, and erect and equip buildings for the University subject to the requirements of the state building commission, and to the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired;
- M.** Delegate to the President and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law;
- N.** Exercise any power granted by statute; and
- O.** Perform and exercise all other powers, not otherwise prescribed by law, necessary to promote the sound governance of the University within the parameters of state law.

3.3 Responsibilities of the Board. The Board is responsible for:

- A.** Providing insight and guidance to the University's strategic direction and charging the President with leading the strategic planning process;
- B.** Ensuring the University's fiscal integrity; overseeing the University's financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University's assets for posterity;
- C.** Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University's autonomy, academic freedom, and the public purposes of higher education;
- D.** Engaging regularly, in concert with senior administration, with the university's major constituencies;
- E.** Refraining from directing or interfering with any employee, officer, or agent of the University; and
- F.** Adopting a Code of Ethics and Conduct/Conflicts of Interest policy, and such other policies as it deems necessary to carry out the Board's powers, responsibilities, duties and authority.

3.4 Duties of the Board. Board members are dutifully bound to:

- A.** Be free of any contractual, employment, or personal or familial financial interest in the University, except as provided by statute;
- B.** Be free from undue influence from political, religious, or other external bodies and protect the University from such influence;
- C.** Be transparent in all Board actions to the extent required by the law;
- D.** Direct matters of administration or executive action to or through the President;
- E.** Represent the interest of the entire University rather than any single constituent party;
- F.** Refrain from speaking on behalf of the University or the Board unless authorized to do so by the Board or the Board Chair;
- G.** Participate in all Board meetings and events, absent good cause;
- H.** Conduct the Board's business in an exemplary manner, adhering to the highest ethical standards, complying with applicable open meeting and public records

laws; ensuring the currency of Board governance policies and practices; and periodically assessing the performance of the Board, its committees and its members; and

- I. Stay informed, to the extent practical, about the education and business affairs of the University.

ARTICLE IV: Officers of the Board

4.1 Officers of the Board.

- A. The officers of the Board shall be a Chair and a Vice Chair. The Board may establish additional officers of the Board as it deems appropriate.
- B. The officers shall be elected from among the voting membership of the Board by a majority of those present and voting. Each officer shall serve a two (2) year term until successors are elected or a vacancy occurs.
- C. The officers shall have such powers and duties as set forth in these bylaws, and as may be prescribed by the Board or by law.
- D. Except for the Faculty Trustee, officers of the Board are not employees of the University by virtue of these Bylaws and are not, as such, agents of the University or authorized to bind the University.

4.2 Election and Term of Office.

- A. The Chair and Vice Chair shall be elected by the Board by a majority vote of those present and voting.
- B. Each Board officer shall hold office for two (2) years, or until a successor has been duly appointed and qualified or until the officer's death, resignation or removal.
- C. The Chair and Vice Chair may serve a maximum of two (2) full consecutive terms.
- D. In the event of a vacancy or expired term, a successor shall be elected at the next meeting of the Board.

4.3 Responsibilities of the Board Chair.

- A. The Board Chair shall preside at all Board meetings, has the right to vote on all questions, and shall serve as a spokesperson for the Board.
- B. The Board Chair is also authorized to act on behalf of the Board to acknowledge or affirm the Board's governance authority and responsibilities relating to

compliance with federal and state law, regulations and commitments, and accreditation standards and requirements.

- C. The Board Chair serves as an ex officio member of all standing committees of the Board.

4.4 Responsibilities of the Vice Chair. The Vice Chair shall perform such duties as may be prescribed by the Board. In the absence of the Chair, or in the event the Board Chair is unable to act, the Vice Chair shall perform the duties of the Board Chair, and when so acting, has the powers of and is subject to all the restrictions upon the Board Chair.

4.5 Removal of Officers. An officer may be removed at any time by a two-thirds (2/3) vote of the Board members eligible to vote.

ARTICLE V: Officers of the University

5.1 Officers of the University. The officers of the University designated to support Board activities are the President, a Board Secretary appointed by the President, and such other officers, assistant officers, and other Board staff, as the President or Board deems necessary to provide support to the Board. The officers shall have such powers and duties as set forth in the law, these Bylaws, and as the Board or the President prescribes.

5.2 President of the University.

- A. The President is the chief executive and governing officer of the University, and is appointed by, and serves at the pleasure of, the Board.
- B. The President shall have the authority and responsibility to supervise, direct and manage the affairs and operations of the University, subject to any statutory powers retained by the Board, or any powers specifically delegated by the Board to other University officers. The President may delegate such authority to staff as deemed appropriate. The President shall perform such other duties as assigned by the Board.
- C. The President is authorized, consistent with the law, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of the University, and shall report such actions to the Board annually for confirmation.
- D. The President shall be the official liaison between the University community and the Board.
- E. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board.

- F. The Board shall prescribe the President's compensation, terms, and conditions of employment. The Board is responsible for the evaluation, reappointment, and removal of the President.

- 5.3 **Secretary.** The Secretary shall be responsible for supporting the Board and its committees, including, but not limited to, providing required notices of meetings of the Board, in consultation with the Board Chair and the President, preparing agendas for Board meetings, and preparing minutes of meetings of the Board.

ARTICLE VI: Committees of the Board

- 6.1 **Committees of the Board.** Subject to statutory requirements, the Board may establish such committees as it deems appropriate to fulfill its responsibilities, and shall define their memberships and duties.

ARTICLE VII: Meetings of the Board

- 7.1 **Meetings Subject to the Tennessee Open Meeting Act.** All Board meetings for which a quorum is required to make a decision or to deliberate toward a decision are open to the public, except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et. seq.
- 7.2 **Public Access.** Meetings of the Board shall be made available for viewing by the public over the internet by streaming video accessible from the University's web site. Archived videos of the Board meetings shall also be available to the public through the University's website within a reasonable period of time following each meeting.
- 7.3 **Regular Meetings.** The Board shall meet at least four (4) times each fiscal year on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Board members then in office.
- 7.4 **Special Meetings.**
 - A. Subject to the notice requirement contained in these Bylaws, the Board Chair, Board Vice Chair, or the President may call special meetings of the Board at any time by submitting written notification to the Secretary. A special meeting may also be called in the event at least three (3) Board members eligible to vote submit a written notification to the Secretary.
 - B. The call for every special meeting shall state the business to be considered, and the business transacted shall be confined to the matters stated in the call.
- 7.5 **Notices.**
 - A. **Regular Meetings.** At least five (5) days' written notice of the stated regular meetings of the Board shall be sent by the Secretary or President to all Board members. The written notice may be provided by any reasonable means.

- B. **Special Meetings.** Special meetings of the Board may be called on less than five (5) days' notice and if said meeting is of an emergency nature, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose(s) of the meeting.
- C. **Public Notice.** Notice of all regular public meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of special meetings of the Board that are public meetings shall be given to the general public at least forty-eight (48) hours prior to the hour of the meeting. Notice of an emergency public meeting shall be such as is appropriate to the circumstance(s).

7.6 **Quorum.**

- A. The Board must have a quorum to conduct business. A quorum shall consist of a majority of voting Board members. If a quorum is not present, the Board members in attendance may adjourn any regular or special meeting until a quorum is established.
- B. If the meeting agenda does not include items for action or on which a vote may be taken, the meeting may continue even without a sufficient quorum for voting.

7.7 **Agendas.**

- A. An agenda for every meeting of the Board shall be prepared by the Secretary, in consultation with the Board Chair and the President. The agenda shall list each matter to be considered at the meeting.
- B. When feasible, a copy of the agenda and copies of all reports and other materials to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Board members before the meeting date.
- C. Notwithstanding any provision in these Bylaws to the contrary, after consulting with the appropriate committee chair, the President and the Secretary, the Board Chair may designate agenda items for deliberation and action at the full Board meeting without prior review and recommendation of a committee.
- D. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote of a majority of those present and voting.
- E. **Consent Agendas.**
 - 1. The Chair, in consultation with the President, the Secretary, or committee chair, as appropriate, may designate items to be presented to the Board on a consent calendar.

2. Any item unanimously approved by a committee may be designated by the Chair for unanimous consent at the full Board meeting.
3. Such items shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion.
4. Any member may request to remove an item from the consent agenda by notifying the Secretary in writing prior to the meeting. The request must be approved by a majority of those present and voting.
5. Any item may be removed from the consent agenda at the discretion of the Chair at any time.

F. Requests to Address the Board.

1. Anyone wishing to address the Board must submit a written request to the Board Secretary at least fifteen (15) days prior to the scheduled meeting of the Board. The request must include the requestor's contact information and subject matter to be addressed.
2. The Board Chair shall review the request, and after appropriate consultation, may direct the Secretary to place the requested item on the agenda or notify the requestor in writing of the reason for declining the request. The Board Chair or Secretary shall, as soon as practicable, notify other members of the Board of the request and the disposition of the matter.

7.8 Conduct of Business.

- A. **Public Vote.** All votes of the Board shall be by public vote as defined by Tennessee Code Annotated Section 8-44-104(b), public ballot, or public roll call. No secret or proxy votes, secret ballots, or secret roll calls shall be allowed.
- B. **Board Action.** The action of a majority of the quorum of Board members eligible to vote and present at any meeting shall be the action of the Board, except as otherwise prescribed by the Bylaws.
- C. **Telephonic/Electronic Communication.** The Board may permit any or all members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication. If such a meeting occurs:
 1. The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting;
 2. All participating members must be able to both hear all members and speak to all members during the meeting;

3. Any member participating by telephone or electronically shall identify the persons present in the location from which the member is participating;
4. Any member who participates in a meeting covered by this provision shall be deemed “present” at the meeting; and
5. A public roll call vote is required on all matters.

D. Roll Call Votes. A public roll call vote of the Board is required on all motions regarding budget approval, fees or tuition increases, capital expenditures, revision, adoption, or repeal of bylaws, or in any case required by law or deemed desirable in the judgment of the chair. Upon request of any member present, a public roll call vote may be called for on any matter, provided the member requests a public roll call vote before announcement of the public vote previously taken.

E. Adjournment. The Board may adjourn any regular or special meeting to any future date. If a quorum is not present, the members in attendance may adjourn any regular or special meeting until a quorum is present.

7.9 Minutes. The Secretary shall take minutes at each meeting of the Board and maintain approved minutes as the official record of such meeting. Minutes need not be a verbatim record of a meeting but should provide adequate basis upon which implementing actions may be taken or permanent policies be extracted therefrom.

7.10 Parliamentary Rules. General parliamentary rules shall be observed in conducting the business of the Board, except as may be modified by policies or resolutions adopted by the Board. Procedural disputes are to be resolved by reference to Roberts’s Rules of Order, Newly Revised, 11th (or most current) Edition, as interpreted by the Board Chair.

ARTICLE VIII: Adoption and Amendment

8.1 Adoption. These Bylaws shall be effective upon adoption.

8.2 Amendment.

- A.** The Bylaws may be modified by amendment, by adoption of a new bylaw or by repeal of an existing bylaw at any regular meeting of the Board, or at a special meeting called for that purpose, by a two-thirds (2/3) vote of the Board members eligible to vote, provided that a copy of the amendment or new bylaw to be offered, or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.
- B.** Any Board member may propose to alter, amend, restate, or repeal a bylaw by submitting a written request to the Secretary at any regular or special meeting. The Board will vote on any such request at the next regular or special meeting.

C. These Bylaws shall be deemed superseded by the enactment of state laws affecting the terms and provisions contained in these Bylaws.

8.3 Survivability. Any determination that any provision of these Bylaws is inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

Citation of Authority for Bylaws: T.C.A. § 49-8-201 (f) (8) (B).

Document History:

- Adopted by the Board of Trustees: April 13, 2017