

**By-Laws of the Board of Trustees  
University of Louisville**

**BY-LAWS OF THE BOARD OF TRUSTEES OF  
THE UNIVERSITY OF LOUISVILLE**

ARTICLE 1: OFFICES

Section 1.1 REGISTERED OFFICE AND PRINCIPAL OFFICE

Until altered as provided by law, the Registered Office of the University of Louisville shall be the address stated in its Charter and Articles of Incorporation as amended and its principal office shall be Belknap Campus, Louisville, Jefferson County, Kentucky 40292.

Section 1.2 OTHER OFFICES

The University may maintain other offices at such places, within and without the Commonwealth of Kentucky, as its Board of Trustees may from time to time establish.

ARTICLE 2: THE BOARD OF TRUSTEES

Section 2.1 GENERAL POWERS

The government of the University shall be vested in a Board of Trustees, which shall consist of such number of persons having such voting rights, serving such terms and appointed by such means as provided in the Kentucky Revised Statutes. In exercising its powers as derived from the Kentucky Revised Statutes, and implemented in its By-Laws and the governmental procedures for the University, the Board of Trustees as the governing body of a state agency shall exercise its powers and authorities in a manner consistent with applicable policies set by the Commonwealth of Kentucky.

Section 2.2 MEETINGS

The annual meeting of the Board shall be held in September of each year. At said annual meeting the Board shall elect its officers and the at-large member of the Executive Committee. A regular meeting of the Board of Trustees shall be at least quarterly, subject to modification as directed by the Board. Special meetings of the Board shall be held at the call of the Chair or the President of the University, or upon the request of at least three members of the Board. In April of each year the Secretary of the Board shall certify the attendance of each Board member at each of the meetings of the Board held since the previous April to the Chair of the Board of Trustees who in turn shall forward said certification to the Governor of the Commonwealth of Kentucky.

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Section 2.3 NOTICE TO TRUSTEES OF MEETINGS

Reasonable notice, orally or in writing, of each Regular and Special Meeting of the Board of Trustees shall be given by the person calling it or by the Secretary to the members of said Board, but such notice may be waived by any person entitled thereto. Attendance of a Trustee at any meeting shall constitute waiver of notice of such meeting, except when such Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Trustees need be specified in the notice, or waiver of notice of such meeting.

Section 2.4 QUORUM

A majority of all the Trustees shall constitute a quorum of the Board of Trustees, which shall act by a majority of those present at a meeting at which a quorum is present; but in the absence of a quorum a meeting may be recessed from time to time by consent of a majority of the members present, without notice other than by announcement at the meeting.

Section 2.5 ORGANIZATION OF MEETINGS OF THE BOARD OF TRUSTEES

The Chair of the Board of Trustees shall preside at all meetings thereof. In the absence of the Chair, the Vice-Chair shall preside, but if both of them be absent, a Chair pro tempore shall be chosen at the meeting from among the members of the Board there present. Such Chair shall be vested with all the powers and duties of the Chair. The Secretary of the Board shall act as Secretary of all meetings thereof. In the absence of a Secretary, the Chair shall appoint a Secretary pro tempore.

Section 2.6 EXECUTIVE SESSIONS OF THE BOARD OF TRUSTEES

Executive sessions of the Board and any of its committees shall remain confidential except for reports to be made only by the Board Chair or a designated spokesperson or the President of the University. The President may be excused from any executive session at which the President's performance or compensation is being evaluated.

Section 2.7 COMMITTEES OF THE BOARD

A. IN GENERAL

In addition to the Executive Committee required by statute, the Board shall establish any committees, standing or ad hoc, required for the conduct of its business. The Board will define the membership composition and charge to such committees. The Board Chair will make appointments to such

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committees after receiving recommendations from the Board members. The Board Chair will designate the Chair of each committee. The President shall be an ex officio, without a vote, member of all committees except the Audit committee. For any standing committees, the membership composition and charge will be kept in an appendix to these bylaws. Said appendix will change from time to time as may be necessary without any amendment of these by-laws.

**B. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the officers of the Board of Trustees, one at-large member of the Board who shall be elected by the Board, [and] one of the three constituency chairs who shall be a member, and the past Chair of the Board as ex officio, non-voting so long as he or she is continuing as a member of the Board of Trustees. In the case of the constituency member of the Executive Committee, the seat shall be filled on a rotating annual basis by the Faculty Senate chair, the Student Government Association president, or the Staff Senate chair. The Committee shall, under the powers delegated to it in accordance with the Kentucky Revised Statutes, act for the Board of Trustees during the interim between meetings of the Board. The Executive Committee shall carry out assignments given it by the Board of Trustees and make such reports to the Board as required by it. Actions taken by the Executive Committee shall be reported to the Board for ratification except when the Board specifically authorizes an action to be taken on its behalf, such action will be reported only.

**Section 2.8 RULES OF ORDER**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, any special rules of order this Board may adopt and any statutes applicable to the Board.

**ARTICLE 3: OFFICERS**

**Section 3.1 OFFICERS OF THE BOARD**

The officers of the Board of Trustees shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board may appoint.

**Section 3.2 DUTIES OF THE CHAIR**

A Chair, who shall be annually elected by the Board of Trustees from among its members for a term of one year, shall preside at all meetings of the Board of Trustees and shall perform such other and further duties and have such powers as are usually performed

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and possessed by similar officers of like institutions of higher education and shall perform such other duties and have such additional powers as may from time to time be prescribed by the Board of Trustees.

Section 3.3 DUTIES OF THE VICE-CHAIR

A Vice-Chair, who shall be annually elected by the Board of Trustees from among its members for a term of one year, shall perform all the duties and have all the powers of the Chair during the absence or disability of the latter.

Section 3.4 DUTIES OF THE SECRETARY

A Secretary, who shall be elected annually by the Board from among its members for a term of one year, shall keep the minutes of all proceedings of the Board of Trustees, and shall see that proper minutes and records are kept of all proceedings of Committees of the Board including the Executive Committee. The Secretary shall make and keep proper records which shall be attested. In addition, the Secretary shall keep such other books and records as may be required by the Board of Trustees and shall have charge of the corporate seal. The Secretary shall generally perform such other and further duties as may be required by the Board of Trustees. In the absence of the Secretary or in the event of disability, the duties shall be performed by any Trustee or any Assistant Secretary who may be appointed by the Chair.

Section 3.5 DUTIES OF THE TREASURER

A Treasurer, who shall be elected annually by the Board from among its members for a term of one year, shall have general supervision over the financial matters of the University and shall see that reports as to the financial condition of the University are made to the Board of Trustees, as may be required by the Board. The Treasurer generally shall perform such other and further duties as may be required by the Board of Trustees. In the absence of the Treasurer or in the event of disability, the duties shall be performed by any Trustee or Assistant Treasurer who may be appointed by the Chair.

Section 3.6 OTHER OFFICERS

The Board of Trustees shall have authority to appoint such other officers, agents and employees as may be desired.

ARTICLE 4: MISCELLANEOUS PROVISIONS

Section 4.1 CONFLICT OF INTEREST

All members of the Board of Trustees shall disclose any known conflict of interest and shall avoid participating in any decision

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or advocating any subject matter before the Board in which a member of the immediate family of a Board member has a conflict of interest. When a member learns that a business transaction presents a conflict of interest, that member must make an immediate, full disclosure to the Board of his or her interest in the subject. The member shall not participate in any discussion of or decision on the issue. Disclosures are necessary for business transactions which would result in conflict of interest. Failure of a member to make a disclosure shall void any resulting agreement at the option of the University. University remuneration to a faculty or staff Trustee and financial aid to a student Trustee shall not be considered a financial or other conflict of interest. This policy shall not prohibit a Trustee, an organization which employs a Trustee, or an organization in which a Trustee has financial interest from pursuing a University purchase or contract to be awarded by competitive bidding. However, such Trustee must first inform the other Trustees and notify the newspaper having the largest circulation in Jefferson County of his or her intent to participate in bidding for a University business transaction.

Section 4.2 DIPLOMAS, DEGREES AND CERTIFICATES

All diplomas, degrees and certificates of the University shall carry the signature or a facsimile signature of the Chair of the Board of Trustees, the President, the Dean of the academic unit, and the Registrar.

Section 4.3 TRUSTEE EMERITUS

A person whose term(s) as a Trustee has expired as of July 1970 and thereafter and who has expressed a willingness to continue supporting the University of Louisville, shall, upon the recommendation of the Executive Committee, be conferred the permanent title of Trustee Emeritus.

ARTICLE 5: AMENDMENT OF BY-LAWS

Section 5.1 IN GENERAL

The Board of Trustees may alter or amend these By-Laws and may adopt new ones, but notice of any proposed changes shall be given at the previous regular or special meeting.

**I HEREBY CERTIFY** that these By-Laws were duly adopted by the Board of Trustees of the University of Louisville as required by law, this 13<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
Chair of the Board of Trustees

Attest:   
\_\_\_\_\_  
Assistant Secretary

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APPENDIX TO BYLAWS

FINANCE COMMITTEE

The Committee on Finance shall consist of a Chair and at least six additional members duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Treasurer of the Board of Trustees shall also be a member of the Committee on Finance. The Committee shall consider the budget recommendations of the President, and shall submit its recommendations thereon to the Board as a whole. At the meeting of the Board when it considers the annual Operating Budget, the Committee Chair shall make a report on the University's financial situation.

AUDIT COMMITTEE

The Committee on Audit shall consist of a Chair and at least six additional members duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Committee shall recommend the designation of an independent auditor and shall cause to be prepared and submitted to the Board of Trustees at least once a year an audited statement of the financial condition of the University as of the close of the fiscal year and of the receipts and expenditures for each year. The Committee may request any designated independent auditor, or any officer or employee of the University to appear before it to report on the financial condition of the University and answer any questions the Committee might have. The Committee shall also receive other audit reports pertaining to the institution and recommend any changes they deem appropriate to financial control and accounting systems. The President of the University shall not be an ex officio member of the Audit Committee, but may, upon invitation of the Committee, attend any meeting.

PERSONNEL COMMITTEE

A Committee on Personnel shall consist of a Chair and at least six additional members, all of whom shall be members of the Board of Trustees and duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Committee on Personnel shall consider all nominees from whatever source for a university-wide award or for the granting of any honorary degree from the University. The Committee shall be involved in all discussion of and recommendations to the Board of Trustees of those to be considered for such awards or such honorary degrees, and for conferring proper names on University property. The Committee on Personnel shall consider all recommendations for promotion within the University and the awarding of tenure thereto. After reviewing such nominees, the Committee shall make its recommendations to the Board of Trustees. The Committee shall have referred to it all matters concerning disagreement on whether or not promotion or tenure should or should not be granted and shall make its recommendations to the Board of Trustees.

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

The Committee on Academic and Student Affairs shall consist of a Chair and at least six additional members, including representatives of the faculty and Student Government Association, and duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Committee

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on Academic and Student Affairs shall consider all recommendations for academic centers, institutes, degree granting programs and other academic entities. Additionally, the Committee will receive regular reports, at least annually, from the President regarding policies affecting the academic enterprise or the welfare of students.

**TRUSTEES AWARD COMMITTEE**

The Trustees Award Committee shall consist of a Chair and six additional members, including representatives of the faculty and Student Government Association and duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Committee shall consider all recommendations and nominations for faculty (full- or part-time; undergraduate, graduate, or professional, even groups of faculty) who have had an extraordinary impact on students. The Committee shall make its recommendations to the Board of Trustees for approval in time for presentation to the award winner at the May University Commencement ceremonies.

**NOMINATING COMMITTEE**

The Nominating Committee shall consist of a Chair and two additional members of the Board and duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Committee shall solicit nominations from among the members of the Board of Trustees when making its recommendations for the annual election of officers. The Nominating Committee shall consult with all Trustees prior to presenting its recommendations to the Board for election at the annual meeting.

**COMPENSATION COMMITTEE**

The Committee on Compensation shall consist of the Vice Chair of the Board, who shall serve as the Chair of the Committee, the Treasurer of the Board, who shall serve as the Vice Chair of the Committee, and three other members of the Board, along with the Chair of the UofL Foundation, Inc., who shall serve as an ex officio member, and all members shall be duly appointed by the Chair of the Board of Trustees at its annual meeting or as soon thereafter as possible. The Compensation Committee shall consider and recommend to the Board of Trustees all compensation for the President of the University.

**BYLAWS AND POLICIES COMMITTEE**

The Bylaws and Policies Committee shall consider and recommend to the Board of Trustees all changes to Bylaws and Policies and assure the Board's Bylaws reflect the direction of the Board of Trustees.

**STRATEGIC PLANNING COMMITTEE**

The Strategic Planning Committee shall consider and recommend to the Board of Trustees any strategic plan affect the University, e.g., the 21<sup>st</sup> Century University Initiative.

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University of Louisville Board of Trustees  
Policy Statements and Operational Guidelines

BOT 1.0 Policy Statements

1.1 Ethics Statement

In all matters entrusted to the Board of Trustees of the University of Louisville, the Board, individually and collectively, is committed: to uphold the public trust in the University of Louisville; to carry out its responsibilities in accordance with the laws of the Commonwealth; to act with care and make informed decisions; to comply with University policies applicable to the Board of Trustees; to refrain from actions which put a Trustee's personal or professional interests in conflict with that of the University and to abstain from any action or vote where appropriate; and, to avoid the use of Trustee appointment to obtain any private benefit. Further, neither the Chair of the Board nor a majority of Board members shall have a contractual, employment, or personal financial interest in the University.

1.2 Philanthropy Statement

The Board of Trustees recognizes that every member of its board has an ethical responsibility to lead by example through personal philanthropy that reflects personal financial means. The Trustees accept, therefore, as the University of Louisville increasingly seeks private support that they will achieve 100% trustee participation in annual donor giving.

BOT 2.0 Operational Guidelines

- 2.1 All new Trustees will attend a formal orientation as soon as practicable after being appointed to the Board.
- 2.2 The Board will hold an annual retreat.
- 2.3 For any meeting of any Committee of the Board of Trustees, other than Committee meetings which are scheduled for those dates on which regularly scheduled Board of Trustees or Committee meetings are to be held, every effort will be made to provide at least four business days notice of same.

(Revised: February 21, 2007)