

Code of Bylaws
OF THE VANDERBILT UNIVERSITY

To you...I tender my personal expressions of extreme regard, trusting that the healthful growth of the institution may be as great as I know it is your desire and determination to make it. And if it shall, through its influence, contribute even in the smallest degree to strengthening the ties which should exist between all geographical sections of our common country, I shall feel that it has accomplished one of the objects that led me to take an interest in it.

--Cornelius Vanderbilt, letter to Holland McTyeire, December 2, 1875

As is so often the case, the path to greatness lies in knowing who we are. It lies in a clarity of purpose that guides us, and in the values that ground us. Purpose and values endure, but they need to be reimagined and newly understood in every age.

--Chancellor Diermeier, Investiture address, April 9, 2022

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A university's obligation is not to protect students from ideas, but rather to expose them to ideas, and to help make them capable of handling, and, hopefully, having ideas.

--Chancellor Heard, remarks to the Nashville Area Junior Chamber of Commerce at the Hermitage Hotel, September 21, 1965

The social values of open forum and free inquiry cannot be realized without the political neutrality of the university as an institution, except where the university itself is the issue.

--Chancellor Heard, remarks during a Vanderbilt Graduate School weekly seminar on "The Nature of the American University" in Furman Hall 114, October 18, 1971

A college campus must be a proving ground where ideas can be tested and prevailing thoughts can be challenged. But to engage fully in a debate is not only about winning it. It also requires that we have the courage to allow ourselves to be convinced and to change our minds when presented with evidence we had not considered or insights we had not conceived.

--Chancellor Diermeier, Commencement address, May 13, 2022

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NASHVILLE
Incorporating amendments through XX, 2024

CHAPTER I Core Purpose and Key Principles

Our common purpose is the creation, preservation and dissemination of knowledge.

Supported by government funding and private philanthropy, research universities in the United States have produced transformational breakthroughs in every domain, generating extraordinary benefits to society. The tremendous success of this distinctively American system of research, education, and innovation has garnered respect and admiration across the world.

The most important condition for the enduring success of the American research university is the pursuit of truth solely through the use of reason, argument and evidence rooted in a culture of free inquiry and rigorous debate.

If it is to pursue the truth wherever it lies, a research university cannot have a political ideology or pursue a particular vision of social change. It contributes to the betterment of society not by pursuing an ideological agenda but through the research and innovation of its faculty and students, by producing educated and knowledgeable leaders, and by serving as a model for civil discourse grounded in critical reasoning.

Vanderbilt University is committed to ensuring that this core purpose continues to govern its endeavors guided by three key principles:

Excellence

Vanderbilt University:

- Commits to excellence in all aspects of its work, free of political criteria. That includes admissions and support of student success, faculty and staff hiring and promotion, the allocation of resources and the recognition of members of the Vanderbilt community.

Academic Freedom and Free Expression

Vanderbilt University:

- Fosters an environment of unfettered inquiry and discovery where its faculty and students are free to pursue their academic interests;
- Actively encourages opposing views across a broad spectrum of the human experience, including political, economic, social, religious and other aspects, and provides ample opportunities for open debate and dissent without censorship or retribution;
- Lives by an ethos of civility and respect for the perspectives of others, guided by policies that support dialogue -- and enable research and education -- free from disruption; and
- Commits to institutional neutrality whereby the institution and its leaders, including those in charge of academic units like schools, departments and research centers, do not take positions, through statements or actions, on political and social matters not directly connected to the core function of the university. For this reason, the endowment, and university funds more broadly, should be shielded from political pressures and reflect that neutrality.

Growth and Development

Vanderbilt University:

- Seeks to assemble a broad range of perspectives, backgrounds, and expertise of students, faculty, and staff on our campuses as a core driver of excellence in everything it does;
- Commits to minimizing financial and other barriers that impede students' access to the University or that hinder their academic success, pursuit of excellence, and personal growth.
- Commits to a vibrant campus community where all members can grow in their academic and professional pursuits; and,
- Strives to prepare its students for purposeful and engaged lives and meaningful careers.

By focusing on its core purpose and these key principles, Vanderbilt University will be positioned to continue providing its students with a transformational education, conducting pathbreaking research, and driving the field-defining agendas for international scientific learning and research.

Amendment to any provision of Chapter I of these Bylaws shall require a two-thirds affirmative vote of all the voting members then in office and shall otherwise comply with Chapter IV (Amendments) of these Bylaws.

CHAPTER II Board of Trust

A. MEMBERSHIP AND PROCEDURES OF THE BOARD OF TRUST

1. The general government of The Vanderbilt University is vested in its Board of Trust. [1998]
2. The Board shall elect the Chancellor of the University, who shall serve at the pleasure of the Board. [1998]
3. The Board shall consist of a minimum of 5 and a maximum of 46 members who are entitled to vote, one of whom shall be the Chancellor, and such additional members as may be elected to serve as non-voting Trustees Emeriti. [2013]

No compensated member of the faculty or of the staff of the University, other than the Chancellor, shall be a member of the Board. [1998]

4. Except as otherwise specified herein, election to membership on the Board shall be for a term of five years. All members other than the Chancellor shall serve, except as otherwise specified herein, for no more than two consecutive terms. After completing two consecutive terms, a former member may not serve as a voting member on the Board for one year. Re-election to the Board shall be in accordance with the procedures set forth in Chapter II(A)(5). [2016]

5. Election to membership on the Board shall be in accordance with the following procedure:

a. Individuals shall be elected by majority vote of all members present and voting at any meeting of the full Board of Trust. Nominations for election to vacancies shall be presented to the Board by the Governance and Board Affairs Committee for consideration. Terms of service for all members elected shall begin on July 1 or as recommended by the Governance and Board Affairs Committee. [2020]

b. Any student, faculty member, alumnus, Trustee, or friend of the University may propose Trustee candidates for consideration. [2020]

c. In order to forward the knowledge of the alumni concerning the University and their participation in its activities and service, the Alumni Association of Vanderbilt University shall be asked to nominate for election to the Board biennially, generally every even year the current outgoing President of the Alumni Association. The nomination for the Alumni Trustee shall be presented to the Governance and Board Affairs Committee and, if approved, will be transmitted to the Board for election with all the rights and privileges of regular members. The Alumni Trustee shall serve for one two-year term. [2020]

d. To develop leaders for service to the University and the community, the Governance and Board Affairs Committee shall nominate for election to the Board biennially, generally every odd year a recent graduate within the past ten years of any of the University's undergraduate, graduate or professional schools. The nomination for the Young Alumni Trustee shall be transmitted to the Board for election with all the rights and privileges of regular members. The Young Alumni Trustee shall serve for one two-year term. Young Alumni Leaders serving as of the Spring meeting 2021 shall complete their terms on the Alumni Association Board and the Board of Trust. No person who is registered as a student in any school of Vanderbilt shall be eligible to serve. [2020]

e. All members other than the Chancellor shall be ineligible to serve an additional contiguous term but may serve out their current full term upon attaining the age of 72. [2025]

f. A member serving on the Board who has completed two full five-year terms, who is ineligible for continued service because of age, or at the discretion of the Board, may be elected by the Board as a Trustee Emerita/us upon the recommendation of the Governance and Board Affairs Committee. There are no limits on the number of Trustees Emeriti that may be elected to the Board. Trustees Emeriti shall not be entitled to vote on matters before the Board. [2020]

g. An individual who has attained the age of 72 and is not currently a voting member of the Board is eligible to serve one five-year term of membership with all the rights and privileges of a regular member upon the recommendation of the Governance and Board Affairs Committee. [2025]

6. The Board may remove a member only if, after careful review by the Governance and Board Affairs Committee, the Committee finds that the member has: willfully breached the University's Conflict of Interest Policy; or knowingly made false or misleading statements; or been convicted of a felony; or willful breached confidentiality; or engaged in improper or immoral behavior inconsistent with the conduct expected of a Trustee. The named Trustee shall be notified by the Committee that a review is pending, at which time the Trustee shall have the right to make a written statement to the Committee prior to the Committee's deliberations. Should the Committee deliberate and subsequently recommend removal to the Board, the named Trustee shall have the right to make a written statement to the full Board, prior to the Board vote. Removal of a member shall require a vote of at least two-thirds of the Board members then in office. The Trustee shall have the right to appeal the decision in writing, at which time the Chairman of the Board shall appoint a panel of three Trustees, none of which may be a member of the Governance and Board Affairs Committee, to hear the appeal and either confirm, or overrule the Board vote. An overruling by the panel must be approved by a majority vote of the Board members then in office. [2015]
7. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. [1998]
8. The Board shall generally meet three times annually unless waived by action of the Executive Committee. Additional meetings of the Board and its committees may be called by the Chairman of the Board as may be needed. Trustees will be notified of Board meetings at least forty-eight hours prior to the meeting. [2022]
9. Participation at any meeting of the Board or of its Committees may be by any means of communication pursuant to which all members participating may simultaneously hear each other. A member participating in a meeting by this means is deemed to be present in person at the meeting. Only regular members of the Board will attend and participate at Board meetings. [2015]
10. Action required or permitted to be taken at a meeting of the Board or its Committees may be taken without a meeting if all the members of the Board or Committee consent to take action without a meeting. The affirmative vote of the number of Board or Committee members that would be necessary to authorize or take action at a meeting shall be necessary to constitute an act of the Board or Committee without a meeting. The action must be evidenced by one or more written consents describing the action taken and signed by each member of the Board or Committee, which consent shall be included in the minutes reflecting the action taken. Action taken by written consent is effective when the last Board or Committee member signs the consent, unless the consent specifies a different effective date. [1998]
11. The University may indemnify an individual made a party to a proceeding because such individual is or was a member of the Board against liability incurred in the proceeding in accordance with the procedures set forth in the Tennessee Nonprofit Corporation Act. [1998]
12. The Board shall adopt a policy requiring disclosure of any transaction with the University in which a member of the Board or officer of the University has a direct or indirect interest. The

Board may impose such additional requirements relating to conflicts of interest as it deems appropriate. [1998]

13. Policies for the guidance of the University administration shall, to the extent feasible, be adopted by the Board in writing. [1998]

B. OFFICERS OF THE BOARD OF TRUST

1. The officers of the Board of Trust shall be the Chairman, two Vice-Chairmen, and a Secretary. [1998]

a. The Chairman shall preside at all meetings of the Board, and, when present, at the meetings of the Executive Committee; shall approve the dates of all meetings of the Board; and shall have authority to call additional Board meetings. The Chairman shall exercise general supervision over the work of the Board and perform other duties appropriate to the office. [2015]

b. The Chancellor shall prepare the agenda, subject to approval of the Chairman, for meetings of the Board and of the Executive Committee, and, as the Chairman's deputy, shall assist in the general supervision of the work of the Board. [1998]

c. The Vice-Chairmen shall, in the order of their seniority in office, preside over the Board in the absence of the Chairman and shall perform other duties as may be assigned by the Chairman or requested by the Board. [1998]

d. The Secretary shall be responsible for the preservation of a full and accurate record of the meetings of the Board. The Secretary may be assisted in the performance of the Secretary's duties by one or more members of the administration of the University. [1998]

2. All voting for officers shall be on nominations made by the Governance and Board Affairs Committee, and shall require a two-thirds vote of the members present for election. Officers shall serve for a three-year term, with a maximum of two terms in any one position. Notwithstanding the provisions of Chapter II(A)(4), a member serving as an officer at the expiration of said term as a member may be re-elected as a regular member in order to complete the maximum term of service as an officer. [2015]

3. The Board may remove an officer of the Board with or without cause upon a majority vote of the members present and voting at any regular meeting or additional meeting called by the Chairman of the Board. [2015]

C. COMMITTEES OF THE BOARD OF TRUST

1. There shall be the following standing committees of the Board of Trust, together with such other standing and *ad hoc* committees as the Board may create from time to time: **Athletics, Audit, Compensation, Development and External Engagement, Executive, Governance and Board Affairs, Human and Organizational Development, and Investment.** Each standing committee shall act in accordance with a charter approved by the Board. [2022]

All committee members, including community members, shall serve renewable three-year terms for a maximum of two terms after which the member is ineligible for re-election for one year. All committee chairs and vice-chairs shall serve renewable three-year terms for a maximum of two consecutive terms and shall be ineligible for re-election for one year. Notwithstanding the foregoing, a member serving as chair or vice-chair at the expiration of said term as a member may be re-elected as a member in order to complete the maximum term of service as chair or vice-chair. Also notwithstanding the foregoing, a committee member's term shall cease when his/her term as a Board member ends. Members of *ad hoc* Board committees shall serve at the pleasure of the Chairman of the Board. [2015]

A majority of the voting members of a committee shall constitute a quorum for the transaction of business. [2002]

2. The **Athletics Committee** shall be elected by the Board of Trust and be composed of the Chancellor, at least five additional members of the Board, and up to three community members who are not currently voting members of the Board who are chosen for their commitment to and knowledge of athletic programs and operations. The Chairman of the Board shall appoint the chair and vice-chair of the Committee. The Committee shall meet at least semi-annually. [2021]

The Committee shall review the operation and provide oversight of the athletic programs of the University, and shall assist with public relations and fund-raising in support of those programs. Meeting minutes shall be available for Trustee review. [2022]

3. The **Audit Committee** shall be elected by the Board of Trust and shall be composed of the Chairman of the Board and at least five additional members of the Board who are not employed by the University and are financially literate. Additionally, at least one member should be an "audit committee financial expert" as defined by the Securities and Exchange Commission. The Chairman of the Board shall appoint the chair and vice-chair of the Committee. The Committee shall meet at least semi-annually. [2015]

The Committee shall have authority and direct responsibility for appointing, compensating, and overseeing the external auditors and for reviewing reports and management letters generated by the external auditors. At least annually it will report its assessment of the external auditors to the full Board. It serves as the Board of Trust's overall guardian of financial integrity. It shall review reports of Internal Audit activities in addition to reviewing the appointment and replacement of the Internal Audit function leader. The Committee shall also review reports of the University's compliance efforts, including the adequacy and management of the University's conflict of interest policies and provide oversight of compliance with those policies. The Committee, or the Chair of the Committee if so determined by Committee vote, shall review the reasonableness and appropriateness of expenditures made by or for the

Chancellor and recommend policies or procedures for expense reimbursement. The Committee has the authority and necessary funding to engage independent counsel and other advisers as it determines necessary to carry out its duties. Meeting minutes shall be available for Trustee review. [2023]

4. The **Compensation Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board and at least five additional members of the Board, the majority of which shall be members of the Executive Committee. The Chancellor shall not serve on the Committee. The Chairman of the Board shall appoint the chair and vice-chair of the Committee. The Committee shall meet at least semi-annually. [2019]

The Committee shall have the authority and direct responsibility for overseeing and approving Vanderbilt's general officer evaluation processes and total compensation, and the compensation of any other key employees that would be considered disqualified persons pursuant to IRS regulations. The general officers of Vanderbilt include the Chancellor and all Vice Chancellors. The Committee shall also have the authority and direct responsibility for approving the initial appointment of general officers and any other key employees considered disqualified persons, with the exception of the Chancellor. The Chancellor's total compensation shall be recommended to the Executive Committee. The Compensation Committee shall establish, monitor, and modify the Executive Compensation Philosophy as necessary to meet the needs of Vanderbilt. The Committee has the authority and necessary funding to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The chair shall report to the full Board of Trust annually on the matters considered each year by the Committee. [2019]

5. The **Development and External Engagement Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, the Chair/co-Chairs of any University-wide Campaign, a Young Alumni Leader or Young Alumni Trustee, and any additional members of the Board, including community members who are not currently voting members of the Board but play significant volunteer roles in garnering philanthropic support, in identifying opportunities for other external resources, or in engaging alumni, parents, friends and external partners for the University. The Chairman of the Board shall appoint the chair and vice-chair of the Committee. The Committee shall generally meet two times annually or as needed. [2020]

The Committee serves as a strategic partner in considering and recommending for approval policies relating to philanthropic and fundraising activities of the University and to engagement of constituencies related to such. The primary role of the Committee will be to work on matters of philanthropic support through alumni relations, parent/family relations, donor/friend/community relations, and foundation engagement. The Committee will have the opportunity to consider more broadly additional avenues for external resource gifts/grants/awards through engagement of corporate partners and government funders and agencies. Opportunities to collaborate with regional partners including the City of Nashville on technology transfer initiatives and entrepreneurship will also be considered. Committee members shall exemplify volunteer engagement and philanthropy and advocate for support of the University's highest priorities working in close partnership with University leadership.. [2022]

6. The **Executive Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board, who shall serve as chair; the Vice-Chairmen of the Board, who shall serve as vice-chairs; the Secretary of the Board; the Chancellor, who shall serve as Secretary of the Committee; the chairs of the Board of Trust standing committees and any special University-wide fund raising campaign; and up to five additional members of the Board. The Board of Trust shall also have the authority to elect additional members of the Board to the Executive Committee as necessary to conduct the business of the Committee. The Executive Committee shall meet as needed. [2023]

The Executive Committee shall be empowered to act upon all questions and transact business of every kind when the Board is not convened except that which, pursuant to law or these Bylaws, requires action by the full Board of Trust. The Committee shall have the authority and direct responsibility for review and approval of the annual University Budget and long-range policies governing University expenditures and other financial obligations. The action of the Committee shall be final provided it shall be without authority to alter, modify, or rescind any affirmative action or policy taken or approved by the Board. All actions taken by the Committee shall be reported to the Board at its next regular meeting, or through the distribution of minutes which shall be available for Trustee review. [2015]

7. The **Governance and Board Affairs Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, and at least five additional members of the Board, one of whom shall be appointed chair by the Chairman of the Board. The Chairman of the Board shall also appoint the vice-chair of the Committee. At least one member of the Committee shall also be a member of the Investment Committee. The Governance and Board Affairs Committee shall meet as needed. [2015]

The Committee shall present nominations for membership of the Board, for officers of the Board, and for membership of the standing committees of the Board. The Committee shall also present nominations for 30% (rounded up to the nearest whole number) of the membership of the Vanderbilt University Medical Center Board of Directors, designated as VU Directors. The Committee shall periodically review the *Code of Bylaws* and any proposed changes to the Bylaws. In accordance with Chapter IV (Amendments), the Governance and Board Affairs Committee shall make recommendations to the Board regarding any proposed amendment. In accordance with Chapter II(A)(6), in the event the dismissal of a Trustee is warranted, the Committee shall make the recommendation to the Board. The Committee may also make recommendations on any other matters relating to Board affairs and the operations of the Board. [2015]

8. The **Human and Organizational Development Committee** shall be elected by the Board of Trust and be composed of the Chancellor and at least five additional members of the Board. The Chairman of the Board shall appoint the chair and vice chair of the Committee. The Committee shall meet at least semi-annually. [2022]

The Committee shall review and advise University administration on matters relating to student success initiatives, the efficacy of the Career Center, online education, institutional innovation and research. Embedded in each of these areas will be a focus on Vanderbilt's efforts to assemble a broad range of perspectives, backgrounds and expertise and ensure all members of the campus community can grow in their academic and professional pursuits. Finally, the committee will concern itself with maximizing outplacement possibilities - particularly of graduating students but also of faculty and staff returning to the world with fresh research and leadership skills. Meeting minutes shall be available for Trustee review. [2022]

9. The **Investment Committee** shall be elected by the Board of Trust and be composed of the Chairman of the Board, the Chancellor, and at least five additional members of the Board, and up to three community members who are not currently voting members of the Board and who are chosen for their investment expertise. The Chairman of the Board shall appoint one of the additional members of the Board to serve as chair. The Chairman of the Board shall also appoint the vice-chair of the Committee. The Committee shall meet at least quarterly. [2015]

The Committee shall have authority and direct responsibility, within any policies and subject to any specific instructions of the Board, for the management, investment and custody of the University's endowment assets, and of assets functioning as endowment, and for the investment of the assets of charitable remainder and other trusts where the University is named trustee (together, "Managed Assets"). The Committee may delegate management and investment authority to the Vice Chancellor for Investments, provided that delegation is in writing, that the Committee receive and review regular reports from the Vice Chancellor for Investments, and that the Committee review the level of delegation and the policies and procedures of the Vice Chancellor for Investments on at least an annual basis. The Chancellor, and those acting on his authority, shall be responsible, within any policies and subject to any specific instructions of the Board, for the other assets of the University. Meeting minutes shall be available for Trustee review. [2016]

CHAPTER III Immediate Government of the University

A. GENERAL PROVISIONS

1. The immediate government of the University is committed to the Chancellor and, through the Chancellor, to the assisting officers and the faculty in each of the several schools and colleges. [1982]

2. The Chancellor shall carry out the policies adopted from time to time by the Board of Trust. The Chancellor is vested with general authority to execute documents and contracts on behalf of the University, except as may be otherwise provided by resolutions of the Board. [1998]

B. THE CHANCELLOR

1. The Chancellor shall be the chief officer of the University. The Chancellor may delegate authority to the General Officers, to the faculties, and to others within the University, but no delegation of authority shall in any wise diminish the Chancellor's responsibility to the Board of Trust. The Chancellor has authority to suspend the action of any faculty of the University, the Faculty Senate, or of other individuals or bodies to whom authority has been delegated. In so doing, in the case of any faculty or of the Faculty Senate, the Chancellor shall promptly submit to the body concerned, in writing, a statement of the action and the reasons therefore, and the Chancellor shall report the action to the Board at its next regular meeting together with any pertinent statement submitted by the body affected. [2015]
2. The Chancellor shall preside at Commencement and confer degrees on behalf of the Board. [1998]
3. The Chancellor is, *ex officio*, chairman of the faculty of each school and college. [1982]
4. The Chancellor shall recommend for appointment the General Officers and Deans of colleges and schools, as necessary, for the orderly administration of the University. These shall serve at the pleasure of the Chancellor. The appointment of General Officers and Deans of colleges and schools shall require approval as authorized by the *Code of Bylaws*. [2019]

C. THE FACULTIES

1. The faculty of each school or college shall meet at such times as it may appoint, or at the call of the Chancellor or the appropriate dean. Each faculty may establish its own procedures for calling meetings. [1982]
2. The faculties have the power of recommending individuals for degrees or other marks of academic distinction when the conditions prescribed in the several departments, colleges, and schools have been fulfilled. No individual shall be awarded a degree without the recommendation of the appropriate faculty. None of the regular degrees of the University shall be conferred as honorary degrees, nor shall any honorary degree be conferred by the University except upon recommendation of the Faculty Senate and with the concurrence of the Board of Trust and of the faculties. Each faculty may adopt policies, rules, and procedures found necessary or desirable in connection with its internal administration. [1981]

D. THE FACULTY ASSEMBLY AND FACULTY SENATE

1. Voting membership of the Faculty Assembly consists of the full-time members of the faculties of the several colleges and schools, and those having full status with partial load, who hold the rank of Instructor or above (which includes administrative officers who hold faculty appointments). Part-time members of the faculties not having full status with partial load are nonvoting members of the Faculty Assembly. [1981]

2. The Faculty Senate is the representative, deliberative, legislative body of the Faculties. It is composed of the Deans of the colleges and schools, elected members, and *ex officio* members, including the Chancellor. *Ex officio* members may participate fully in the deliberations, but they have no vote. [1982]

3. The Faculty Assembly may adopt a Constitution, setting forth its own regulations and rules of order, and also the composition and organization of the Senate to the extent not herein above provided, including procedures for changing its composition from time to time. The Senate may be given power under the Constitution to adopt its own regulations and rules of order. The Constitution may contain provisions for its own amendment. [1966]

4. The Senate may, under the Constitution, be vested with the power to review and evaluate the educational policies and practices of the University (including policies and procedures to be applied in cases involving conscience or academic freedom); to make recommendations concerning them to the Chancellor, and through the Chancellor to the Board of Trust; to discuss and express its views about any matter affecting the University to any individual, faculty, or other group within the University; and to facilitate communication among the faculties, the Chancellor, and assisting officers. [1982]

CHAPTER IV Amendments

I WISH to call the attention of our Board to the propriety of revising our By-Laws. Of nothing am I more fully persuaded than of the evil consequences of retaining in the code a Law which you dare not enforce...

--Chancellor Garland, report to the Board of Trust, 1890

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1. These Bylaws may be amended at any regularly called meeting of the full Board of Trust. Unless otherwise provided herein, these Bylaws may be amended by a majority vote of all the voting members then in office. [2015]

2. Notice of any proposed amendment shall be given to each member of the Board in writing at least seven (7) days prior to the meeting at which such amendment is to be considered. [2016]

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Charter

TWO DECREES inscribed in the Minute Book of Chancery Court in Nashville, Davidson County, Tennessee, constitute the Charter of Vanderbilt University. The first decree, entered August 6, 1872, in Minute Book W, pages 267-268-269, ordered that certain petitioners be declared a body politic and corporate under the name and style of The Central University of the Methodist Episcopal Church South. The second decree, entered June 16, 1873, in Minute Book X, pages 309B310, changed the legal name of the corporation to The Vanderbilt University.

On the following pages the text is a line-for-line transcription of the handwritten entries in the Minute Books.

TRANSCRIPT

This matter came on this day to be heard before the Hon'l Nathaniel Baxter Judge &c. of the Circuit Court of Davidson County, sitting by interchange with the Honorable Edward H. East, the Chancellor presiding, but who was incompetent to preside and hear this cause, for the reason that he was interested herein, and the same was heard upon the petition of W. C. Johnson, Robert J. Morgan, Smith W. Moore, and Milton Brown citizens and residents of the State of Tennessee and representatives of the Memphis Conference of the Methodist Episcopal Church South and Alexander L. P. Green, Jordan Stokes, David C. Kelley, Edward H. East, David T. Reynolds and Robert A. Young citizens and residents of Tennessee and representatives of the Tennessee Conference, and Landon C. Garland a citizen and resident of Mississippi and Philip Tuggle a citizen and resident of Tennessee, the two latter representing the North Mississippi Conference, and James H. McFerrin and John M. Steel citizens of the State of Arkansas, and representatives of the White River Conference and Christopher D. Oliver and Wm Dickson citizens of the State of Alabama and representatives of the North Alabama Conference, and Edward Wadsworth and W. M. Byrd citizens of the State of Alabama and representatives of the Alabama Conference and Wm. L. C. Hunnicutt and Thomas Christian citizens of the State of Mississippi and representatives of the Mississippi Conference and James L. Borden and Wm H. Foster, citizens of the State of Louisiana and representatives of the Louisiana Conference, Andrew Hunter and James L. DeYampert citizens of the State of Arkansas and representatives of the Louisiana [Little Rock] Conference, and it appearing to the Court that said persons in their said petition prayed to be incorporated, under the name and style of The Central University of the Methodist Episcopal Church South, the object and plan of said University having been fully set forth in resolutions passed by the delegates of said Conference, at a convention of the same held in the City of Memphis on the 24th, 25th, 26th and 27th of January, 1872, and which resolutions are in words and figures as follows:

Resolved by the Convention,

1st That measures be adopted looking to the establishment, as speedily as practicable of an institution of learning of the highest order and upon the surest basis where the Youth of the Church and Country may prosecute theological, literary, Scientific and professional studies to an extent as great, and in a manner as thorough as their wants demand.

Second, That the institution shall be called the Central University of the Methodist Episcopal Church South.

Third. That it shall consist at present of five schools or departments, viz. a Theological school for the training of our young preachers, who, on application for admission shall present a

recommendation from a quarterly or annual conference, and shall have obtained a standard of education equal to that required for admission on trial into an annual conference; and instruction to them shall be free both in the theological and the literary and scientific departments. Secondly, A Literary and scientific school. Thirdly, A Normal School. Fourthly, a Law School. Fifthly, A Medical School.

Fourthly. That the sum of One Million Dollars necessary in order to realize fully the object desired; and not less than five hundred Thousand dollars, must be secured as a condition precedent to the opening of any department of the University.

Fifthly. That the location of the University shall be left to the decision of the College of Bishops of the Methodist Episcopal Church South.

Sixthly. That the carrying out of this whole scheme is hereby committed to the persons (herein named before as petitioners) who shall take immediate steps for securing a suitable charter of incorporation, and shall be a Board of Trust with power to solicit and invest funds, appoint an agent or agents, and to do whatever else is necessary for the execution of this scheme.

Seventh. That seven of the Board of Trustees at any meeting regularly called, shall constitute a quorum.

Eighth; That provision be made in the charter for giving a fair representation in the management of the University to any annual conference hereafter cooperating with us.

Ninthly. That the Bishops of the Methodist Episcopal Church South be and are hereby requested to act as a Board of supervision of the University or any of its departments, and jointly with the Board of Trust, to elect Officers and professors and prescribe the course of study and the plan of government.

And it further appearing to the Court that upon the filing of said petition, the Clerk & Master of this Court caused, by an order at rules, the same to be advertised, in pursuance of the statute in such cases made and prescribed, and it further appearing to the Court that no one has appeared, and made known any objection, to the granting of the prayers of the petition, and the Court upon inspection of the designs and objects of said corporation, finds nothing therein contained to be against public policy or good morals or in conflict with the constitution and Laws of the State or of the United States, is pleased to grant the prayer of the same, and doth hereby order adjudge and decree that the petitioners, be declared a body politic and corporate, under the name and style of The Central University of the Methodist Episcopal Church South[@] and in that name may sue and be sued, plead and be impleaded, in the Courts of this State or of the other States of the Union, or of the United States of America, may have a common Seal, which may be altered at pleasure shall have perpetual succession may solicit and receive subscriptions, donations, legacies and devises, may hold real estate & personal property, in such amounts as the business of the corporation requires, and may receive the same by contract gift will or devise, and shall hold the same for the purposes of said in corporation, with all the lawful conditions imposed by the donor, may appoint such subordinate officers and agents and the business of the Corporation requires prescribe their duties and fix their compensation, to make bylaws not inconsistent with the laws of the land or this charter or the resolutions of the convention at Memphis as set out herein before which resolutions are hereby adopted as a part of this charter but shall make all by-laws necessary and proper to carry out the objects of said resolutions as well as for the management of its property and the regulation of its affairs and may also have power to pass all by-laws, necessary to the use of the powers herein given, or which by law may hereafter be confirmed, and all said powers rights and privileges, together with such others as are not herein

specially given and referred to, are hereby conferred upon said corporation, in as full complete and ample manner, as by the laws of the State, the same can or might be, and said corporation shall have the power to confer all the degrees of merit and honor usually conferred by Universities.

It is further decreed that petitioners pay the costs of this proceeding, and that C & M issue to them a certified copy of this decree.

Nathaniel Baxter
Judge

This matter came on this day to be heard before the Chancellor upon the petition heretofore filed, and publication of the matter thereof having heretofore been made according to the Statutes in such cases made and provided, the Court is pleased to Order and decree that the name and style of the Central University of the Methodist Episcopal Church South a corporation heretofore chartered under the constitution and laws of this State, as a University of learning, and with all the powers rights and privileges of such corporation as is now, given and conferred by the laws of the State of Tennessee, or may hereafter be given and conferred be changed to the Name and Style of The Vanderbilt University@ by which name it shall hereafter be known, and sue and be sued, hold and receive property, confer degrees and do any and all things, which by the present or future laws of Tennessee, it may be empowered to do. It is further decreed that all the rights of property powers to contract privileges immunities and franchises, which heretofore by law under the decree of this Court were conferred upon the said corporation under the Name and Style of the Central University of the Methodist Episcopal Church South, and the property or rights thereof which have heretofore been secured to said Corporation pass to The Vanderbilt University and its assigns and successors forever for the purposes of said Corporation, and that it have power to pass by-laws resolutions not inconsistent with the laws of the land, and to increase & diminish the number of its trustees and change the name of its schools and do and perform any and all acts allowable by law to Corporations of learning. It is further decreed that the said Vanderbilt University pay the costs of this proceeding for which are issued.

Ordered that Court adjourn to Monday June 23, 1873.
W. F. Cooper
Chancellor

Appendix A: From the Securities and Exchange Commission (SEC). Final Rule: Disclosures required by Sections 406 and 407 of the Sarbanes-Oxley Act of 2002.
Section II. A. 4c Final definition of Audit Committee Financial Expert

The final rules define an audit committee financial expert as a person who has the following attributes:

- An understanding of generally accepted accounting principles and financial statements;
- The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant's financial statements, or experience actively supervising one or more persons engaged in such activities;
- An understanding of internal controls and procedures for financial reporting; and
- An understanding of audit committee functions.

Under the final rules, a person must have acquired such attributes through any one or more of the following:

1. Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions;
2. Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions;
3. Experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements; or
4. Other relevant experience.