

Bylaws of the Board of Trustees of the University of Delaware
(Revised 1989, 1992, 1997, 1999, 2011)

ARTICLE 1: THE BOARD OF TRUSTEES

SECTION 1.1. COMPOSITION AND METHOD OF APPOINTMENT OF THE BOARD OF TRUSTEES

SECTION 1.1.1. *Composition of the Board; Method of Appointment.* The composition of the Board and method of appointment of Trustees shall be as prescribed by the Charter of the University.

SECTION 1.1.2. *Vacancies; Resignation; Removal of Trustees.*

SECTION 1.1.2.1. Any vacancy in the Board caused by the expiration of term, death, resignation or otherwise, of a Trustee who was appointed by the Governor shall be filled by the Governor, so that there shall at all times be eight members of the Board appointed by the Governor. All other vacancies shall be filled by election by the Board.

SECTION 1.1.2.2. Any Trustee may resign at any time by mailing or otherwise delivering a written resignation to the Chair of the Board or the Vice President and University Secretary.

SECTION 1.1.2.3. Any Trustee, upon recommendation by not less than two-thirds of the members of the Executive Committee, may be removed from the Board for any cause deemed by the Board to be appropriate, by the vote of two-thirds of the Trustees then serving.

SECTION 1.1.2.4. If any Trustee shall be convicted of a felony, whether the conviction resulted from a plea of guilty or nolo contendere or from a verdict after trial or otherwise, such member shall be deemed to have automatically resigned as a member of the Board as of the date of such conviction. If any Trustee shall be charged with a felony, such Trustee shall be placed on leave automatically during the pendency of the proceeding, unless thereafter by an affirmative vote of at least two-thirds of the Trustees the Board determines otherwise.

SECTION 1.1.3. *Attendance at Board Meetings.*

SECTION 1.1.3.1. The place of a Trustee who shall be absent from three successive regular meetings shall be vacated, unless the Board shall otherwise specially direct, and a vacancy thus created shall be filled as in other cases. The acceptance by the Board of an excuse for nonattendance shall be construed as a special direction that such absence shall not operate toward creating a vacancy. A Trustee appointed or elected and not accepting at or before the next regular meeting shall be considered as declining and a new appointment shall be made.

SECTION 1.1.3.2. Trustees shall attend Board meetings and meetings of standing, special, and visiting Board committees in person, except that a Trustee may, with advance permission of

the Chair of the Board, participate in a meeting by means of telephone or video conference or similar medium that enables all persons participating in the meeting to hear one another.

SECTION 1.1.4. *Honorary Counselor to the Board.* The Board may in its discretion, from time to time, appoint any person to the office of Honorary Counselor to the Board, in recognition of long and distinguished service to the University. The Counselor to the Board shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide. An Honorary Counselor to the Board, not being a member of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

SECTION 1.1.5. *Trustees Emeriti.* The Board may in its discretion, from time to time, appoint any former Trustee to the office of Trustee Emeritus of the Board in recognition of distinguished service to the University as a Trustee. A Trustee Emeritus shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide. A Trustee Emeritus of the Board, not being a member of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

SECTION 1.2. POWERS OF THE BOARD OF TRUSTEES

SECTION 1.2.1. *Powers of the Board.* As provided in Section 5106 of the Charter of the University, the Board shall have the entire control and management of the affairs of the University; and nothing provided in these Bylaws shall diminish or reduce the Board's plenary authority over all matters related to the control and management of the affairs of the University.

SECTION 1.3. MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1.3.1. *Regular Meetings.* Two regular meetings of the Board shall be held every year at the University or such other location as the Chair of the Board shall determine, one in the fall and the other in the spring, the specific day to be determined by the Chair of the Board. Other regular meetings may be held on the call of the President, which the President may make at the President's own discretion, and shall make on the written request of any two or more Trustees.

SECTION 1.3.2. *Special Meetings.* Special meetings may be held at the call of the Chair of the Board, which the Chair of the Board may make at his or her discretion and shall make on the written request of at least six Trustees.

SECTION 1.3.3. *Notice of Meetings; Electronic Notice.*

SECTION 1.3.3.1. The Secretary of the Board shall give notice of all regular meetings of the Board by sending to Trustees at their address of record a written notification at least two weeks in advance of regular meetings. At least three days' written or telephone notice shall be given of special meetings of the Board; *provided, however*, that the Chair of the Board may call a special meeting upon less than three days' notice if special circumstances warrant. The time and place of all meetings and the purpose of special meetings shall be

stated in the notice thereof, and the proceedings of special meetings shall be confined to the purposes therein stated and matters germane thereto.

SECTION 1.3.3.2. Notice in writing may be effected by mail, facsimile transmission, courier service, or email or similar electronic transmission, to each Trustee's last known address. Notice shall be deemed given on the date sent or transmitted.

SECTION 1.3.3.3. Attendance at a meeting shall constitute waiver of notice, except when a Trustee attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 1.3.4. *Quorum*. Nine Trustees shall constitute a quorum to do business; a lesser number may adjourn.

SECTION 1.3.5. *Ex Officio Trustees*. Ex officio Trustees as specified in the Charter of the University shall be entitled to vote at all meetings.

SECTION 1.3.6. *Order of Business at Meetings of the Board*. Unless ordered by the Chair of the Board or other Trustee presiding in the absence of the Chair of the Board, the order of business at each regular meeting of the Board shall be:

1. Roll Call
2. Excuses for absences
3. Approval of minutes of the last meeting
4. Unfinished business
5. Reports of officers
 - (a) Treasurer of the Board
 - (b) President of the University
6. Reports and recommendations of standing committees
7. Reports and recommendations of special committees
8. Appointment of committees
9. Miscellaneous
10. Adjournment

SECTION 1.3.7. *Taking and Preservation of Minutes*. The Vice President and University Secretary shall take minutes of all meetings of the Board; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; and shall be custodian of all records of the Board.

SECTION 1.3.8. *New Business*. No business properly referable to a standing committee or committees of the Board shall, prior to such reference, be considered in a meeting of the Board without the consent of (1) a majority of the Trustees present who are members of the committee or committees concerned and (2) an affirmative vote of a majority of the Trustees present.

SECTION 1.3.9. *Executive Sessions*. By order of the Chair of the Board or by vote of a majority of the Trustees present at any meeting of the Board, the meeting or a portion thereof may be closed to

the public, subject to the applicable requirements of State law concerning access to such meetings. Executive sessions of the Board shall include the Trustees (including the President) and the Vice President and University Secretary; *provided, however*, that should the subject of an executive session be the performance of a specific Trustee or the Vice President and University Secretary, then that person shall not be entitled to attend. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Chair of the Board or other Trustee presiding in the absence of the Chair of the Board.

SECTION 1.4. TRUSTEE CONFLICT OF INTEREST POLICY

SECTION 1.4.1. *Scope*. The purpose of this Conflict of Interest Policy is to protect the University's interest if a transaction or arrangement to which the University is a party might benefit or might be seen as benefiting the private interest of a Trustee.

SECTION 1.4.2. *Policy*. It is the policy of the University that Trustees shall act in a manner consistent with their fiduciary duty and responsibilities to the University, and that, should they have a conflict of interest, they shall recuse themselves from Board consideration of the matter giving rise to the conflict of interest.

SECTION 1.4.3. *Definitions*. As used in this Conflict of Interest Policy, the following terms shall have the meanings indicated.

SECTION 1.4.3.1. "Trustee" means (a) a person serving as a voting or nonvoting member of the Board; (b) an honorary counselor to the Board appointed under Section 1.1.4; (c) a Trustee Emeritus or Trustee Emerita appointed to the Board under Section 1.1.5; and (d) a non-Trustee appointed to a visiting committee under Section 2.13.2.

Section 1.4.3.2. "Conflict of interest" means a situation in which a Trustee's financial interest in a transaction for the provision of goods or services to the University for compensation or remuneration or his or her relationship with an organization compromises the Trustee's independence of judgment, allows a Trustee to exploit his or her position for personal or financial gain, or causes harm to the University's reputation.

SECTION 1.4.3.3. "Organization" means an individual, company, association, partnership, or other entity, whether incorporated or unincorporated and whether for-profit or not-for-profit, that provides or has expressed an interest in providing goods or services to the University for compensation or remuneration.

SECTION 1.4.3.4. "Affiliate" means (a) an organization of which a Trustee is an officer, director, trustee, partner, employee or agent; (b) an organization in which the Trustee has a material interest; or (c) any spouse, parent, or child of a Trustee.

SECTION 1.4.3.5. "Material interest" means a financial interest in an organization by virtue of (a) ownership of five percent or more of the organization's outstanding stock or comparable ownership interest in a non-corporate entity; (b) a paid consulting or employment relationship with the organization; or (c) receipt of a gift, favor, benefit, or service from the organization if the cumulative value of all such gifts, favors, benefits, and

services received by such Trustee from such organization in any twelve-month period is \$100 or more.

SECTION 1.4.4. *No Compensation for Trustees.* Trustees serve as volunteers and are not compensated for their services. Consistent with this policy, no Trustee may serve as a paid consultant to or enter into a paid employment or contractual relationship with the University or otherwise provide services to the University for payment while he or she is a Trustee or for a period of one year after service as a Trustee ends; *provided, however*, that the prohibition in this sentence shall not be construed or applied to prohibit a contract of full-time employment between the University and any Trustee who is employed by the University as (1) President or (2) a full-time member of the University faculty if such Trustee was so employed prior to his or her appointment as a Trustee.

SECTION 1.4.5. *Disclosure.* Each Trustee shall be required to file on an annual basis, and at such other times as a potential conflict of interest may arise, a Disclosure and Compliance Affirmation Statement disclosing his or her financial interest, or that of an affiliate, in a transaction for the provision of goods and services to the University for compensation or remuneration and affirming that (1) the Trustee has read the Conflict of Interest Policy contained in the Bylaws, and (2) the Trustee will avoid participating in any University decision involving or affecting such transaction or where for other reasons the Trustee's independent judgment could be affected by a conflict of interest.

Section 1.4.6. *Recusal.* Trustees shall avoid participating in any University decision in which, by any reasonable standard, institutional or other connections could influence the Trustee's independent judgment. Where the Trustee is in doubt as to whether he or she should avoid participating in a decision, the Trustee shall raise the issue in advance with the Chair of the Board for determination.

SECTION 1.4.7. *Quorum consideration.* A Trustee who is recused under Section 1.4.6 may be counted in determining the presence of a quorum but such Trustee shall not be counted for purposes of determining whether a quorum exists with respect to the requisite action. In the event that the Chair of the Board is an interested Trustee, the senior Vice Chair of the Board in the case of the Board or the senior Trustee in the case of a committee of the Board shall undertake the powers and duties of the Chair of the Board or committee chair in connection with the matter under consideration.

SECTION 1.5. OFFICERS OF THE BOARD AND THEIR DUTIES

SECTION 1.5.1. *Officers of the Board.* The officers of the Board shall be a Chair of the Board, one or more Vice Chairs of the Board, a Secretary, and a Treasurer. Officers shall be elected annually by a majority vote of those present at the regular spring meeting of the Board. Officers shall each perform the duties imposed upon them in their respective offices by the Charter of the University, these Bylaws, and the general law, and shall hold their offices until their successors are elected. One Trustee may hold more than one office. The Board reserves the power to remove any officer and to fill vacancies occasioned by death, resignation, removal, or any other cause. Officers of the Board shall not be deemed officers of the University.

SECTION 1.5.2. *Chair of the Board.* The Chair of the Board shall preside at all meetings of the Board when present. The Chair of the Board shall have the authority to perform the duties imposed by law, the Charter of the University, these Bylaws, and resolutions of the Board. The Chair of the Board shall perform generally the functions of the executive head of the Board. The Chair of the Board shall be an *ex officio* member of all standing and special committees of the Board.

SECTION 1.5.3. *Vice Chair of the Board.* In the event of the absence or disability of the Chair of the Board, the powers and duties of the Chair of the Board shall devolve upon the senior Vice Chair of the Board. In the event the senior Vice Chair of the Board is absent or unable to serve, or elects not to serve, the next senior Vice Chair of the Board shall be eligible to serve, and so on. Seniority shall be determined by the length of service in the office of Vice Chair of the Board. In the case of contemporaneously elected Vice Chairs of the Board, seniority shall be determined by length of service as a Trustee.

SECTION 1.5.4. *Chair of the Board pro tempore.* In the absence of the Chair of the Board and the Vice Chairs of the Board, the Board shall elect a Chair of the Board pro tempore to preside at that particular meeting.

SECTION 1.5.5. *Secretary.*

SECTION 1.5.5.1. The Secretary, through the Vice President and University Secretary, shall perform duties imposed by law and usually incident to that office except as otherwise provided by the Board. The Secretary shall, in addition to the sending of notices of meetings herein provided for, see that copies of the minutes of the preceding regular meeting and of any special meeting held since the last regular meeting are sent to each Trustee. As soon as possible after each meeting, the Secretary shall transmit to the proper officer, or to the chairs of the appropriate committees, all papers, matters, or business that may have been referred to them respectively. The Secretary shall notify, by letter, all persons elected or appointed to office by the Board and shall notify those upon whom honorary degrees are to be conferred.

SECTION 1.5.5.2. The Secretary may delegate to the Vice President and University Secretary or other appropriate officer of the University any of the duties of notification and transmittal.

SECTION 1.5.6. *Treasurer.* The Treasurer, through the Executive Vice President and Treasurer of the University, shall have general supervisory authority over the funds and moneys of the University and the disbursement thereof, except to the extent that the Board may otherwise provide. The Treasurer shall render each year to the Committee on Finance a full report and an inventory of the investments of the University. The Treasurer shall also submit to the Board at its regular meeting in December an auditor's report of all accounts up to the first day of the preceding July.

ARTICLE 2. COMMITTEES OF THE BOARD AND THEIR DUTIES

SECTION 2.1. *Standing Committees.*

SECTION 2.1.1. The Standing Committees of the Board shall be: an Executive Committee; a Committee on Academic Affairs; a Committee on Finance; a Committee on Grounds and Buildings; a Committee on Honorary Degrees and Awards; a Committee on Public Affairs and Advancement; and a Committee on Student Life and Athletics. Each of these committees shall consist of not fewer than three members.

SECTION 2.1.2. Any matters appropriate for consideration by a standing committee ordinarily shall first be referred to that committee by the Chair of the Board, except when the Chair of the Board determines in his or her discretion that prompt action is needed. Matters determined to be appropriate for consideration by more than one standing committee may be referred by the Chair of the Board to one or more committees for consideration, jointly or serially, in his or her discretion.

SECTION 2.1.3. The chair of each standing committee, with the concurrence of the Chair of the Board, shall have the authority to establish and appoint members to such subcommittees as he or she deems necessary or desirable to properly discharge the committee's responsibilities and, when authorized by the Executive Committee, to appoint non-voting, advisory members who are not Trustees to attend and participate in the meetings of the standing committee or its subcommittees.

SECTION 2.2. *Executive Committee.*

SECTION 2.2.1. The Executive Committee shall consist of (1) the Chair of the Board, who shall preside; (2) all Vice Chairs of the Board; (3) the Treasurer; (4) the Secretary; (5) the chairs of other standing committees of the Board; and (6) such additional Trustees as may be appointed by the Chair of the Board from time to time. Five members shall constitute a legal quorum for the transaction of business.

SECTION 2.2.2. In any interval between the regular meetings of the Board, the Executive Committee shall have authority to transact all business and do any act that could come before the Board.

SECTION 2.3. *Committee on Academic Affairs.* The Committee on Academic Affairs shall have the responsibility to ensure: the academic program is consistent with the University's mission and overall strategy; the allocation of resources within the comprehensive financial plan reflects the University's academic priorities; the faculty personnel policies and procedures complement academic priorities; the University's academic programs are appropriate for its students; and the University assesses the effectiveness of its academic programs.

SECTION 2.4. *Committee on Finance.* The Committee on Finance shall have general charge and control of the fiscal affairs of the Corporation. The Committee shall have prepared and shall submit to the Executive Committee a comprehensive financial plan for the University, showing under appropriate captions the estimated revenues, expenditures and transfers for the next fiscal year. When the comprehensive financial plan has been approved by the Executive Committee and the Board, no person shall have the authority to expend more than the amounts authorized in the

comprehensive financial plan; but the Executive Committee may authorize revisions in accordance with University business control policies.

SECTION 2.5. *Committee on Grounds and Buildings.* The Committee on Grounds and Buildings shall have oversight of all matters relating to real estate, construction, and maintenance of property. No real estate undertaking valued at one million dollars or more shall be approved by the Board without submission to and approval by the Committee on Grounds and Buildings.

SECTION 2.6. *Committee on Honorary Degrees and Awards.*

SECTION 2.6.1. The Committee on Honorary Degrees and Awards shall consist of seven members, four of whom shall be Trustees and appointed by the Chair of the Board, and three of whom shall be members of the University faculty appointed by the President of the University.

SECTION 2.6.2. Nominations for honorary degrees and awards may be made to the Chair of the Board, the President of the University, or to the chair of the Committee on Honorary Degrees and Awards.

SECTION 2.6.3. Honorary degrees and awards shall be granted by the Board upon the recommendation of the Committee on Honorary Degrees and Awards and, in the case of honorary degrees, after consultation with the faculty. Both honorary degrees and awards shall recite, as the sole authority for their issuance, the action of the Board granting the degree or award.

SECTION 2.7. *Committee on Public Affairs and Advancement.* The Committee on Public Affairs and Advancement is charged with monitoring the political, economic, social, and public policy environment in which the University operates, identifying through external and government relations, communications, and marketing activities those issues that directly impact the University and recommending appropriate courses of action; and advancing the University's mission and programs through the provision of policy direction for a vigorous and appropriate advancement program. These efforts shall align clearly with the stated goals and mission of the University, as approved by the Board or other appropriate authority. The Committee shall assist in the identification and the solicitation of major gifts to the University.

SECTION 2.8. *Committee on Student Life and Athletics.* The Committee on Student Life and Athletics shall have responsibility for all matters relating to services for students (other than academic services) or relating to athletics. It shall also consider all aspects of student life and shall review annually the policies promulgated by faculty and student bodies bearing in mind that student governance is a faculty responsibility but that, under the Charter of the University, the Trustees may, if necessary, promulgate bylaws for the care, control and government of students.

SECTION 2.9. *Special Committees.* The Special Committees of the Board shall be a Compensation Committee, which shall have responsibility for approving compensation for the administrative officers of the University, and a Nominating Committee, which shall have responsibility to present nominees to fill vacancies of officers of the Board and in the twenty Board positions filled by the

Board.

SECTION 2.10. *Appointment of Committees.*

SECTION 2.10.1. Members of standing committees shall be appointed each year at the spring meeting of the Board by the Chair of the Board, and members shall hold office for one year or until successors are appointed, except that members of the Executive Committee may be appointed for shorter terms. Members of special committees shall be appointed by the Chair of the Board with the approval of the Executive Committee. Other committees of the Board and the members thereof shall be appointed by the Chair of the Board as occasion may require and for such periods as the Chair of the Board shall determine. The Chair of the Board shall have the power at any time to fill vacancies on committees that may occur and to name additional members to committees within limits prescribed by the bylaws. The Chair of the Board shall also designate the chair of each of the committees.

SECTION 2.10.2. The President of the University shall be an *ex officio* member of each standing and visiting committee of the Board.

SECTION 2.11. *Reports of Standing Committees.* All standing committees shall submit their respective reports and their recommendations to the Executive Committee. The Executive Committee shall consider the various recommendations contained in such reports and shall submit such reports and the Executive Committee's recommendations to the Board.

SECTION 2.12. *Reports of the Nominating Committee.* Reports of the Nominating Committee shall be presented orally to the Board at regular meetings of that body or at any special meeting called for the purpose of receiving such reports.

SECTION 2.13. *Visiting Committees.*

SECTION 2.13.1. *Creation of Visiting Committees.* Visiting committees may be created from time to time by the Executive Committee to serve under standing committees of the Board. A visiting committee would typically be created for the purpose of supporting a unit of the University. A visiting committee would typically be named to carry out other functions more specific or detailed than those which are the responsibility of a standing committee of the Board.

SECTION 2.13.2. *Appointment of Visiting Committees.* The chair of the standing committee served by a visiting committee, or a member of the standing committee designated by the chair of such standing committee, and the President of the University, or his or her designee, shall each serve *ex-officio* as a member of any visiting committee. The chair and other members of a visiting committee shall be appointed, for the terms specified, by the Chair of the Board, and such appointees need not be Trustees.

SECTION 2.13.3. *Coordination.* The Vice President and University Secretary shall have responsibility for coordination of the affairs of the visiting committees, as in the case of other committees.

ARTICLE 3: THE FACULTY AND OFFICERS OF THE UNIVERSITY

SECTION 3.1. EDUCATIONAL SUBDIVISIONS OF THE UNIVERSITY

SECTION 3.1.1. *Educational Organization; Colleges.* Until otherwise ordered by the Board, the University shall have seven colleges, each headed by a dean: Agriculture and Natural Resources; Arts and Science; the Lerner College of Business and Economics; Earth, Ocean, and Environment; Education and Human Development; Engineering; and Health Sciences.

SECTION 3.1.2. *Changes to Educational Organization.* Recommended changes in the educational organization of the University shall come to the Board through the President of the University.

SECTION 3.2. THE FACULTY

SECTION 3.2.1. *Role of the Faculty.* Until otherwise ordered by the Board, authority is hereby delegated to the University faculty to formulate and administer the academic and educational policies of the University in accordance with the Charter of the University and these Bylaws.

SECTION 3.2.2. *Membership in the Faculty.*

SECTION 3.2.2.1. The voting membership shall consist of the following: the President of the University; the Provost, Vice Provosts, Associate Provosts, and Assistant Provosts; the Vice Presidents, Associate Vice Presidents, and Assistant Vice Presidents; the Academic Deans, Associate Deans, and Assistant Deans; Directors of Educational Divisions; full-time professors, associate professors, assistant professors, instructors, and lecturers; and such other members of the administrative and professional staff as may be approved by the Trustees.

SECTION 3.2.2.2. The following members of the University's administrative and professional staff, not elsewhere so designated, are voting members of the University faculty: the Directors of the Cooperative Extension Service, Libraries, Residence Life, and Housing and Conference Services. Also included are the University Registrar, University Physicians, and the full-time staff of the Center for Counseling and Student Development.

SECTION 3.2.2.3. The University faculty may elect either to voting or non-voting membership any other member of the University body whom it deems advisable.

SECTION 3.2.2.4. The University faculty may invite other members of the University body to participate in its deliberations without voting privileges.

SECTION 3.2.2.5. The University faculty may elect to honorary membership persons who have rendered meritorious service to the University.

SECTION 3.2.3. *The President as Member of the Faculty.* The President of the University shall be the presiding officer of the University faculty.

SECTION 3.2.4. *Responsibilities of the Faculty.* The faculty shall:

SECTION 3.2.4.1. Formulate rules and regulations for the government and discipline of the student body.

SECTION 3.2.4.2. Provide for the establishment of the curricula and courses at the University.

SECTION 3.2.4.3. Provide for the establishment of a program of extra-curricular education for students.

SECTION 3.2.4.4. Determine educational and academic policies of admission.

SECTION 3.2.4.5. Determine the requirements for academic degrees and recommend candidates for diplomas, academic degrees and academic certificates, which shall be conferred by the President of the University under the authority of the Board.

SECTION 3.2.4.6. Recommend policies concerning awards, prizes, and scholarships.

SECTION 3.2.4.7. Recommend policies relating to the administration of the University Library.

SECTION 3.2.4.8. Make recommendations for the conduct of formal exercises and public functions held under the auspices of the University.

SECTION 3.2.4.9. Adopt regulations governing its own procedures with authority to enact, amend, and repeal its bylaws.

SECTION 3.2.4.10. Determine the duties that it will delegate to faculty committees and to the faculties of the several colleges and divisions of the University.

SECTION 3.2.4.11. Make recommendations concerning the establishment of any degree program or the disestablishment of any degree program.

SECTION 3.2.4.12. Consider and make recommendations for proposed changes in University organization. Changes in University organization shall include the establishment or abolition of academic departments, colleges or divisions; the transfer of a department or division from one college to another; and the establishment or abolition of administrative offices that are directly concerned with academic matters.

SECTION 3.2.5. *Privileges of the Faculty.* It shall be the privilege of the faculty:

SECTION 3.2.5.1. To consider matters of general interest to the University and make recommendations thereupon to the President for transmission to the Board.

SECTION 3.2.5.2. To make recommendations to the President, for transmission to the Board, concerning the formation of policies governing appointments, promotions, tenure, dismissals, and salaries.

SECTION 3.2.5.3. To propose to the President, for transmission to the Board, amendments to these Bylaws, *provided that* any such proposed amendment is proposed in writing at the preceding regular meeting of the University Faculty.

SECTION 3.2.6. *President and Faculty.* All matters of conflicting jurisdiction as to the exercise of powers by the several colleges and divisions shall be decided by the President of the University in his or her sole discretion.

SECTION 3.3. ADMINISTRATIVE OFFICERS OF THE UNIVERSITY

SECTION 3.3.1. *Administrative Officers of the University.* The administrative officers of the University shall be the President of the University; the Provost; the Executive Vice President and Treasurer; the Vice President and University Secretary; and such University officers holding the rank of Vice President and such other administrative officers as the Board, by resolution, shall from time to time establish.

SECTION 3.3.2. *President of the University.*

SECTION 3.3.2.1. The President of the University is appointed by the Board and serves at the pleasure of the Board.

SECTION 3.3.2.2. In the event of a prospective or existing vacancy in the office of President, the Chair of the Board shall appoint a special committee, the members of which need not all be Trustees, that, pursuant to policies and procedures adopted by the Board, shall seek and evaluate candidates for the office. To be elected, a nominee must receive the affirmative vote of at least a majority of the voting members of the Board then in office.

SECTION 3.3.2.3. The President shall be removable from office only upon the affirmative vote of a majority of the voting members of the Board then in office.

SECTION 3.3.2.4. The President, as the executive agent of the Board and the chief executive officer of the University shall have general supervision of the affairs of the University.

SECTION 3.3.2.5. In the event of a vacancy in the office of the President, an Acting President shall be chosen by the Board to serve at the pleasure of the Board.

SECTION 3.3.2.6. Subject to confirmation by the Board, the President shall appoint the Provost, the Executive Vice President and Treasurer, the Vice President and University Secretary, the Vice Presidents of the University, and other officers of the University; and subject to approval by the Provost and confirmation by the Trustees, the President shall appoint the Deans.

SECTION 3.3.3. *The Provost.*

SECTION 3.3.3.1. The Provost shall be the chief academic officer of the University next in authority to the President of the University. The Provost shall be a member of all University-wide councils and agencies and perform such other duties and responsibilities as the President of the University may assign, having in all matters a general responsibility to the President of the University.

SECTION 3.3.3.2. In case of a temporary absence or disability of the President, the Provost shall perform the duties of the President.

SECTION 3.3.4. *The Executive Vice President and Treasurer.* Under the direction of the President, the Executive Vice President and Treasurer is the chief administrative and financial officer of the University. The Executive Vice President and Treasurer shall be responsible for the annual budget process and budget office, administration, information technologies, administrative services, facilities, facilities planning and construction, purchasing, occupational health and safety, and such other duties and responsibilities as the President of the University may assign.

SECTION 3.3.5. *The Vice President and University Secretary.*

SECTION 3.3.5.1. Under the direction of the President and the Board, the Vice President and University Secretary is responsible for the administration of matters related to the Board, its standing, special, and visiting committees, including the official record of actions considered and taken by the Board and its committees, and providing staff support for the Board and its committees. The Vice President and University Secretary is the liaison between the Board and the University administration.

SECTION 3.3.5.2. The Vice President and University Secretary shall prepare the meeting booklet to be considered at regular meetings of the Board and meetings of the several standing, special, and visiting committees and shall forward such meeting booklet and supporting exhibits to each member of the committee three days before the scheduled meeting thereof. The meeting booklet for the semi-annual meetings of the Executive Committee shall include the semi-annual reports of the standing committees of the Board and the resolutions that are to be presented at the meeting of the Board immediately following; *provided, however*, that this section of these Bylaws shall not be applied so as to limit the consideration of any matter that may properly come before the Board or its Standing Committees.

SECTION 3.3.5.3. The Vice President and University Secretary shall be responsible for the records management and archives operations, and such other duties and responsibilities as may be assigned.

SECTION 3.3.5.4. The Vice President and University Secretary shall affix the seal of the University to such documents as may require it.

SECTION 3.4. ACADEMIC DEANS OF THE UNIVERSITY

SECTION 3.4.1. *Deans of Colleges.* Under the direction of the Provost, each of the University's colleges shall be managed and directed by a dean, who shall be appointed as provided in Section 3.3.2.6.

SECTION 3.4.2. *Duties of Deans.* The dean of any college, in addition to other duties, shall have immediate charge of supervising and coordinating all research, instructional, and educational activities of that college.

SECTION 3.5. CHAIRS OF ACADEMIC DEPARTMENTS

SECTION 3.5.1. *Appointments of Chairs of Academic Departments.* Department chairs shall be appointed by the President of the University, upon the recommendation of the appropriate deans and the Provost, for a term of five years subject to renewal, with the President having the authority to replace a department chair at any time within a five-year term if, in the opinion of the President, Provost, and the appropriate dean, such action shall be desirable.

Section 3.5.2. *Academic Departments Eligible to Have Chairs.* A Department chair may be appointed for those departments that have at least one associate or full professor and two other full-time faculty members.

ARTICLE 4: INDEMNIFICATION AND ADVANCEMENT OF EXPENSES OF TRUSTEES AND OFFICERS

SECTION 4.1. *Eligibility for Indemnification.* Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a trustee or officer of the University of Delaware, or is or was serving at the request of the University as a trustee, director, or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the University against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the trustee, director, or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, the University shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such indemnification is authorized by the Board. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the University, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Provided, however, if the action referred to above is brought by or in the right of the University to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the University unless and only to the extent that the Court of Chancery of the State of Delaware or the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the

circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the said Court shall deem proper.

SECTION 4.2. *Indemnification Against Expenses.* To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 4.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

SECTION 4.3. *Determination of Eligibility.* Except as provided in Section 4.2 or ordered by a court, any indemnification authorized by Section 4.1 shall be made by the University only as authorized in the specific case upon a determination that indemnification of the trustee, director, or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 4.1. Such determination shall be made (1) by the Board by a majority vote of Trustees who were not parties to such action, suit or proceeding even though less than a quorum, or (2) by a committee of such trustees designated by majority vote of such trustees even though less than a quorum, or (3) if there are no such trustees, or if such disinterested trustees so direct, by independent legal counsel in a written opinion.

SECTION 4.4. *Advance Payment of Expenses.* Expenses (including attorneys' fees) incurred by the persons identified in Section 4.1 in defending a civil or criminal action, suit or proceeding referred to in Section 4.1 shall be paid in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such a person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the University as authorized by these bylaws.

SECTION 4.5. *Miscellaneous.* The foregoing rights of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such trustee, director, or officer may be entitled, under any other bylaw, agreement, vote of disinterested trustees or otherwise, and shall continue as to a person who has ceased to be a trustee, director, or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 5: AMENDMENT OF BYLAWS

SECTION 5.1. *Amendment of Bylaws.* These bylaws may be altered or amended at any meeting by a vote of a majority of all Trustees.