



## **ARTICLE 1: THE BOARD OF TRUSTEES**

### **1.1 AUTHORITY OF THE BOARD**

The management and governance of Tennessee Technological University is vested in the Board of Trustees, subject only to statutory limitations.

### **1.2 MEMBERSHIP**

**A.** The composition of the membership of the Board of Trustees (“Board”), the terms of office, and the conditions of membership are as provided in Tennessee Code Title 49, Chapter 8 and are incorporated by reference into these bylaws as if fully set forth herein, including all future amendments.

**B.** Members shall receive no compensation for their services, but shall be entitled to reimbursement for travel expenses incurred in the performance of their official duties in conformity with the comprehensive travel regulations as promulgated by the State of Tennessee Department of Finance and Administration and approved by the Attorney General and Reporter.

### **1.3 POWERS OF THE BOARD**

The Board has the power to:

**A.** Select and employ the chief executive officer (“President”) of Tennessee Technological University (“Tennessee Tech”) and to confirm the appointment of administrative personnel, faculty, and other employees and their salaries and terms of office,

**B.** Review and approve the mission of Tennessee Tech,

**C.** Approve curricula and requirements for diplomas and degrees,

**D.** Approve the operating budgets and set the fiscal policies, including tuition rates, for Tennessee Tech, subject to any statutory limitation on that power,

**E.** Establish policies and regulations regarding the campus life at Tennessee Tech, including, but not limited to, the conduct of students, student housing, parking, and safety,

- F.** Establish policies defining residency of students, subject to any statutory limitation,
- G.** Establish policies and regulations related to employees,
- H.** Grant tenure to eligible members of the faculty upon the positive recommendation of the President,
- I.** Assume general responsibility for the operation of Tennessee Tech, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of Tennessee Tech,
- J.** Receive donations of money, securities, and property from any source on behalf of Tennessee Tech and use such donations in accordance with the conditions set by the donor,
- K.** Purchase land subject to the terms and conditions of state regulations, to condemn land, and to erect buildings and equip them for Tennessee Tech subject to the requirements of the state building commission, the master plan approved by the Tennessee Higher Education Commission, and to the terms and conditions of legislative appropriations,
- L.** Delegate and provide for the further delegation of any and all its powers subject to limitations expressly set forth in law,
- M.** Exercise any power granted by statute, and
- N.** Exercise any other powers not otherwise prohibited by law that are necessary to govern Tennessee Tech.

#### **1.4 RESPONSIBILITIES OF THE BOARD**

Board members are required to

- A.** Be free of any contractual, employment, or personal or familial financial interest in Tennessee Tech, to the extent required by statute, rule, or accrediting standards,
- B.** Be free from undue influence from political, religious, or other external bodies and protect Tennessee Tech from such influence,
- C.** Be transparent in all Board actions to the extent required by the law,

- D.** Not direct matters of administration or of executive action except through the President,
- E.** Represent the interest of the entire university rather than any single constituent part,
- F.** Not speak on behalf of Tennessee Tech unless authorized to do so by the Board or chair of the Board,
- G.** Participate in all Board meetings and events, absent good cause,
- H.** Stay informed, to the extent practical, about the educational and business affairs of Tennessee Tech.

## **1.5 OFFICERS OF THE BOARD**

- A.** The Board shall elect from its members a chair, vice chair, and other officers the Board deems appropriate. The officers shall serve a term of two (2) years.
- B.** The chair and vice chair may be elected to consecutive terms without limitation.
- C.** The chair shall preside when present at meetings of the Board and shall be the spokesperson for the Board unless otherwise directed by the Board. The chair shall perform such other duties as prescribed by the Board and by the bylaws.
  - 1.** In the absence of the chair, the vice chair shall preside at meetings of the Board and otherwise perform the duties of the chair.
  - 2.** In the absence of the chair and vice chair, the Board may temporarily appoint a member to preside.
  - 3.** A Board officer may voluntarily relinquish his/her officer position by submitting a letter of resignation to the Board's secretary with an effective date.
- D.** A Board officer serves at the pleasure of the Board. A Board officer may be removed from office by a two-thirds (2/3) vote of the Board members eligible to vote.
- E.** In cases where a Board member makes a motion to remove the chair and the motion is seconded, the chair shall immediately hand over the control of the meeting to the vice-chair. In the absence of the vice-chair, the Board may temporarily appoint a member to preside over the discussion and vote on the motion. If the motion is not successful, the chair will resume control of the meeting.
- F.** In the case of a vacancy or expired term, the Board shall elect a new officer at the next meeting of the Board.

- G. The Board shall ratify or reject the President's appointment of a Board secretary.

## **ARTICLE 2: MEETINGS OF THE BOARD**

### **2.1 MEETINGS SUBJECT TO THE TENNESSEE OPEN MEETINGS ACT**

All Board meetings for which a quorum is required to make a decision or to deliberate toward a decision are open to the public, except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

### **2.2. REGULAR MEETINGS**

- A. The Board shall meet at least four (4) times each fiscal year.
- B. The Board's secretary shall provide at least five (5) days' written notice of the regular meetings to all Board members. Notice may be provided by any reasonable means.

### **2.3 SPECIAL MEETINGS**

- A. The chair, vice chair, President, or the Board's secretary, the latter upon the written request of three (3) or more of Board members eligible to vote, may call a special meeting, provided the call states the business to be considered.
- B. If the business to be considered requires immediate action, a special meeting may be called with less than five (5) days' notice. Notice may be provided by any reasonable means in the circumstances.

### **2.4 AGENDAS**

- A. The Board's secretary, upon advice from the President and the Board chair, shall prepare an agenda for every meeting.
- B. If feasible, an agenda will accompany each notice of a regular or special meeting of the Board.

### **2.5 QUORUM**

Five voting members shall constitute a quorum for taking Board action.

## **2.6 MANNER OF TAKING ACTION**

**A.** All votes of the Board shall be by public vote as defined by Tennessee Code Annotated Section 8-44-104(b), public ballot, or public roll call. No secret votes, secret ballots, or secret roll calls are allowed.

**B.** The action of a majority of the quorum of Board members eligible to vote and present at any meeting shall be the action of the Board, except as otherwise prescribed by the bylaws, Board policy, or statute.

**C.** The Board may permit any or all members to participate in a meeting by, or conduct the meeting through, use of any means of telephonic or electronic communication.

**1.** The meeting must be audible to the public at the location specified in the notice of the meeting as the location of the meeting.

**2.** All participating members must be able to both hear all members and speak to all members during the meeting.

**3.** Any member participating by telephone or electronically shall identify the persons present in the location from which the member is participating.

**4.** Any member who participates in a meeting covered by this provision shall be deemed “present” at the meeting.

**5.** A public roll call vote is required on all matters.

**D.** A public roll call vote of the Board is required on all motions regarding budget approval, fees or tuition increases, capital expenditures, bylaw(s) or rule(s) revision, adoption, or repeal, or in any case required by law or deemed desirable in the judgment of the chair. Upon request of any member present, a public roll call vote may be called for on any matter, provided the member requests a public roll call vote before announcement of the public vote previously taken.

**E.** Any item selected by the chair or referred to the Board with unanimous support from a Board committee may be presented to the Board on a consent calendar at the recommendation of the committee chair.

**1.** The consent calendar shall be considered at the next regularly scheduled meeting of the Board and all items on the consent calendar shall be considered en bloc.

**2.** If two or more members so request, an item shall be removed from the consent calendar, provided the request is made in writing to the chair and secretary, not later than two hours prior to convening of the Board meeting at which the consent calendar will be considered. The secretary will notify the Board of the request as soon as

practicable.

**3.** An item may be removed from the consent calendar at the discretion of the chair at any time.

**F.** The Board may adjourn any regular or special meeting to any future date. If a quorum is not present, the members in attendance may adjourn any regular or special meeting until a quorum is present.

## **2.7 MINUTES**

The Board's secretary shall take minutes at each meeting of the Board and maintain approved minutes as the official record of such meeting.

## **ARTICLE 3: BOARD COMMITTEES**

Subject to statutory requirements, the Board may establish such committees as it deems appropriate or necessary and shall define by policy their duties, reporting requirements, and appointments of members.

## **ARTICLE 4: OFFICERS OF TENNESSEE TECH**

### **4.1 OFFICERS**

**A.** The officers of Tennessee Tech shall be its President, a Board's secretary appointed by the President, and such other officers as deemed necessary by the President to conduct Tennessee Tech and Board business and provide support to the Board. The officers shall have such authority and perform such duties as set forth in the law, in these bylaws, and as the Board or the President prescribes.

**B.** In the event of a vacancy or notice of an impending vacancy in the office of President, the Board shall appoint an interim President as provided by Board policy. In the event of a vacancy or notice of an impending vacancy in any office other than President, the President may appoint an individual to serve in an interim or permanent capacity, subject to the annual confirmation of the Board of the President's employment actions.

### **4.2 APPOINTMENT AND DUTIES OF THE PRESIDENT**

**A.** The Board shall appoint a President who shall be the executive and governing officer of Tennessee Tech.

**B.** The President shall have full authority over the administration of all affairs and operations of Tennessee Tech, subject to any statutory powers retained by the Board or specifically delegated by the Board to other Tennessee Tech officers.

**C.** The President is authorized, consistent with the law and Board policies, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of Tennessee Tech and shall report such actions to the Board annually for confirmation.

**D.** The President shall at least annually report to the Board all significant matters within the President's knowledge related to Tennessee Tech.

**E.** The President shall perform such other duties as assigned by the Board.

## **ARTICLE 5: MISCELLANEOUS PROVISIONS**

**5.1** Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

**5.2** The Board may temporarily suspend any bylaw by a two-thirds (2/3) vote of the voting members present at the regular or special meeting in which the bylaw is to be suspended.

**5.3** Any Board member may propose to alter, amend, restate, or repeal a bylaw by submitting a written request to the Secretary at any regular or special meeting. The Board will vote on any such request at the next regular or special meeting.

**5.4** Anyone who wishes to address the Board must submit a written request to the Board's secretary to be received at least fifteen days prior to the scheduled meeting of the Board, absent good cause. The request must include the requestor's contact information and the subject matter to be addressed.

**A.** The Board's secretary, in consultation with the chair, may either place the requested item on the agenda or notify the requestor in writing of the reason for rejecting the request. The secretary will, as soon as practicable, notify the other Board members of the request and the disposition of the matter.

**B.** The Board may limit a speaker's time for any such address.

Adopted: March 23, 2017

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