

**SECOND AMENDED AND RESTATED BYLAWS
OF
THE UNIVERSITY OF TENNESSEE AT CHATTANOOGA
ADVISORY BOARD**

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Article I Name and Purpose

Section 1.1 Name. This advisory board has been established pursuant to Tennessee Code Annotated §§ 49-9-501 through -503 and shall be known as The University of Tennessee at Chattanooga Advisory Board, hereinafter referred to in these Bylaws as “Advisory Board.”

Section 1.2 Purpose. The purpose of the Advisory Board shall be to carry out the responsibilities outlined in Section 2.1 of these Bylaws.

Article II Responsibilities

Section 2.1 Enumerated Responsibilities. Pursuant to Tennessee Code Annotated § 49-9-503(a), the Advisory Board shall have the following responsibilities:

- (a) Submit a recommendation regarding the proposed operating budget, including tuition and fees, for the campus in accordance with the process established by the University of Tennessee (“University”) Board of Trustees (“Board of Trustees”) pursuant to Tennessee Code Annotated § 49-9-209(d)(1)(N);
- (b) Submit a recommendation regarding the strategic plan for the campus in accordance with the process established by the Board of Trustees pursuant to Tennessee Code Annotated § 49-9-209(d)(1)(O);
- (c) Advise the Chancellor regarding operations and budget, campus master plan, campus life, academic programs, policies, and other matters related to the campus and as may be requested by the Chancellor from time;
- (d) Under the leadership of the Chancellor, seek to promote the overall advancement of the campus and The University of Tennessee System;
- (e) Advise the Board of Trustees or the President on matters related to the campus or the system as may be requested by the President or the Board of Trustees from time to time; and
- (f) Comply with the Tennessee Open Meetings Act, Tennessee Code Annotated § 8-44-101 *et seq.* except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

Section 2.2 Conflict with Board of Trustees Prohibited. As provided by Tennessee Code Annotated § 49-9-503(b), the responsibilities of, and any actions taken by, the Advisory Board shall not conflict with or inhibit the authority of the Board of Trustees.

Section 2.3 Member Responsibilities. Each member shall conduct any efforts on behalf of the Advisory Board within the scope of the responsibilities provided in

Section 2.1 of these Bylaws and in compliance with applicable University policies.

Article III Membership

Section 3.1 General. Membership on the Advisory Board is governed by the provisions of Tennessee Code Annotated § 49-9-501. The following sections represent a summary of some of the key statutory provisions.

Section 3.2 Number of Members and Appointing Authority. Pursuant to Tennessee Code Annotated §§ 49-9-501, the Advisory Board shall consist of five (5) members appointed by the Governor, one (1) faculty member appointed by the campus Faculty Senate, and one (1) student appointed by the Advisory Board. The Chancellor shall ensure that each new member receives a copy of these Bylaws and is notified of the expectations and responsibilities of membership.

Section 3.3 Term of Members Appointed by the Governor. The terms of the initial members appointed by the Governor shall be two (2), three (3), and four (4) years, as designated by the Governor, beginning on the date of appointment and ending on June 30 of the last year of the designated term. For all subsequent appointments by the Governor, the term shall be four (4) years from July 1 through June 30. All members appointed by the Governor must be confirmed by joint resolution of both houses of the Tennessee General Assembly; provided that if the General Assembly is not in session when an appointment is made, the members shall serve for the appointed term unless the appointment is not confirmed within ninety (90) calendar days after the General Assembly next convenes in regular session. Members may not serve more than two (2) consecutive terms but may be reappointed after four (4) years have elapsed since the last date of service on the Advisory Board.

Section 3.4 Term of the Faculty Member. The term of the initial faculty member shall begin on the date of the initial meeting of the Advisory Board and end on June 30 of the next year. For all subsequent faculty member appointments, the term shall be two (2) years beginning July 1 and ending June 30.

Section 3.5 Term of the Student Member. The term of the initial student member shall begin on the date of appointment by the Advisory Board and end on June 30 of the same year. For all subsequent student member appointments, the term shall be one (1) year beginning July 1 and ending June 30.

Section 3.6 Governor-Appointed Board Member Vacancies. If a vacancy on the Advisory Board occurs by death, disability, or resignation of a Governor-appointed board member, the Governor shall appoint a successor for the remainder of the term. If a vacancy occurs by reason of expiration of a term, the board member whose term has expired will serve until a successor is appointed. If the Tennessee General Assembly is not in session at the time a member is appointed by the Governor to fill

a vacancy resulting from the expiration of a term, the member whose term has expired will serve until a new appointee is confirmed by joint resolution of both houses of the Tennessee General Assembly. If the Tennessee General Assembly is not in session at the time a member is appointed by the Governor to fill a vacancy not resulting from the expiration of a term, the new appointee will serve for the term appointed unless the appointment is not confirmed by joint resolution of both houses of the Tennessee General Assembly within ninety (90) calendar days after the Tennessee General Assembly next convenes in regular session following such appointment.

Section 3.7 Student and Faculty Board Member Vacancies. The cessation of the faculty member's employment or full-time faculty status with the University during the faculty member's appointment term vacates the faculty member position on the Advisory Board, and the Governor shall appoint a faculty member satisfying the eligibility requirements for serving on the Advisory Board as a successor for the remainder of the term. The cessation of the student member's full-time enrollment status during the student member's appointment term (excluding enrollment status during the summer semester) vacates the student member's position on the Advisory Board, and the Governor shall appoint a student satisfying the eligibility requirements for serving on the Advisory Board as a successor for the remainder of the term.

Article IV Conflict of Interests

Section 4.1 General Conflict of Interests. Members shall not use the authority, title, prestige, or other attribute of the office to acquire benefit or gain for themselves or for any relative. Nor shall members use the authority, title, prestige, or other attribute of the office to obtain favored consideration or treatment of any person, including but not limited to efforts to influence administrative decisions with respect to an individual's admission, employment, discipline, or similar matters. Members shall not knowingly accept any gift, favor, or gratuity from any person or entity that could reasonably be expected to affect the member's independence of judgment in performing official duties; however, this shall not be construed to prohibit acceptance of benefits from the University provided to all members by virtue of the office or provided in connection with donations to the University.

Section 4.2 Financial Conflict of Interests. It shall be the duty of each member of the Advisory Board to avoid any financial conflict of interests as defined in this Section 4.2. Tuition and fee payments, scholarships and other financial aid awards, and donations do not constitute a financial conflict of interests. Salary, a stipend, and other compensation for services paid by the University to the faculty member and student member of the Advisory Board do not constitute a financial conflict of interests.

Section 4.2(a) Direct Interest. A financial conflict of interests exists when a member has a direct interest in a contract with the University. "Direct interest" means a contract with the member personally or with any business in which the member is the sole proprietor, a partner, or the person having the controlling interest. The interests of a member's spouse and children shall be treated as the member's interest for the purpose of determining whether the member has a direct interest. "Controlling interest" means the individual with the ownership or control of the largest number of outstanding shares owned by any single individual or corporation.

Section 4.2(b) Indirect Interest. A financial conflict of interests also exists when a member has an indirect interest in a contract with the University unless the member has disclosed his or her interest in accordance with Section 4.2(c). "Indirect interest" means a contract in which the member has an interest that is not a "direct interest" as defined in Section 4.2(a). The interests of a member's spouse and children shall be treated as the member's interest for the purpose of determining whether the member has an indirect interest.

Section 4.2(c) Attempt to Influence a University Contract. A member shall not attempt to influence any person who is involved in making or administering a contract with the University if the member would derive a direct benefit from the contract. Nor shall a member solicit or receive any gift, reward, or promise of reward in exchange for recommending, influencing, or attempting to influence the award of a contract by the University. This Section 4.2(c) shall not be construed as constraining the faculty member of the Advisory Board, as part of their normal faculty duties, from pursuing externally-funded contracts or grants for the University which may potentially benefit the faculty member directly or indirectly.

Section 4.2(d) Disclosure of Financial Interests. Initial members of the Advisory Board shall file a disclosure of financial interests with the Chancellor within thirty (30) calendar days after the called initial meeting of the Advisory Board. Thereafter, new members of the Advisory Board shall file the disclosure with the Chancellor within thirty (30) calendar days of appointment. After filing the disclosure, a member who becomes aware of a financial interest that may constitute a conflict of interest as defined in this Section 4.2 shall provide written notice to the Chancellor within seven (7) calendar days.

Section 4.2(e) Addressing Financial Conflicts of Interest. The Chancellor shall review all disclosures of financial interests filed by members with the Chair of the Advisory Board. It shall be the responsibility of the Chancellor to take necessary or appropriate steps to address any potential or actual financial conflict of interests of any member.

Article V Officers

Section 5.1 Chair. The presiding officer of the Advisory Board shall be the Chair,

who shall be elected by the Advisory Board. The term of the initial Chair shall begin on the date of election and end on June 30 of the following year. Thereafter, the term of the Chair shall begin on July 1 and end on June 30 of the second succeeding year. The Chair may not be elected to more than three (3) consecutive terms except upon the affirmative roll-call vote of a majority of the total membership. The Chair shall preside at all meetings of the Advisory Board; shall be responsible, in consultation with the Chancellor, for coordinating the work of the Advisory Board; and shall be the spokesperson for the Advisory Board. If the Chair knows in advance that he or she will not be able to attend a meeting, the Chair shall appoint a Chair *pro tem* to preside over the meeting. In the unexpected absence of the Chair, the Chancellor shall preside over the meeting until the Advisory Board acts to appoint a Chair *pro tem*.

Section 5.2 Secretary. On the recommendation of the Chancellor, the Advisory Board shall elect a member of the campus administrative staff to serve as Secretary. The Secretary shall serve at the pleasure of the Advisory Board and without a definite term. The Secretary shall assist the Chair and the Chancellor in preparing the agenda and materials for Advisory Board meetings; prepare and maintain minutes of Advisory Board meetings; maintain a current set of the Bylaws and a record of all Bylaw amendments; and maintain all records pertaining to the business of the Advisory Board, except as may be otherwise provided by policies of the Board of Trustees or the University.

Article VI Operating Budget

Section 6.1 General. Financial support for the work of the Advisory Board shall be provided exclusively from the campus operating budget through established budgetary procedures. The Advisory Board's receipts and expenses shall be budgeted and accounted for in separate accounts. The accounts shall be specifically identifiable in the detail of the operating budget.

Article VII Meetings

Section 7.1 Regular Meetings. In accordance with Tennessee Code Annotated § 49-5-502(a), the Advisory Board shall hold at least three (3) regular meetings each year on a day or days determined by the Advisory Board from year to year.

Section 7.2 Special Meetings. Special meetings of the Advisory Board may be called by the Chair or the Chancellor when deemed necessary.

Section 7.3 Location of Meetings. Regular and special meetings of the Advisory Board may be held at any location in Hamilton County, Tennessee.

Section 7.4 Notice of Meetings. Notice of meetings may be delivered to members by

postal mail, courier, electronic mail, or facsimile transmission. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of all regular and special meetings. Notice of a regular meeting shall be provided at least seven (7) days in advance of the meeting date.

Section 7.5 Meetings Open to the Public. In compliance with Tennessee Code Annotated § 49-9-503(a)(6), meetings of the Advisory Board shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

Section 7.6 Agenda. An agenda for every meeting of the Advisory Board shall be prepared by the Chancellor in consultation with the Chair and with the assistance of the Secretary. The agenda shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda, with any proposed resolutions or reports to be considered at the meeting, shall be made available to the Advisory Board and the public at least seven (7) days in advance of the meeting. When not feasible, a copy of the agenda, with any proposed resolutions or reports to be considered at the meeting, otherwise shall be provided to the Advisory Board and made available to the public before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

Section 7.7 Manner of Voting. In accordance with the Tennessee Open Meetings Act, all votes by the Advisory Board shall be by public voice vote, public ballot, or public roll-call vote, and proxy votes are not allowed. A public roll-call vote shall be required on the following: (1) all motions related to adoption, amendment, repeal, or suspension of these Bylaws in whole or in part; and (2) on any other motion if a voting Board member present at the meeting requests a roll-call vote before a vote is taken or demands a roll-call vote before the Chair announces the result of a vote.

Section 7.8 Participation in Meetings by Electronic or Telephonic Means. The Chair, after consultation with the Chancellor, may allow members to participate in a meeting by any means of electronic or telephonic communication, subject to the following requirements of the Tennessee Open Meetings Act:

- (1) A quorum of four (4) members must be physically present at the location specified in the public notice as the location of the meeting.
- (2) The meeting must be audible to the public at the location specified in the public notice of the meeting.
- (3) All members must be able to hear and speak to each other during the meeting.
- (4) Any member participating by telephonic or electronic means must identify the persons present at the location from which the member is participating.
- (5) Before the meeting, any member who will not be physically present at the meeting location specified in the public notice shall be provided with documents to be discussed at the meeting with substantially the same content

as the documents presented at the meeting.
(6) All votes shall be taken by roll call.

Article VIII

Quorum

Section 8.1 Required Quorum. Four (4) members shall constitute a quorum empowered to transact any business of the Advisory Board.

Section 8.2 Majority of Quorum Required for Action. The action of a majority of the quorum of members present at any meeting shall be the action of the Advisory Board, except as otherwise provided in these Bylaws.

Article IX

Committees

Section 9.1 Appointment of Committees. The Chair is authorized to appoint such committees and committee chairs as the Chair may deem necessary from time to time.

Article X

Rules of Procedure

Section 10.1 Adopted Rules and Policies; Robert's Rules of Order. Questions of procedure and organization not specifically addressed in these Bylaws shall be governed by rules contained in the most current edition of *Robert's Rules of Order Newly Revised* to the extent applicable and consistent with these Bylaws and any special rules of order, standing rules, or policies adopted by the Advisory Board.

Article XI

Adoption, Amendment, and Repeal of Bylaws

Section 11.1 Adoption. These Bylaws shall be adopted by an affirmative two-thirds (2/3) roll- call vote of the total membership of the Advisory Board and shall be provisionally effective until subsequent review and approval by the Board of Trustees.

Section 11.2 Amendments; Repeal. The Advisory Board may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing Bylaws at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total membership of the Advisory Board; provided that a copy of the amendments or new Bylaws to be offered or notation of the Bylaws to be repealed shall be furnished to each member in writing at least seven (7) days in advance of the meeting; and provided further that any change to the Bylaws shall not be effective until approved by the Board of Trustees.

