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**BYLAWS**  
**OF THE**  
**UNIVERSITY OF ROCHESTER**

**ARTICLE I**  
**THE TRUSTEES**

**SECTION 1: NUMBER OF TRUSTEES.** The number of Trustees shall be determined from time to time by the Board of Trustees, subject to the limits prescribed by law and by the University's charter. The President of the University shall by virtue of the office be a member of the Board of Trustees and continue to be a member so long and only so long as that person shall be President of the University, unless elected as hereinafter provided by this Article. The remaining Trustees shall be elected by the Board of Trustees as provided by Section 2(a) below.

**SECTION 2(a): ELECTION.** Each Trustee shall be elected by a vote of the Board.

**SECTION 2(b): TERMS.** The Trustees shall be elected to serve for terms not to exceed five years. Each Trustee shall serve from the close of the meeting at which that person is elected until the close of the annual meeting of the Board of Trustees held in the last year of the specified term or following the date on which the Trustee reaches age 70, whichever occurs first. No Trustee who has served two full terms may be re-elected to that position. Exceptions to the limitations on age or number of terms of service may be made for good cause by special action of the Executive Committee on the recommendation of the President and the Chair of the Board. Trustees in office on January 1, 2005, may serve to the expiration of their current term irrespective of reaching age 70 therein.

**SECTION 2(c): ALUMNI REPRESENTATION.** A majority of trustees shall be alumni of the University. The Board shall consult with University alumni organizations to identify alumni nominees.

**SECTION 2(d): LIFE TRUSTEES.** Trustees who have completed one or more terms on the Board may be elected as Life Trustees. Life Trustees shall not be members of the Board of Trustees, but shall be entitled to notice of annual meetings and such other meetings as the Board may from time to time determine, and may participate therein but without vote. The chair of any committee of the Board may invite a Life Trustee to be present and to participate in any meeting or generally in meetings of the committee, but without vote.

**SECTION 3: VACANCIES.** If any vacancy in the Board of Trustees shall exist by reason of the death, resignation, or otherwise, of a Trustee, such vacancy may be filled for the unexpired term by a vote of the Trustees.

**SECTION 4: REGULAR MEETINGS.** The annual meeting of the Board of Trustees shall be held in the city of Rochester, New York, or its environs during the week preceding the Annual Commencement of the University. There shall be two other regular meetings of the Board each year, one in the fall and one in the winter. The date for each of such meetings shall be determined not later than the preceding regular meeting of the Board. The time and place of these regular meetings shall be determined by the President of the University with the approval of the Chair of the Board.

**SECTION 5: SPECIAL MEETINGS.** Special meetings of the Board of Trustees may be held at any place and may be called at any time by the President of the University or by the Chair of the Board. Special meetings shall be called by the Chair of the Board, or in his absence by the most senior voting Trustee upon the request, in writing, of any three members of the Board. Seniority shall be according to the order in which the Trustees are elected, and among those simultaneously elected, according to age.

**SECTION 6: NOTICE OF MEETINGS.** Notice of each meeting of the Board of Trustees, stating the time and place thereof, shall be mailed to each member of the Board not fewer than five days nor more than ten days before the meeting.

**SECTION 7: QUORUM AND VOTING.** At each meeting of the Board of Trustees, a majority of the whole number shall constitute a quorum for the transaction of business. Except

as otherwise provided by law, or by these bylaws, a majority of those present and voting shall decide any question that may come before the meeting.

**SECTION 8: TELEPHONE PARTICIPATION.** Any one or more members of the Board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

**SECTION 9: ORDER OF BUSINESS.** The order of business at each meeting of the Board of Trustees shall be determined by the President of the University, except that any question as to the priority of business shall be decided by the Chair of the Board.

**SECTION 10: EXECUTIVE SESSIONS.** Notwithstanding any other provisions of these Bylaws, in the discretion of the presiding officer, the Board or any committee thereof may meet in executive session to transact any business with only voting Trustees and their invited guests in attendance.

## **ARTICLE II EXECUTIVE COMMITTEE**

**SECTION 1: MEMBERS, TERMS OF OFFICE, AND PROCEDURE.** There shall be an Executive Committee of the Board of Trustees consisting of the Chair of the Board, the President, the appointed chairs of the Board Committees listed in sections 2 through 14 of Article IV, and such other Trustees as the Board may from time to time determine, who shall be elected by the Board from among its remaining members for specified terms not to exceed five years. A majority of the members shall constitute a quorum for the transaction of any business and a majority of the members in attendance and voting shall decide any issue. A chair and such vice chair or vice chairs as the Board of Trustees may from time to time determine shall be elected by the Board of Trustees for a specified term not to exceed three years. The Trustees shall elect five alternate members on whom the President may call to serve in the place of regular members at a meeting if they are not available for any meeting.

**SECTION 2: VACANCIES.** In the event of a vacancy occurring in the elected members of the Executive Committee, the Board of Trustees may fill such vacancy for the unexpired term.

**SECTION 3: POWERS OF THE EXECUTIVE COMMITTEE.** The Executive Committee in intervals between meetings of the Board of Trustees shall have general charge of the administration of the affairs of the University and may exercise all the powers of the Board in all matters, provided that this authority shall not extend to the granting of degrees, the making of removals from office, the election of Trustees, the Chair of the Board, or the President, or the amendment, alteration, or repeal of these bylaws; and provided further that as to matters which by the bylaws are under the direction of any standing committee of the Board, the recommendation of that committee shall be given due consideration. Without limiting the generality of the preceding sentence, the Committee shall have the power: (1) generally to supervise and direct the care and custody of all the moneys and securities of the University, the collection and disbursement of all funds of the University, the keeping of accounts, the preparation of budgets of the University, and the formulation of general financial plans, and (2) to authorize the purchase or sale of property, the borrowing of funds for any purpose, and the encumbering of any of the University's property to secure the same.

**SECTION 4: REGULAR MEETINGS.** Regular meetings of the Executive Committee may be held on such days and at such hours as the Committee may by resolution fix and determine. No notice shall be required to be given of any regular meeting of the Committee.

**SECTION 5: SPECIAL MEETINGS.** Special meetings of the Executive Committee may be called at any time by the Chair of the Committee or by the President of the University. Notice of each special meeting of the Committee, stating the time and place thereof, shall be given by the President of the University or by the Secretary to each member of the Committee by any means reasonably expected to be received by members at least two days before the meeting.

### **ARTICLE III OFFICERS**

**SECTION 1: NUMBER AND ELECTION.** The officers of the University shall be a Chair of the Board of Trustees, the President of the University, the Provost, the Treasurer, the Secretary, the Vice Presidents, and such other officers as the Board may from time to time determine. The Chair of the Board and the President of the University, who shall be members of the Board of Trustees, shall be elected by the Board. Other officers shall be elected by the Board or Executive Committee.

The Board or Executive Committee may by resolution appoint such other officials, managers, agents, employees, or committees as it shall deem necessary, who shall hold their offices for such terms and shall have such powers and perform such duties as shall be prescribed from time to time by the Board of Trustees or Executive Committee.

Any person may hold more than one office, except that the offices of President and Secretary may not be held by the same person.

**SECTION 2: TERMS OF OFFICE.** Each of the above enumerated officers shall hold office at the pleasure of the Board of Trustees and may be removed from office at any time by the Board.

**SECTION 3: VACANCIES.** If any vacancy shall occur among the officers, such vacancy shall be filled by the Board of Trustees or Executive Committee.

**SECTION 4: CHAIR OF THE BOARD.** The Chair of the Board of Trustees shall preside at all meetings of the Board and shall perform such other duties as the Board may properly direct. During the absence of the Chair, the Board may, at any meeting, elect a chair pro tem.

**SECTION 5: THE PRESIDENT OF THE UNIVERSITY.** The President of the University shall be the chief executive officer of the University. Under the direction of the Board of Trustees and Executive Committee, the President shall have the general powers and duties of supervision and management of the property and affairs of the University, including the educational activities of the University, and all the other officers of the University shall be directly accountable to the President. The President shall have the right to delegate duties and powers to the Provost. The President shall perform all such other duties as the Board of Trustees or Executive Committee may properly direct. The President shall make to the Board of Trustees or Executive Committee in each year a report which shall set forth the condition of the University in its several departments, its progress during the year covered by the report, and

any other matters which the President may wish to bring to the attention of the Trustees or Executive Committee or which the Board of Trustees or such Committee may have requested the President to discuss. The President shall be the chair of each faculty of the University and shall have the direction of and general responsibility for the work of all departments, and for all matters of discipline and general order and welfare of the students. The President shall be the representative of the Trustees and faculties of the University at the Annual Commencement and on other public occasions, and shall confer upon the candidates the academic degrees which have been voted by the Trustees. In case of the President's death, resignation, or inability to act, the Executive Committee may appoint an Acting President of the University, who shall perform all the duties of the President until the next meeting of the Board of Trustees or until the disability of the President ceases. In case the Executive Committee shall appoint an Acting President, the Board of Trustees may, at any time thereafter, elect a President or an Acting President.

**SECTION 6: THE PROVOST.** The Provost shall have such duties and powers as may be delegated to that office from time to time by the Board of Trustees, the Executive Committee, or the President.

**SECTION 7: THE SECRETARY.** The Secretary shall keep a complete record of all meetings of the Board of Trustees and the Executive Committee and, except as herein otherwise provided, shall serve all notices of such meetings. The Secretary shall receive communications and submit them to the appropriate officers or committees and shall generally perform such duties as usually pertain to that office and such other duties as the Board of Trustees and Executive Committee may properly direct. All the minutes kept by the Secretary shall be open at all reasonable times for inspection by any member of the Board of Trustees or Executive Committee.

**SECTION 8: THE TREASURER.** The Treasurer shall have the care and custody of the University's bank and other financial accounts, keep the University's financial records, report regularly to the Trustees on the University's financial condition, have the care and custody of the University's bank and other financial accounts, collect and disburse the University's funds, and such other duties as the Trustees or President may assign; provided, however, that the investment of endowment and similar funds through the purchase and sale of securities and other forms of investments may be delegated to such other officer as the Trustees may designate as the chief investment officer, who shall perform those functions in accordance with procedures and guidelines established by the Investment Committee. The Treasurer shall give a bond for the faithful performance of the duties of that office in such amount as the Board of Trustees or Executive Committee shall direct.

**SECTION 9: EXECUTION OF AGREEMENTS.** Any officer, or Associate Treasurer or Assistant Treasurer, shall execute all contracts, agreements, and deeds on behalf of the University and affix the corporate seal when necessary.

#### **ARTICLE IV BOARD COMMITTEES**

**SECTION 1: ELECTION, ORGANIZATION, AND MEETINGS.** On nomination of the Committee on Nominations and Board Practices and except as herein otherwise provided, the members of each Board Committee provided for in this Article IV shall be elected at the annual meeting of the Board of Trustees in such manner as the Board shall determine. Each such Board Committee shall consist of at least five members elected from among the Trustees, Senior Trustees and Life Trustees, at least three of whom shall be voting Trustees. Elected members of such Board Committees shall serve for specified terms not exceeding five years and may serve successive terms unless otherwise provided in these bylaws. Any vacancy in any Board Committee may be filled by the Board of Trustees or the Executive Committee. The Board of Trustees shall elect the chair and any vice chair of each Board Committee. Each Board Committee shall meet at such times and places and upon such notice as the Chair of the Committee or the President of the University shall determine and shall also meet upon call of the Chair of the Board. A majority of the elected members of a Board Committee shall constitute a quorum, and a majority of the committee members present and voting shall decide any question that may come before the meeting. The Chair of the Board of Trustees and the President of the University shall be ex officio voting members of each Board Committee, in addition to the number of elected members, except that the President shall be an ex officio non-voting member of the Audit and Risk Assessment Committee.

**SECTION 2: INVESTMENT COMMITTEE.** The Board delegates to the Investment Committee the authority to adopt guidelines and policies with regard to the investments of the University's endowment and similar funds. Responsibilities shall also include, but not be limited to, asset allocation, performance measurement, manager selection and other investment matters as may be required. The Chair of the Investment Committee shall report on investment matters at least once a year at a meeting of the Board.

**SECTION 3: COMMITTEE ON NOMINATIONS AND BOARD PRACTICES.** After a member shall have served the specified term on this Committee, that person shall not be eligible for re-election.

This Committee shall nominate persons to fill vacancies on the Board of Trustees to serve a subsequent term on the Board, persons to succeed members of the Board whose terms of office expire, Trustees to serve on the Executive Committee and the Board Committees, and the chair and any vice chair of such committees, except that (a) the Executive Committee alone shall nominate members of the Committee on Nominations and Board Practices and the chair thereof and (b) the recommendation of the President and the Chair of the Board and the concurrence of the Executive Committee are necessary to grant an exception to the limitations as set forth in Article I, Section 2(b) on age or number of terms to allow a person nominated by the Committee to be presented to the Board for election to serve a term that otherwise would be prohibited or limited.

The Committee shall review and advise the Board of Trustees and the Executive Committee on board practices, which shall be broadly interpreted to include such matters as the orientation of new Trustees, the performance of Trustees, the conduct of Board and Committee meetings and other Trustee business, communications with Trustees, continued training and education programs, and strengthening of relationships between the Board and University alumni organizations.

**SECTION 4: COMMITTEE ON FACILITIES.** This Committee shall review and advise the Executive Committee and the Board of Trustees on plans, contracts, and budgets for new buildings and large-scale remodeling projects and on all major alterations in campus lands or real property.

**SECTION 5: COMMITTEE ON AUDIT AND RISK ASSESSMENT.** This Committee shall establish the scope of the annual or other audits of the operations and finances of the University; shall recommend to the Board independent auditors, on terms satisfactory to the Committee, to conduct audits; and shall evaluate the results of such audits and report them with any recommendations to the Board and the Executive Committee. It shall have the power to inspect all records of the University (subject to governmental restrictions) and to conduct investigations of the affairs of the University as the Committee shall deem desirable.

*The Committee shall also review the University's internal controls as well as its processes for risk assessment and compliance with laws, regulations and standards.*

*The Committee's activities and responsibilities are detailed in its charter, which it shall review with the Board of Trustees from time to time.*

**SECTION 6: COMMITTEE ON PERSONNEL.** This Committee shall consider and advise on all matters relating to University personnel, including but not limited to labor relations and collective bargaining and compensation and benefits of faculty, staff, and executive personnel.

**SECTION 7: COMMITTEE ON HEALTH AFFAIRS.** This Committee shall consider and advise on all matters relating to health affairs, including but not limited to the coordination of activities between and among the School of Medicine and Dentistry, the School of Nursing, Strong Memorial Hospital, Eastman Dental Center and the University of Rochester Medical Faculty Group.

**SECTION 8: COMMITTEE ON ACADEMIC AFFAIRS.** This Committee shall consider and advise on all matters relating to the University's academic programs, including but not limited to its undergraduate, graduate and professional education programs, libraries, and special projects.

**SECTION 9: COMMITTEE ON Research and Innovation.** This Committee shall consider and advise the Board on matters pertaining to University research, technology transfer and entrepreneurship.

**SECTION 10: FINANCIAL PLANNING COMMITTEE.** This Committee shall consider and advise on all matters relating to the University's processes for budgeting and fiscal planning.

**SECTION 11: COMMITTEE ON STUDENT AFFAIRS.** This Committee shall consider and advise on all matters relating to student life, including but not limited to student organizations, housing, athletic programs and student health.

**SECTION 12: COMMITTEE ON COMPLIANCE AND COMPENSATION.** This Committee shall review and approve compensation and other consideration provided by the University or any of its affiliates to officers, Trustees, and other persons in positions of substantial influence over the affairs of the University, and to any persons or entities closely related or affiliated with

such persons, whether such compensation or other consideration is provided in employment, procurement, investment, credit or other transactions presenting the potential for undue influence or conflicts of interest. In lieu of Section 1 of this Article, the procedures set forth in this Section 12 will govern this Committee. The Chair of the Board, the Chair of the Executive Committee and the Chair of the Committee on Personnel will serve as the members of the Committee. The Chair of the Board, with the concurrence of the Committee on Nominations and Board Practices, may appoint up to two additional Trustees to serve for specified terms as members or alternates. The Committee will meet on the call of the Chair of the Board or any two of its members. A majority of the members shall constitute a quorum for the transaction of business. A majority of those present and voting shall decide any question. The Chair of the Board shall chair this Committee. In the absence or disability of the Chair, the Chair of the Executive Committee will act in that capacity. No member shall participate in any deliberation or vote relating to matters of personal interest to that member. This Committee will report regularly, and not less than annually, to the Trustees meeting in Executive Session.

**SECTION 13: DEVELOPMENT COMMITTEE.** This Committee shall consider and advise on all matters relating to the University's development efforts, including relations with alumni and other donors, and the establishment and assessment of fundraising goals and strategies.

**SECTION 14: OTHER COMMITTEES.** The Board of Trustees may appoint other committees from time to time from among its own members, or otherwise, and confer powers on such committees, and revoke such powers and terminate the existence of such committees at its pleasure.

## **ARTICLE V UNIVERSITY OF ROCHESTER MEDICAL CENTER BOARD**

A Medical Center Board shall advise and counsel the officers and Trustees regarding the coordinated administration of the University divisions constituting the Medical Center. The Medical Center Board will operate under bylaws approved by the Trustees, which bylaws will detail the board's mission and purpose, as well as its duties and authority as delegated by the Trustees. The Medical Center Board will also serve as the Board of Governors of the Hospital and the Dental Center, to which Board the Trustees hereby delegate the authority and responsibility for governing Strong Memorial Hospital and the Eastman Dental Center, subject to the powers of the Trustees expressly retained by this article and by operation of the bylaws of the Medical Center Board. The Medical Center Board, in serving as the Board of Governors of the Hospital and Dental Center, shall establish policy, assure quality patient care, and provide for the institutional management and planning for Strong Memorial Hospital and Eastman Dental Center as set forth in the bylaws of the Medical Center Board and as limited therein to require approval of the Trustees before action is taken by the Hospital or Dental Center which would 1) result in a call upon the financial resources of the University not dedicated for the support of the Hospital or Dental Center, 2) have a major impact on University academic programs, or 3) contravene policies of the University established by the Board of Trustees. The Board of Trustees shall appoint the Medical Center Board as set forth in the bylaws of the Medical Center Board, including the provision that at least five members of the Medical Center Board shall be Trustees or Senior or Life Trustees of the University. The Medical Center Board shall report periodically, and no less than annually to the Trustees concerning the operation of the Medical Center and, specifically, the operations of the Hospital and Dental Center.

## **ARTICLE VI MEMORIAL ART GALLERY**

The Memorial Art Gallery is a division of the University. The authority and responsibility for governing the Memorial Art Gallery is delegated to the Board of Managers of the Gallery subject to the powers of the Board of Trustees.

## **ARTICLE VII THE FACULTIES OF THE UNIVERSITY**

**SECTION 1:** Members of the faculties of the University shall be appointed and their grades, salaries, and terms of service fixed by the Board of Trustees or Executive Committee on recommendation by the President of the University, except that the President may make routine appointments not involving unlimited tenure to the ranks of assistant professor and below, or to any rank if the appointment is for one year or less.

**SECTION 2:** Subject to the approval of the President of the University, the work of instruction in the University shall be committed to the faculties of the several schools.

**SECTION 3:** Subject to the approval of the President of the University, each faculty shall have the control of the determination and the administration of its own curriculum, provided that questions which affect the interests of two or more faculties shall be passed upon in conference between those faculties in such manner as the faculties of the University may, from time to time, determine.

**SECTION 4:** Unless otherwise stipulated, it is understood that compensation for services rendered by any member of the faculty, whether by original appointment or promotion, will date from the first day of July next following the appointment or promotion.

## **ARTICLE VIII DEGREES**

Honorary degrees and degrees in course which the University is authorized to grant shall be conferred only pursuant to a vote, by ballot of the Board of Trustees, granting the same.

## **ARTICLE IX FISCAL AGENTS**

The Board of Trustees or Executive Committee may appoint a trust company or a bank or two or more trust companies or banks, incorporated under the laws of the United States or of the State of New York and doing business within the State of New York, to act as Fiscal Agent or Fiscal Agents of the University and may prescribe their several authorities and duties. All securities and valuable papers, including real estate bonds and mortgages, may be deposited with the Fiscal Agent, subject always to the control of the Board of Trustees and of the Executive Committee and of the Investment Committee. All coupons and interest due to the University may be collected and received by the Fiscal Agent and all other income of the University intended for current expenses may be deposited with the Fiscal Agent. If more than one Fiscal Agent is appointed, the Treasurer shall designate the particular funds for which each Agent shall be the custodian.

Securities deposited with a Fiscal Agent may be registered by it in the name of its Nominee. Such Nominee shall be used solely for securities owned by the University. The Treasurer shall decide from time to time what securities may be held in the name of the Nominee of a Fiscal Agent or in the name of the University.

## **ARTICLE X FINANCES**

Except as otherwise provided by law, the funds of the University shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Trustees or the Executive Committee shall from time to time designate. All checks, notes, drafts, and other negotiable instruments of the University shall be signed by such officer or officers, agent or agents, employee or employees, as the Board of Trustees or the Executive Committee may from time to time by resolution determine. No officers, agents, or employees of the University either singly or together shall have the power to make any check, note, draft, or other negotiable instrument in the name of the University or to bind the University thereby, except as in this Article provided.

## **ARTICLE XI BUSINESS ORGANIZATION**

The Board of Trustees or Executive Committee may establish or cause to be established such business organization or organizations, incorporated or otherwise, for the conduct of business affairs of the University as may, from time to time, seem necessary or advisable, and may appoint or cause to be appointed the executives needed to effect any such organization, to fix their salaries, and define their duties; provided that any action taken pursuant to this Article XI shall be consistent with the other provisions of these bylaws.

## **ARTICLE XII INDEMNIFICATION OF TRUSTEES AND OFFICERS**

To the full extent authorized and permitted by law the University shall indemnify any person made, or threatened to be made, a party to any civil or criminal action or proceeding by reason of fact that that person, that person's testator, or that person's intestate, is or was a voting Trustee, Senior Trustee, Life Trustee or officer of the University. The foregoing shall not obligate the University to purchase officers' and directors' liability insurance, but should applicable law permit, the University may purchase such insurance if authorized and approved by the Board of Trustees or by the Executive Committee.

## **ARTICLE XIII TERMINATIONS**

**SECTION 1:** The President shall be authorized, to suspend temporarily, to amend, or to terminate the delegation of administrative authority to any subordinate officer or employee of the University including persons appointed for specified terms.

**SECTION 2:** The President may also terminate the employment and salary of any officer or employee, subject to whatever rules and regulations of the Board of Trustees or the President may be in force. This authority shall not extend to the officers whose titles are

specified in Article III, Section 1, to persons serving on limited or unlimited faculty appointments,

or to persons with employment agreements or other contracts approved by the Board of Trustees.

#### **ARTICLE XIV AMENDMENTS**

Subject to such limitations as may be imposed by law, these bylaws may be amended, altered, or repealed, in whole or in part, by the affirmative vote of the Trustees expressed at any duly called meeting of the Board of Trustees, provided that the proposed amendment, alteration, or proposal to repeal, or a summary thereof, shall have been mailed to each Trustee not fewer than ten days prior to the meeting of the Board of Trustees at which the change is to be considered.

Adopted	January 31, 1975
Amended	May 7, 1976
Amended	February 3, 1978
Amended	May 11, 1979
Amended	February 6, 1981
Amended	February 5, 1982
Amended	February 3, 1984
Amended	May 10, 1985
Amended	September 20, 1985
Amended	May 22, 1987
Amended	May 24, 1991
Amended	May 21, 1992
Amended	May 25, 1995
Amended	October 12, 1995
Amended	October 17, 1996
Amended	February 27, 1997
Amended	May 22, 1997
Amended	May 17, 2001
Amended	March 7, 2003
Amended	March 5, 2004
Amended	May 12, 2005
Amended	October 17, 2008
Amended	October 9, 2009