

# BYLAWS OF CORNELL UNIVERSITY

Effective May 24, 2008

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**BYLAWS OF CORNELL UNIVERSITY**  
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ARTICLE I

THE UNIVERSITY

1. **Name:** The corporate name of the University, as provided in its Charter, is CORNELL UNIVERSITY.

2. **Objects and Powers:** Cornell University is an educational corporation organized and existing under the laws of the State of New York. Its leading objects and powers shall be those set forth in its Charter at Article 115 of the New York Education Law. Such objects and powers also are controlled in part by other applicable provisions of the Education Law and of the Not-for-Profit Corporation Law.

Cornell University continues as the land grant institution for New York State as designated in its original Charter of 1865. In this capacity the University continues to exercise all of the rights and responsibilities conferred by pertinent federal and state legislation.

3. **Address:** The principal office and business address of the Corporation is at Ithaca, New York.

4. **Seals:**

a. The great seal of Cornell University shall be circular in form, two inches in diameter, and shall bear in the outer circle the words "Cornell University" and "Founded A.D. 1865", in the inner circle the words "Ezra Cornell 'I would found an institution where any person can find instruction in any study'", and in the center a profile likeness of Ezra Cornell. The great seal of the University shall be affixed to or imprinted upon diplomas issued by Cornell University. The custodian of the great seal shall be the President.

b. The corporate seal of Cornell University shall be circular in form, one and one-half inches in diameter, and shall bear in the outer circle the words "Cornell University" and "Founded A.D. 1865", and in the center, above the words "Ezra Cornell", a profile likeness of Ezra Cornell. The corporate seal of the University shall be used whenever required in the execution of instruments or official documents of the University other than diplomas. The custodian of the corporate seal shall be the Secretary of the Corporation.

5. **Fiscal Year:** The fiscal year of the University shall be July 1 through June 30.

6. **Academic Year:** The academic year is the approximately nine-month period beginning two working days before registration in the fall term and ending on the last day of final examinations in the spring term. The summer period is defined as the period between the last day of one academic year and the first day of the following academic year.

7. **Colleges, Schools and Other Separate Academic Units:** Cornell University shall consist of such colleges, schools, centers and other separate academic units as have been or may be established by the Board of Trustees from time to time:

The colleges, schools and major academic units are as follows:

College of Agriculture and Life Sciences  
College of Architecture, Art and Planning  
College of Arts and Sciences  
College of Engineering  
Graduate School  
School of Hotel Administration  
College of Human Ecology  
School of Industrial and Labor Relations  
Law School  
Johnson Graduate School of Management  
Medical College  
Graduate School of Medical Sciences  
College of Veterinary Medicine  
School of Continuing Education and Summer Sessions  
University Libraries.

## ARTICLE II

### THE BOARD OF TRUSTEES

1. **Powers:** Subject to the Charter of the University and the laws of the State, the Board of Trustees shall have supreme control over the University, including every college, school, and academic department, division and center thereof.

The Board shall adopt an annual plan of financial operation for the entire University, upon recommendation of the Executive Committee and the Board of Overseers.

The Board of Trustees reserves to itself all corporate powers not delegated to officers or subordinate bodies within the University pursuant to these Bylaws or other action of the Board, or those incidental powers reasonably necessary to the implementation of the powers so delegated.

2. **Membership and Tenure:**

a. **Membership:** As provided in the University's Charter, the Board of Trustees is composed of sixty-four members, as follows:

(1) Four ex officio trustees: The Governor of the State of New York, the Temporary President of the Senate, the Speaker of the Assembly and the President of the University shall be ex officio trustees during their respective terms of office.

(2) One life trustee: The eldest lineal descendent of Ezra Cornell shall be a trustee for his or her life.

(3) Three appointed trustees: The Governor shall appoint, subject to confirmation by the Senate, three trustees for terms of three years each, one being appointed each year.

(4) Fifty-six Board trustees: The fifty-six Board trustees specified in the University Charter shall be selected in the manner and for the terms that follow:

(a) Forty-three trustees-at-large shall be elected by the Board of Trustees for staggered terms of four years each, at least ten being elected each year. Such trustees-at-large at all times shall include at least two trustees from each of the fields of agriculture, business and labor in New York State.

(b) Eight trustees shall be elected from among and by the alumni of the University for staggered terms of four years each, at least two being elected each year.

(c) Two trustees shall be elected from among and by the faculty of the University at Ithaca and Geneva for terms of four years each, at least one being elected every second year.

(d) Two trustees shall be elected from among and by the membership of the University's student body at Ithaca for terms of two years each, one being elected each year.

(e) One trustee shall be elected from among and by the nonacademic staff and employees of the University at Ithaca and Geneva for a term of four years.

b. **Terms:** The regular term of all Board trustees shall commence on July 1. Such trustees shall hold office until the expiration of the term for which each is appointed or elected and until the successor of each has been appointed or elected and qualified. The terms of ex officio trustees shall commence upon their qualification for office.

The term of any trustee elected from among the faculty, the student body or employees of the University shall vacate such office on the termination of his or her status as a member of the category from which elected. Any trustee elected by the alumni who has served a full four-year term shall be ineligible for reelection to such category for the period of one year. The minimum age for membership on the Board of Trustees shall be eighteen years.

c. **Vacancies:** A vacancy in the membership of the Board caused by resignation, death or otherwise than by expiration of term may be filled for the balance of the unexpired term in the same manner as a vacancy caused by normal expiration of term. A mid-term vacancy among any of the two student trustees prescribed by Section 2.a.(4)(d) of this Article also may be filled by action of the Board of Trustees.

d. **Holdover:** Each trustee shall hold office until the expiration of the term for which the individual is elected or appointed, and until a successor has been elected or appointed, unless the incumbent's term of office is terminated at an earlier date by operation of these Bylaws or by action of the Board of Trustees.

### 3. **Nomination and Election of Trustees by the Board:**

a. **Nomination of Trustees-at-Large:** Notice of existing vacancies and forthcoming vacancies due to expiration of term among trustees-at-large shall be sent to each trustee by the Secretary of the Board at least thirty days before the last regular

meeting in each fiscal year. Similar notice of existing vacancies, if any, shall be sent to each trustee at least thirty days prior to every other regular meeting throughout the year.

The Committee on Board Membership shall nominate at least one candidate for each vacancy to be filled. Any individual trustee may nominate one candidate for each vacancy. All nominations must be filed with the Office of the Secretary in writing or by telegraph so as to arrive in that office not less than twenty days before the meeting at which the election is to be held.

In formulating its nomination of one or more candidates to fill a vacancy among the two trustees-at-large from each of the three fields of agriculture, business and labor in New York State, the Committee on Board Membership shall use the following procedure:

(1) For a vacancy among the trustees from the field of agriculture, the committee shall consult with the leadership of principal agricultural organizations in the state, including the Empire State Council of Agricultural Organizations, the New York State Agricultural Society, the New York Farm Bureau and the New York State Grange.

(2) For a vacancy among the trustees from the field of business, the Committee shall consult with the leadership of principal business and industry organizations in the state.

(3) For a vacancy among the trustees from the field of labor, the Committee shall consult with the leadership of principal labor organizations in the state.

b. Election of trustees by the Board shall be by ballot containing the names of all persons nominated, duly had at a regular meeting of the Board. Written notice of such proposed election, together with the names of all nominees, shall be sent to all trustees at least ten days before such meeting. The concurring vote of a majority of the entire Board shall be necessary to elect.

4. **Election of Trustees by the Alumni:** The nomination and election of trustees by the alumni shall be conducted in accordance with regulations adopted by the Board of Trustees from time to time. Such regulations shall define the alumni of the University for the purposes of such nomination and election.

5. **Election of Trustees by Other Constituencies:** The election of trustees by any faculty, student or employee constituency shall be conducted in accordance with election regulations adopted by the Board of Trustees from time to time. For the purposes of such elections (i) the voting membership of the University Faculty shall be as defined in the first paragraph of Article XII, Section 1., of these Bylaws; (ii) the student body of the University at Ithaca shall consist of those persons registered as students in one of the academic divisions of the University at Ithaca and possessing a currently valid student identification card indicating such registration; and (iii) the employees of the University shall consist of those persons employed at Ithaca and Geneva (including both nonacademic and nonprofessorial academic employees) who are not members of the University Faculty as defined in Article XII of these Bylaws and who are not students as defined in (ii) above.

6. **Officers of the Board of Trustees:**

a. **Chairperson:** There shall be a Chairperson of the Board of Trustees, whom the Board shall elect by ballot from its membership for a term of three years or for the remainder of the individual's term as trustee, whichever is shorter. The Chairperson shall exercise the usual functions of a presiding officer.

b. **Vice Chairpersons:** There may be one or more Vice Chairpersons of the Board elected by ballot by the Board from its membership. A Vice Chairperson shall be nominated by the Committee on Board Membership and shall be elected for a term of one year unless another term is designated at the time of election. A Vice Chairperson shall perform such duties as the Board may prescribe from time to time.

c. **Secretary:** The Secretary of the Corporation shall be the ex officio Secretary of the Board. The Secretary shall keep a record of the proceedings of the Board and shall send a copy thereof to each member of the Board. The Secretary shall, under the general direction of the President, perform such other duties as the Board may assign from time to time.

7. **Meetings:** There shall be four regular meetings of the Board of Trustees each year, to be held at times and places which shall be fixed by the Board or by the Executive committee. Written notice of the time and place of regular meetings shall be given by the Secretary to each member of the Board at least fifteen days in advance of the date fixed.

Special meetings of the Board may be called by the Chairperson, by the President, or by the Executive Committee, and shall be called by the Secretary upon the written request of eleven trustees. In the case of a special meeting, notice of the time, place and purpose of the meeting shall be given by the Secretary to each member of the Board, by written notice mailed not later than one week prior to the day fixed for such meeting, or by oral, telephonic or telegraphic communication transmitted not later than forty-eight hours in advance of the time fixed for such meeting.

Notice of any meeting of the Board need not be given to any trustee who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting prior thereto or at the commencement thereof the lack of notice.

Except as otherwise provided by law or these Bylaws, the vote of a majority of the trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Board meetings may be held by means of conference telephone or similar communications equipment which allows all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

8. **Quorum:** For the transaction of all business, except as otherwise expressly provided, thirty members of the Board of Trustees shall constitute a quorum.

9. **Trustees Emeritus:** The Executive Committee, upon nomination by the Committee on Board Membership, may elect one or more persons to the honorary position of Trustee Emeritus at any meeting. The concurring vote of a majority of those present and voting shall be necessary to elect.

The term of office for a Trustee Emeritus shall be for life. Trustees Emeritus may attend meetings of the Board, but shall not be members of the Board, and shall not have the right to vote or to hold elective office on the Board. Trustees Emeritus may attend meetings of any committee upon invitation of the chairperson thereof.

### ARTICLE III

#### THE COMMITTEES OF THE BOARD

1. **Standing Committees:**

a. The standing committees of the Board of Trustees shall be the Executive Committee, the Committee on Academic Affairs, the Committee on Student Life, the Investment Committee, the Audit Committee, the Finance Committee, the Committee on Governmental Relations, the Buildings and Properties Committee, the Committee on Board Membership, and the Committee on Alumni Affairs and Development. In addition, as specifically provided in Article XX and subject to the superintendence of the Board of Trustees, the Board of Overseers shall be responsible for oversight of the affairs of the Medical College. When specifically authorized by these Bylaws, the Board may elect emeritus trustees, overseers, and nontrustees to serve as nonvoting members of such committees. Any of such standing committees may invite nontrustees to attend meetings on an ad hoc basis as advisors or auditors.

b. The standing committees and the Board of Overseers shall exercise such responsibilities as authorized by these Bylaws or other action by the Board, including those powers reasonably incidental to the implementation of the powers so delegated. The designation of such committees and such subordinate board and the delegation thereto of authority shall not alone relieve any trustee of the fiduciary duties set forth in Section 717 of the Not-for-Profit Corporation Law.

c. All standing committees except the Investment Committee shall be reconstituted annually by the Board from its membership. The Investment Committee shall comprise members with terms of three years, with approximately one-third of the membership subject to election year. Members of standing committees shall be elected upon nomination by the Committee on Board Membership or from the floor, and for terms effective for the following fiscal year. Committee membership shall be determined by the Committee on Board Membership from the trustees and emeritus trustees. Voting trustees shall constitute a majority of each standing committee. Unless otherwise provided herein, a majority of voting trustee members shall constitute a quorum. Vacancies in unexpired terms may be filled by the full Board at its next regular meeting and in similar manner.

d. In reconstituting each standing committee the Board shall designate a chairperson from among the Trustees who are members of the committee. Such chairperson shall be nominated by the Chairperson of the Board after receiving recommendations from the Committee on Board Membership.

e. The Chairperson of the Board and the President of the University shall be ex officio members of all standing committees except that the President shall not be a member of the Audit Committee.

f. The standing committees shall hold regular meetings throughout the year pursuant to schedule or on call, as may be determined by action of the Board or of the respective committees. Special meetings may be called by the committee

chairperson, the Chairperson of the Board, the President of the University, or upon the written request of any five members of the committee, addressed to the committee's secretary. Such committees may take action without a meeting when all committee members consent in writing to the adoption of a resolution authorizing such action. Committee meetings may be held by means of conference telephone or similar communications equipment which allows all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Each standing committee shall appoint a secretary who shall maintain minutes of each of its meetings. A copy thereof shall be filed regularly with the Secretary of the Board.

g. All standing committees, except the Executive Committee, shall file written reports with the Board at least annually, such reports being circulated to board members at least ten days prior to the meeting at which they will appear on the agenda for discussion. The Executive Committee shall report at every regular meeting of the Board.

At every regular meeting of the Board the agenda shall provide the chairperson of each standing committee an opportunity for oral report.

h. Subcommittees and task forces may be established by the Chairperson of the Board, in consultation with relevant committee chairs and with the President, to exercise such specifically authorized responsibilities of the committee as may be deemed appropriate. A written statement indicating the charge and duration or specific purpose of any such subcommittee or task force shall be filed with the Secretary of the Corporation.

The Chairman of the Board (in consultation, where appropriate, with the chair of a parent committee) shall appoint a person to serve as chair of the subcommittee or task force. Subcommittee or task force membership may include Emeritus Trustees or nontrustees as nonvoting members. A majority of the voting membership of the subcommittee or task force shall constitute a quorum.

## 2. **Executive Committee:**

a. The Executive Committee shall consist of the Chairperson and Vice Chairpersons of the Board, the President of the University, and the Chairperson of the Board of Overseers, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership of the Committee shall constitute a quorum.

b. **Budget and Finance:** The Executive Committee shall consider the annual plan of financial operation for the University, except the Medical College and the Graduate School of Medical Sciences, as prepared by the President and reviewed by the Finance Committee. The Executive Committee shall transmit such plan, together with its recommendations thereon, to the full Board for final action prior to the commencement of each fiscal year.

The Committee shall review and approve a plan to provide for the appropriate custody and control of the University's funds, securities, real estate, deeds and other documents of title or obligation, and interests in any inter vivos and testamentary estate, together with a plan for the proper safekeeping thereof, as presented by the President from time to time.

c. **Personnel:** The Executive Committee shall fix and adjust the salary of the President from time to time. At least every five years the Committee shall evaluate the performance of the President and shall advise with the President thereon. At the same time the Committee shall invite the President's comments concerning the membership, leadership or any other aspect of the Board. The Committee shall report to the Board concerning such matters, as appropriate.

The Committee shall elect all officers of the corporation and vice presidents, as defined in Article VI, all upon recommendation of the President; and shall elect the deans, directors and other heads of the colleges, schools or other academic units specified in Article I of these Bylaws, all upon recommendation of the Provost or Provost for Medical Affairs, as appropriate, and with the concurrence of the President. The Committee, on recommendation of the President, shall prescribe the duties of such officers. The Committee, on recommendation of the President, shall adjust the salaries of such persons except as this responsibility has been delegated to the Board of Overseers of the Medical College by the Governance Resolution for the Medical College and Graduate School of Medical Sciences of the Board of Trustees.

The Committee also shall provide policy oversight regarding compensation, retirement, fringe benefits, affirmative action programs, grievance procedures and similar employment practices for all University personnel.

d. **Interim Powers:** Between meetings of the Board of Trustees, the Executive Committee may exercise the powers of the Board in all matters except those which, pursuant to law or these Bylaws, require action by the full Board.

e. All proceedings of the Executive Committee shall be recorded in minutes which shall be submitted regularly to the Board.

### 3. **Committee on Academic Affairs:**

a. The Committee on Academic Affairs shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee to advise the Board on educational policy and the academic programs of the University at Ithaca. This responsibility shall be carried out by:

(i) Reviewing the long-range academic goals of the University.

(ii) Keeping the Board informed and advised concerning the educational implications of:

(a) Recommendations for establishing new programs and degrees or the termination or substantial reduction of academic programs.

(b) Financial decisions which would have substantial impact on educational policy or programs.

(iii) Keeping the Board informed and advised concerning the University's recruitment, admissions, and financial aid policies and procedures.

(iv) Considering the role and responsibility of the University as the land grant institution for the State of New York, including matters of outreach and extension.

(v) Keeping the Board apprised of matters related to the research mission of the University.

(vi) Reviewing periodically faculty appointment, promotion, tenure, and dismissal policies.

(vii) Approving the appointments of faculty to named chairs for individuals at the Ithaca and Geneva campuses.

(viii) Electing faculty from the Ithaca Campus who are deemed qualified for appointment for an indefinite term.

(ix) Considering such other matters of academic import as the Board or the President may request.

c. The Committee on Academic Affairs shall meet jointly with the Committee on Student Life as necessary, but at least once each year, to consider items of importance to both committees. Such issues may include, for example, advising/mentoring, civic engagement/public service, diversity, the first year experience and the living/learning initiative.

#### 4. **Committee on Student Life:**

a. The Committee on Student Life shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee to advise the Board on policy and programs of the University at Ithaca as they relate to aspects of the student experience that are not purely academic. This responsibility shall be carried out by:

(i) Reviewing the long-range goals of the Division of Student and Academic Services, and its individual units, and other units of the University involved with aspects of the student experience that are not purely academic, as appropriate.

(ii) Reviewing policies of the university that relate to student health and welfare.

(iii) Reviewing policies of the university that relate to the residential life of students.

(iv) Reviewing policies of the university that relate to the extracurricular activities of students, including intramural and intercollegiate athletics.

(v) Reviewing policies of the university that relate to the development and support of the student community as a whole, including matters of student self-government.

(vi) Reviewing any other key policies of the university, and other matters of import that relate to aspects of the student experience that are not purely academic.

c. The Committee on Student Life shall meet jointly with the Committee on Academic Affairs as necessary, but at least once each year, to consider items of importance to both committees. Such issues may include, for example, advising/mentoring, civic engagement/public service, diversity, the first year experience and the living/learning initiative.

5. **Investment Committee:**

a. The Investment Committee shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees, emeritus trustees, and nontrustee members to be elected by the Board. The presence of three voting trustee members shall constitute a quorum.

b. The Committee shall determine investment policy, objectives, and guidelines for the University. The Committee shall allocate assets between classes of investments and shall generally supervise management of the University's assets available for investment and the investment office, consistent with the provisions of Article VIII of these Bylaws.

c. There shall be a Chief Investment Officer who shall report to the President and to the Investment Committee, and shall hold office at the pleasure of both. The Chief Investment Officer shall have responsibility for managing the Investment Office. The Chief Investment Officer also shall be responsible for coordinating the University's relationships with investment managers as designated by the Investment Committee.

d. The Chief Investment Officer shall select and appoint outside investment managers and internal investment officers. The Chief Investment Officer may authorize outside investment managers or internal investment officers to purchase, sell, transfer and assign securities, real estate and other investment assets for their assigned portions of the University's investment portfolio within guidelines established by the Committee and to perform such acts with respect to assets held by the University as a fiduciary in the same manner as when held for the University's own benefit.

6. **Audit Committee:**

a. The Audit Committee shall consist of trustees, emeritus trustees, and designated overseers to be elected by the Board, none of whom may simultaneously be a member of the Investment Committee, together with the Chairperson of the Board as an ex officio member. A majority of the voting membership shall constitute a quorum.

b. The Committee shall oversee the adequacy of the University's system of internal controls, financial reporting practices, and administration of the University's policy on conflicts of interest. The Committee shall recommend to the Board the names of certified public accountants for appointment as auditors to examine the accounts of the University, receive and study the reports of such auditors as may be appointed by the Board, and make its report and recommendations thereon to the Board at the first regular meeting in the next following fiscal year.

c. The Committee shall meet with representatives of the appointed certified public accountants prior to the annual audit to confirm the general scope and

procedures of the audit and discuss areas where the Committee may desire specific emphasis. The Committee also shall meet regularly with the University Auditor to discuss the scope of internal audit activities, review findings and recommendations, and discuss areas where the Committee may desire specific emphasis.

d. The Committee periodically shall meet separately and individually with the University Auditor, the certified public accountants, and one or more University financial officers to discuss such matters as shall be deemed appropriate by any party.

e. The Committee shall have the authority to engage independent counsel or other advisors, as it deems necessary to undertake investigations within the scope of its duties.

7. **Finance Committee:**

a. The Finance Committee shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees as may be elected to the Committee by the Board from time to time. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee to advise the Board on financial policies and practices that have a significant financial impact on the University's operations, including in particular policies and practices pertaining to the following:

- (i) Endowment spending.
- (ii) Gift and capital expenditure commitments regarding the renovation and construction of capital facilities.
- (iii) Debt obligations including the types of debt instruments used.
- (iv) The appropriate mix of assets and liabilities in the balance sheet.
- (v) The allocation of reserves for future replacement and renewal of University assets or to cover future liabilities such as post retirement employee benefits.
- (vi) The allocation of resources for student financial aid and the balance between tuition and financial aid increases.
- (vii) Personnel salary and benefit plans and forecasts.

c. The Committee shall consider the annual plan of financial operation for the University and shall transmit such plan, together with its recommendations thereon, to the Executive Committee prior to the commencement of each fiscal year. When the plan has been approved by the full Board, the Committee shall monitor the administration thereof by the President and executive staff throughout the fiscal year.

d. The Committee shall regularly review multi-year financial operating and capital plans as prepared by the Administration and report the same to the Board, through the Executive Committee, together with the Finance Committee's

comments thereon, giving attention to a proper balance between the University's current and long-term financial needs.

8. **Committee on Governmental Relations:**

a. The Committee on Governmental Relations shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. The Committee shall advise the Board on the University's relationships with federal, state, and local governmental entities, including the State University of New York and with other departments and agencies of the State.

9. **Buildings and Properties Committee:**

a. The Buildings and Properties Committee shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. The Committee shall have policy responsibility for the University's Ithaca and Geneva campus real estate (excluding such property held for investment purposes) and physical plant, including maintenance thereof, alterations thereto, and the provision of utilities. It shall receive regular reports from the Administration concerning noninvestment real estate and physical plant. The Committee shall report to the Board of Trustees thereon at least annually.

c. Within limits established by the Board from time to time, and within funding approved by the Executive Committee, the Committee shall superintend noninvestment real property transactions, approve all projects for construction of new physical plant and maintain general policy supervision over such projects. It shall be the responsibility of the Board, or the Executive Committee on behalf of the Board, to approve the need and location for new physical plant and provide funding therefor.

10. **Committee on Board Membership:**

a. The Committee on Board Membership shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. The chairperson shall be elected from among the Committee's elected members. No person shall be eligible to serve as an elected member of the Committee during the last year of his or her current term as a member of the Board, unless the individual for any reason is ineligible for further service on the Board or has indicated an intent not to seek reelection or reappointment. A majority of the voting membership shall constitute a quorum.

b. The Committee regularly shall assess the Board's membership needs to assure a membership best able to govern the University. Among other considerations, this assessment shall seek a diversity of individual background and experience and of personal characteristics (e.g., age, sex, geographic or ethnic background). Based on this assessment, the Committee shall develop and maintain a confidential list of potential candidates for Board membership.

In developing such list, the Committee shall follow regular procedures established for the purpose. It shall coordinate its activities with the Alumni

Trustee Nominating Committee and shall seek the views of the University's various internal and external constituencies as to potential nominees.

c. The Committee shall nominate candidates from such list to fill vacancies among the trustees-at-large, nominating at least one candidate for each vacancy. Such nominations shall be filed with the Office of the Secretary in writing or by telegraph not less than twenty days before the meeting at which the election is to be held.

d. Before inviting a trustee to stand for reelection, the Committee shall evaluate his or her performance as to attendance at and participation in meetings, fulfillment of Committee assignments and overall participation in the activities of the Board. It also shall take into account a reasonable rotation of Board membership. In implementing this rotation, the Committee shall do so in a manner which will assure continuity and effective leadership of the Board.

e. The Committee shall nominate Board members to serve as Chairperson and Vice Chairpersons of the Board and to serve on standing committees of the Board. The Committee shall recommend to the Chairperson of the Board trustees to be nominated for the chairmanship of standing committees.

In making nominations to such offices and committees, the primary considerations shall be ability, experience and interest. Other considerations shall include a reasonable rotation of leadership and committee assignments and a fair distribution of workload among the membership.

f. The Committee shall provide for the orientation of new members as to the organization and functions of the Board, responsibilities of individual trustees, the organization and functions of the University's administrative staff and the overall mission of the University.

11. **Committee on Alumni Affairs and Development:** The Committee on Alumni Affairs and Development shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with such number of trustees, emeritus trustees and nontrustees as may be elected to the Committee by the Board from time to time. The Committee shall provide policy guidance to the Administration with respect to alumni activities, the University's fund raising activities and related public affairs matters. It shall review and approve proposed naming of buildings, rooms and roads, and establish minimum levels of endowment funds for the Ithaca Campus. A majority of the voting membership shall constitute a quorum.

12. **Special Committees:** The Board may establish and constitute such special committees of the Board as it may desire from time to time and shall specify their duties. Such special committees shall be reconstituted annually unless discharged or otherwise provided by action of the Board. In addition to electing Board members as voting members, the Board may elect to such committees emeritus trustees and nontrustees as members. All members shall be nominated by the Chairperson of the Board.

## ARTICLE IV

### ANNUAL AUDIT

The books and accounts of the University shall be audited annually by certified public accountants selected by the Board of Trustees, who shall report in writing to the Audit Committee of the Board.

For the purposes of Section 519 of the Not-for-Profit Corporation Law, the annual meeting of the Board at which such report shall be presented shall be the first meeting held after the close of the University's fiscal year.

## ARTICLE V

### THE PRESIDENT

1. The President shall be chief executive and educational officer of the University and is charged with responsibility for providing general supervision to all affairs of the University. The President shall be elected by the concurring ballot of a majority of the entire Board of Trustees.

The President shall be ex officio a member of the Board of Trustees and of all standing committees thereof except the Audit Committee. The President shall be a member and also the chairperson and presiding officer of every faculty and every separate academic unit of the University.

2. The President shall be the medium of official communication between the Board of Trustees and the respective faculties, and the student body of the University.

3. All University personnel, whether academic or nonacademic, shall be subject to the administrative authority of the President as chief executive and educational officer. The President shall define the duties of all officers and other members of the staff whose duties are not prescribed by these Bylaws or by action of the Board of Trustees.

4. The President shall recommend a plan for organization of the University to the Board of Trustees which, upon adoption, shall be the official organizational relationship of all units to the President and to the various administrative officers of the University. Such plan, upon adoption, shall be effective until amended or superseded by action of the Board.

5. The President shall be responsible for implementing such system of campus governance as the Board of Trustees may establish or modify from time to time. The President shall be responsible for the proper regulation of student conduct.

6. The President is authorized to make appointments to the instructional and research staff upon recommendation of the appropriate dean, director or other head of a separate academic unit and within the limitations prescribed in Article XVI of these Bylaws. The President is also authorized to make appointments to the administrative or nonacademic staff, except as prescribed in Article III, Section 2.c. All persons appointed pursuant to this authority serve at the pleasure of the President except as otherwise provided in writing at the time of the appointment, or by applicable action of the Board of Trustees.

7. The President shall present to the Executive Committee an annual plan of financial operations which shall provide appropriate funding for all divisions of the University, except the plan for the Medical College and Graduate School of Medical Sciences shall be presented by the President to the Board of Overseers.

8. The President shall be responsible for implementing a system of budget administration to coordinate and control the expenditures and other financial operations of all divisions of the University pursuant to such budgets as may have been adopted by the Board of Trustees and such further authority as the Board may grant from time to time.

The President may fix or adjust salaries and other expenditures within such limitations as the Board from time to time may determine and for which funds are available within the approved plan of financial operation.

9. The President shall act for and represent the University in all of its relations with state or federal agencies including, but not limited to, the fiscal and other operations of the colleges, schools and departments supported by state or federal funds.

10. The President is authorized to execute deeds and other instruments and to affix thereto the corporate seal.

11. The President shall recommend to the Board of Trustees fiscal and other administrative regulations for the conduct of the business affairs of the University. Such regulations, upon adoption by the Board, shall be binding upon all officers and employees in the conduct of business and financial activities of the University.

12. The President shall prepare and present to the Board of Trustees an annual report on the conditions and needs of the University and also shall report at regular meetings of the Board as to the state of the University.

13. The President shall have authority to delegate the powers and duties set forth in this Article V to subordinate officers and/or committees or other groups.

## ARTICLE VI

### OFFICERS OF THE CORPORATION AND VICE PRESIDENTS

1. **Officers of the Corporation:** In addition to the President, the officers of the corporation shall be the Provost, the Provost for Medical Affairs, the Executive Vice President for Finance and Administration, and the University Counsel and Secretary of the Corporation.

2. **Vice Presidents:** Such Vice Presidents as the Executive Committee of the Board may elect from time to time shall have executive authority, under the general direction of the President as chief executive and educational officer, to administer such affairs or departments of the University as may be assigned to them in accordance with these Bylaws or by action of the Board of Trustees.

Unless otherwise provided by these Bylaws, the Vice Presidents shall report to the President, the Provost or other officer, as the President may determine.

3. **Method of Election:** All officers of the corporation and Vice Presidents designated in this Article VI shall be elected by the Executive Committee upon recommendation of the President.

4. **Terms of Service:** All officers of the corporation and Vice Presidents who report to the President (or to the Provost or other officer as the President so determines) shall hold office at the pleasure of the President in consultation with the Board. Such officers who report to the President and the Board shall hold office at the pleasure of both.

## ARTICLE VII

### THE PROVOSTS

The Provost shall be the President's first deputy officer and shall exercise the duties and powers of the President during the absence of the President or during such period of disability of the President as the Board of Trustees may determine.

Under the President, the Provost shall be the chief educational officer with responsibility for oversight of all academic programs, and the chief operating officer with responsibility for providing general supervision of all units of the University, other than those reporting to the Provost for Medical Affairs.

Under the President, the Provost for Medical Affairs shall be the chief educational officer with responsibility for oversight of all academic programs, and the chief operating officer with responsibility for providing general supervision of the Medical College and the Graduate School of Medical Sciences.

The Provosts shall have such other duties as may be assigned from time to time by the President.

## ARTICLE VIII

### THE EXECUTIVE VICE PRESIDENT FOR FINANCE AND ADMINISTRATION

The Executive Vice President for Finance and Administration shall be the chief administrative support and financial officer of the University under the President with responsibility for directing business, financial and administrative services in support of academic programs. The Executive Vice President for Finance and Administration also shall be responsible for directing other nonacademic affairs of the University and shall have such other responsibilities as may be assigned by the President from time to time. After the Provost, the Executive Vice President for Finance and Administration shall be the senior executive officer of the University.

1. The Executive Vice President for Finance and Administration shall have custody and control of the University's funds, securities, real estate, deeds and other documents of title or obligation and shall arrange for the proper safekeeping thereof.

2. The Executive Vice President for Finance and Administration shall be responsible for the collection and receipt of all monies due and payable to the University and for depositing the same in such banking and/or custodial institutions in the name of

the University or such nominees as the Executive Committee or Board of Trustees may designate.

3. The Executive Vice President for Finance and Administration is authorized to discharge all debts or other obligations of the University when due and payable and to issue checks or other instruments in payment thereof as authorized by these Bylaws or by action of the Board of Trustees.

4. The Executive Vice President for Finance and Administration is authorized to execute in the name of Cornell University deeds, contracts and other instruments in writing as authorized by these Bylaws or by action of the Board of Trustees, and may attach thereto the University's corporate seal.

5. The Executive Vice President for Finance and Administration shall be responsible for the proper administration of the University's interests in any inter vivos or testamentary estate in consultation with the University Counsel.

6. The Executive Vice President for Finance and Administration shall be responsible for all administrative matters regarding the University's investment officers and investment office and the contractual relationships with outside investment managers appointed by the Investment Committee.

7. The Executive Vice President for Finance and Administration shall have general responsibility for the maintenance of financial records of the University.

8. Upon the recommendation of the President, the Executive Committee shall authorize the Executive Vice President for Finance and Administration to delegate a portion of the duties and powers set forth above to the University Controller, a Treasurer, an Associate Treasurer, an Assistant Treasurer, or other appropriate officer.

## ARTICLE IX

### THE SECRETARY OF THE CORPORATION

The Secretary of the Corporation shall serve as Secretary of the Board of Trustees and perform the usual duties of a corporate secretary. The Secretary shall be authorized to impress the corporate seal upon documents requiring such seal, attest them when necessary and shall perform such other duties as may be assigned by the Board or the President from time to time. The Secretary shall report to the President.

## ARTICLE X

### THE UNIVERSITY COUNSEL

The University Counsel shall represent the University in all legal matters. This representation shall include the provision of legal service and advice to the Board of Trustees, the President and all duly authorized representatives of the University. The University Counsel is authorized to retain outside counsel, as necessary, and shall supervise all such professional services. The University Counsel shall report to the President and the Board of Trustees as necessary.

## ARTICLE XI

### INTERNAL CONTROL

1. An adequate system of internal control, including appropriate segregation of duties, shall be maintained so as to provide reasonable assurance as to the safeguarding of the University's assets against loss from unauthorized use or disposition, and as to the reliability of the financial records for the preparation of proper financial statements and budget administration and maintaining accountability for assets.
2. The President shall present to the Board of Trustees for its approval from time to time a schedule of those officers of the University who are to be authorized to execute contracts, deeds and other instruments in writing on behalf of the University together with an appropriate statement of limitations, if any, on such contracting authority and of the power of delegation for each such officer. This schedule of contracting authority, together with any delegations pursuant thereto, shall be placed on file with the Secretary of the Corporation.
3. There shall be a University Controller who shall be responsible for maintaining adequate records of assets, liabilities, income, expenses and other financial transactions of the University; for establishing and maintaining effective internal control procedures; and for preparing all necessary financial reports of an accounting nature. The Accounting Department, under the direction of the University Controller, also shall establish appropriate processes for reviewing for correctness and propriety any voucher or order for any transaction prior to its payment by the Executive Vice President for Finance and Administration.
4. There shall be a University Auditor who shall be responsible for internal audits of the University's financial accounts and records, for determining the overall effectiveness of the system of internal control and for making recommendations for the improvement thereof. The Auditor shall have authority to make specific reports directly to the President, and/or the Executive Committee and/or the Audit Committee of the Board of Trustees.
5. The University Controller and the University Auditor shall be elected by the Executive Committee of the Board of Trustees, on the recommendation of the President, and shall report to such officer as the President may designate. The University Controller and the Auditor shall serve at the pleasure of the President. Other principal officers of internal control may be appointed by the President pursuant to Article V, Section 6. of these Bylaws, and they shall report to such officer as the President may designate.
6. No purchase or commitment of indebtedness shall be incurred in the name of the University or any subordinate unit thereof in excess of budgets and other authorized amounts approved by the Board of Trustees.

## ARTICLE XII

### THE UNIVERSITY FACULTY

1. **Membership:** The voting members of the University Faculty shall consist of the President, who shall be the presiding officer, emeritus professors, university professors, professors-at-large in residence, and all professors, associate professors and assistant professors of the several colleges, schools and separate academic units at Ithaca

and Geneva, including those with courtesy appointments as authorized by these Bylaws and ex officio members authorized by the Board of Trustees upon recommendation of that Faculty.

The nonvoting members of the University Faculty shall consist of the university professors, professors, associate professors and assistant professors in the Medical College, and those bearing the adjunct, visiting or acting title. The University Faculty may grant to any group of nonvoting members the right to vote on any question deemed by the Faculty to be of interest to such group.

The Board of Trustees may elect other persons to membership in the University Faculty, from time to time, upon the recommendation of that Faculty.

2. No member of the University Faculty may be a candidate for a degree administered by Cornell University.

3. **Functions:** The functions of the University Faculty shall be to consider questions of educational policy which concern more than one college, school or separate academic unit, or are general in nature; and to recommend to the Board of Trustees, with the approval of the appropriate college or school faculty, the establishment, modification or discontinuance of degrees.

The University Faculty, or any college or school faculty, shall have the right to present its views directly to the Board concerning any question which may arise. Such presentation of views shall be accomplished through a committee of not more than seven faculty members appointed by the particular faculty, one of whom shall be the dean or director of the particular faculty. Such committee shall meet with the Board or a committee of the Board designated by it. The arrangements for any such meeting shall be made through the President.

4. **Dean of the University Faculty:** There shall be a Dean of the University Faculty who shall be elected in such manner as the University Faculty may determine, for a term of not to exceed three years. The University Faculty Senate may extend the term of the Dean of the University Faculty for a period not to exceed two years. Both actions are subject to confirmation by the Executive Committee.

The Dean shall be the chief administrative officer of the University Faculty.

## ARTICLE XIII

### COLLEGE AND SCHOOL FACULTIES

1. Each college or school faculty, except the Graduate Faculty, shall be composed of the President, who shall be the presiding officer; the dean or director of the college or school; and all professors, associate professors, and assistant professors in the department or departments under the charge of that faculty. Instructors, senior research associates, senior extension associates, lecturers, senior lecturers, clinical professors, associate clinical professors, assistant clinical professors, research scientists, principal research scientists, and those bearing the adjunct title shall be nonvoting members, except as stated in the paragraph below, or unless given the right to vote by the particular faculty in circumstances defined by that faculty. Each college or school faculty may, in its discretion, grant voting or nonvoting membership to senior scholars, senior scientists, and other professional personnel for whom such membership is deemed appropriate by such

faculty. Granting of such college or school faculty status will in no way affect other conditions of employment.

Clinical professors of all ranks, lecturers and senior lecturers shall participate fully in those decisions that are directly related to their roles within the college or school and within the department. The dean or director shall have the responsibility of identifying those issues that are related to their roles within the college or school, and the department chair shall have that responsibility within the department. Within the department, those appointed to clinical professorial titles shall participate fully in hiring decisions of others of their rank or in lower clinical professor ranks; senior lecturers shall participate fully in hiring decisions of other senior lecturers and lecturers, and lecturers shall participate fully in the hiring decisions of other lecturers. Notwithstanding the above, in units where the number of clinical professorial faculty, lecturers and senior lecturers is comparable to the number of professorial faculty, the Provost may determine the appropriate level of participation by clinical professorial faculty, lecturers and senior lecturers in curricular decisions.

Any college or school faculty may elect to its membership persons who are already members of other faculties of the University for so long a period as they continue to be members of such other faculties.

2. No voting member of a college or school faculty may be a candidate for a degree administered by Cornell University.

3. Subject to the authority of the University Faculty on all matters affecting general educational policy, it shall be the duty of each separate college or school faculty to determine the entrance requirements for its own students; to prescribe and define courses of study for them; to determine the requirements for such degrees as are offered to students under its jurisdiction; to recommend to the President such candidates for degrees as may have fulfilled the requirements therefor; to enact and enforce rules for the guidance and supervision of its students in their academic work; and in general to exercise jurisdiction over the academic interests of students and all other educational matters in the particular college or school.

4. **The Faculty of Medicine:** The Faculty of Medicine shall be composed as are the other college and school faculties under paragraph one of this Article. However, the duties of that Faculty shall be discharged ordinarily by an Executive Faculty Council consisting of the President, the Provost for Medical Affairs, the dean and the associate deans of the college, and the chairpersons of those departments of the college and such other persons as may be designated by the President; and by a General Faculty Council consisting of representatives elected by the various disciplines and constituent elements of the college as the Board of Trustees shall authorize and provide.

5. **The Graduate Faculty:** The Graduate Faculty shall be composed of the President, who shall be its presiding officer, the Provost, the deans or directors of the several colleges and schools, the dean of the Graduate School, and those members of the University staff of instruction and research who have been designated members of the Graduate Faculty by the dean of the Graduate School with approval of its general committee on the basis of recommendations made by fields of the Graduate School through their representatives and/or other members of the Graduate Faculty.

The Graduate Faculty shall have jurisdiction over all graduate work and any degree beyond the first degrees given by any college or school except in the case, described below, of the Graduate School of Medical Sciences.

6. **The Faculty of the Graduate School of Medical Sciences:** The Faculty of the Graduate School of Medical Sciences shall be composed of members of the staff of instruction and research at the Medical College who are or have been members of special committees to individual students in the Graduate School of Medical Sciences. It shall have jurisdiction over advanced general and professional degrees granted for study in residence at the Graduate School of Medical Sciences.

#### ARTICLE XIV

##### THE DEGREES AWARDED

The University shall confer upon candidates who have satisfied the prescribed regulations and conditions such degrees as the Board of Trustees may establish.

#### ARTICLE XV

##### DEANS, DIRECTORS AND OTHER ACADEMIC OFFICERS

1. There shall be a dean, director or other head of each college, school or other separate academic unit of the University. The deans, directors or other heads of the principal academic units described in Article I above shall be elected by the Executive Committee upon recommendation of the Provost or Provost for Medical Affairs, as appropriate, and the concurrence of the President, and shall hold office at the pleasure of the President in consultation with the Board. In recommending a candidate for such office the Provost, or Provost for Medical Affairs, as appropriate shall report to the Committee the opinion of the appropriate faculty or other professional group upon such recommendation - such opinion to be ascertained as that group may determine. The directors or heads of other units shall be appointed by the Provost or Provost for Medical Affairs, as appropriate.

2. Deans, directors and other heads of separate academic units shall have administrative responsibility for their respective units, including the personnel and all programs of instruction and research therein. They shall recommend persons to the President for appointment or election to the professional staff in such units.

3. Deans, directors and other heads of separate academic units are responsible for control of expenditures for their respective units and the subordinate schools or departments therein, within budgets developed by the President and approved by the Board of Trustees.

4. In those colleges, schools and other separate academic units which are organized on a departmental basis, as designated by the Board of Trustees from time to time, there shall be a chairperson or other head of each such department. They shall be appointed by the dean or other head of the particular academic unit and shall be responsible to that officer for the coordination and promotion of instruction, research and extension, and for supervision and coordination of personnel, fiscal and similar administrative matters in their respective departments.

## ARTICLE XVI

### THE INSTRUCTIONAL AND RESEARCH STAFF APPOINTMENT AND TENURE

1. **Grades of Appointment:** Appointments to the University's staff of instruction and research shall be made at one of the following grades: university professor, professor, associate professor, assistant professor, clinical professor, associate clinical professor, assistant clinical professor, instructor, senior scholar, senior scientist, research scientist, principal research scientist, senior research associate, senior extension associate, senior lecturer, professional librarian or archivist, research associate, extension associate, postdoctoral associate, postdoctoral fellow, lecturer or teaching associate and such other grades and titles at the Medical College as may be approved by the President on the recommendation of the Provost for Medical Affairs. Descriptive terms such as "visiting", "acting" or "research" may precede titles. Visiting scholars and scientists who are afforded facilities for resident work but who perform no formal duties and are paid no salary may be appointed by the President to the title of visiting fellow. Visitors also may be appointed as visiting scientists, visiting scholars or visiting critics with or without salary. The titles of senior scholar and senior scientist shall not be applicable to the staff at the Medical College.

2. **Tenure and Method of Appointment:** Except as otherwise specified in Section 6. below, all appointments shall be made with the tenure and in the manner following:

a. University professor, professor or associate professor - shall be elected by the Committee on Academic Affairs for an indefinite term. The President shall appoint professors and associate professors to term appointments for the maximum period of five academic years of full-time equivalent service, continued only for reasons which, in the judgment of the President, are temporary.

b. Promotion of an associate professor with indefinite tenure to full professor shall be by presidential action.

c. Assistant professor - shall be appointed by the President for a term of not to exceed four years. The maximum period of service for assistant professors with term appointments shall be six academic years of full-time equivalent service, continued only for reasons which, in the judgment of the President, are temporary.

d. Senior scholar, senior scientist, research scientist, principal research scientist, senior research associate, senior extension associate, senior lecturer, clinical professor, associate clinical professor, and assistant clinical professor - shall be appointed by the President for a term of not to exceed five years, renewable indefinitely. Research associate, extension associate and lecturer - shall be appointed by the President for a term of not to exceed three years, renewable indefinitely. For those cases where senior lecturers or lecturers are employed to address long-term teaching needs, the terms of appointment shall be five and three years respectively; one year appointments shall be reserved for one-year replacements and other short term needs, and initial probationary appointments.

e. Professional librarian or archivist - shall be appointed by the President for specified terms. Assistant librarian or assistant archivist and senior assistant librarian or senior assistant archivist shall be appointed for terms normally not to exceed three years. Librarian or archivist and associate librarian or associate archivist shall be appointed for terms not to exceed five years, renewable indefinitely.

f. Instructor - shall be appointed by the President for a term of not to exceed two years. The maximum period of service for an instructor shall be five academic years, continued only for reasons which, in the judgment of the President, are temporary.

g. Postdoctoral associate and postdoctoral fellow - shall be appointed by the President for a term of not to exceed one year, normally renewable only twice.

h. Teaching associate - shall be appointed by the President for a term of not to exceed one year, renewable indefinitely.

i. The foregoing provisions with respect to maximum periods of service shall not apply to the Medical College, the Department of Military Science and Tactics, the Department of Naval Science or the Department of Air Service.

3. All appointments, reappointments or promotions under this Article XVI shall be made pursuant to procedures approved by the President from time to time. Such procedures shall be designed to assure that candidates for similar positions receive comparable procedural treatment.

4. **Courtesy Appointments:** Persons having professional qualifications for regular faculty appointments who serve on the staff of an academic department although employed by an outside agency, may be appointed by the President to the teaching staff at the professorial, instructor or lecturer level with the modifier "courtesy" appended to the appropriate title. Such courtesy appointments may be approved for renewable terms of not to exceed five years each. Courtesy appointments, reappointments and promotions shall be subject to the same departmental and college reviews as regular professorial appointments. Such appointments shall be without salary or fringe benefits.

5. **Adjunct Professors:** Persons having professional qualifications for regular faculty appointments but who will serve only part-time may be appointed by the President to the staff of instruction and research as adjunct professor, adjunct associate professor or adjunct assistant professor. Adjunct professors or adjunct associate professors may be appointed for renewable terms of not to exceed five years each. Adjunct assistant professors may be appointed for renewable terms of not to exceed three years each.

6. a. **Medical College:** All appointments to the voluntary staff in the Medical College, regardless of grade, shall be for periods not exceeding one year. All new appointments and reappointments for a definite term shall be made by the President. All appointments of faculty for an indefinite term shall be made by recommendation of the President and election by the Board of Overseers.

The voluntary staff in the Medical College is defined as those academic staff members who regularly practice their profession privately and serve the University on a part-time basis only.

b. **ROTC Instructors and Staff:** The commanding officers of the Army, Navy and Air Force ROTC units shall be department heads with the ex officio rank of professor in the Department of Military Science and Tactics, the Department of Naval Science, and the Department of Air Science, respectively; and other members of the instructional staff in these departments shall have the academic rank below that of professor to which they may be appointed by the President upon the recommendation of their department heads. Non-teaching instructional staff in those departments shall be

accorded the same University privileges as Cornell staff. Unless sooner terminated by the University, all appointments in these departments shall terminate upon relief from military duty at the University.

c. **Physical Education Instructors:** The instructional staff in the Department of Physical Education shall be termed physical education instructors and considered nonacademic professional employees. The provisions with respect to maximum periods of service for instructors shall not apply to physical education instructors.

7. **Appointments on Outside Funding:** All appointments to the staff of instruction and research which are funded from non-University sources (e.g., federal or state appropriations, research or other service contracts or grants) shall be subject to modification or termination in the event that such funding shall cease to be available to the University for such purposes.

8. **Holdover:** Members of the academic staff appointed for definite periods shall not hold over, and their connection with the University shall cease at the expiration of said periods unless they are reappointed.

9. **Leaves of Absence:** Within policies approved by the Board of Trustees from time to time, the President may grant sabbatic leaves and other leaves to members of the staff of instruction and research.

10. **Right of Dismissal:** The Board shall have the right to dismiss and terminate the appointment of any member of the staff of instruction and research for failure to perform the duties required of the position which he holds or for such personal misfeasance or nonfeasance as shall make him unfit to participate in the relationship of teacher and student. Such dismissal shall be effected through such procedures as the Board may adopt. Such procedures shall provide for reasonable notice and an opportunity to be heard.

## ARTICLE XVII

### PROFESSOR-AT-LARGE

1. There may be elected to the rank of professor-at-large those individuals who have achieved outstanding international distinction in the humanities, the natural or social sciences, or the learned professions, or have achieved such distinction and have demonstrated broad intellectual interests through their activity in such fields as public affairs, literature or the creative arts. Professors-at-large shall be elected by the Committee on Academic Affairs of the Board of Trustees, upon the recommendation of the President, for a definite term of not to exceed six years.

2. Professors-at-large shall be nonresident and be required to perform no regular duties for the University except that they shall agree to spend a minimum period of two consecutive weeks every three years in residence on the University campus. While in residence, professors-at-large shall perform such duties as may be assigned to them and shall be entitled to the rights and privileges of membership in the University Faculty, including the right to vote.

3. Professors-at-large shall receive such stipends and other perquisites as may be agreed upon at the time of their election.

## ARTICLE XVIII

### REGULATION OF TRAFFIC AND PARKING

The administration and enforcement of regulations adopted by the Board of Trustees pursuant to Article 115, Section 5708 of the New York Education Law and of any other regulations relating to traffic and parking which may be adopted pursuant to action by the Board of Trustees shall be the responsibility of the President.

## ARTICLE XIX

### ACADEMIC ADVISORY COUNCILS

There may be such advisory councils for the several colleges, schools and separate academic units as the Board of Trustees may create from time to time. The primary function of such councils shall be to advise the appropriate dean or director, the President and the Board concerning the scope, future needs and overall effectiveness of academic programs in the respective academic units. Such councils shall perform such additional advisory functions as the Board may determine. They shall report to the Board through the Committee on Academic Affairs at least annually.

## ARTICLE XX

### THE MEDICAL CENTER

1. In accordance with the agreement between Cornell University and the Society of the New York Hospital dated June 14, 1927, as subsequently amended, the educational and therapeutic work conducted at the New York Hospital-Cornell Medical Center shall be conducted by the Hospital and the University under the following titles, respectively: (1) the New York Hospital-Weill Cornell Medical Center; (2) The Society of the New York Hospital; and (3) the Weill Cornell Medical College and Graduate School of Medical Sciences of Cornell University.

2. There shall be a joint board at the Medical Center having such powers, duties and membership as the Board of Trustees of the University and the Board of Governors of the Hospital may jointly determine from time to time.

3. There shall be a Board of Overseers for the Weill Cornell Medical College and Graduate School of Medical Sciences of Cornell University having such powers, duties and membership as the Board of Trustees of the University may determine from time to time.

## ARTICLE XXI

### INDEMNIFICATION

Members of the Board of Trustees, officers of the corporation, and Vice Presidents and Vice Provosts of the University shall be entitled to indemnification in the defense of any criminal or civil action or proceeding as provided by law or by such procedures, not inconsistent with law, as the Board may adopt from time to time.

Other officers and employees of the University may be so indemnified on such terms and conditions as the Board may approve from time to time.

## ARTICLE XXII

### CONFLICTS OF INTEREST

It is the policy of the University to disclose conflicts of interest which may adversely affect the performance of duty by its trustees, officers, faculty and other employees.

Policies and procedures in implementation of this bylaw, as approved by the Board of Trustees from time to time, shall provide that all trustees, and officers of the corporation, Vice Presidents, Vice Provosts, and other personnel so designated, shall file disclosure statements with the Secretary of the Corporation on a regular basis.

## ARTICLE XXIII

### MISCELLANEOUS PROVISIONS

1. Whenever in these Bylaws a vote by ballot is prescribed, said ballot shall not be had by any single vote cast by any one person, or by a ballot conducted by mail, but by the ballots of all qualified voters who are present, including those participating by teleconference and/or videoconference connection, voting in such manner that it shall not be known for what candidate or candidates any particular voter casts his or her ballot.

2. All students attending the University and not expressly exempted from the payment thereof shall pay such tuition and other fees, at such times and in such manner as may be fixed by appropriate University authority as determined by the Board of Trustees from time to time, and the power is expressly reserved to such authority, at any time and without prior notice, to make such increases and changes in the amount, time and manner of payment of any and all such fees as to it may seem proper.

Tuition for all full-time undergraduate, professional and graduate students shall be determined by the Board of Trustees. Other tuitions and fees shall be determined by the President or other officer as designated by the Board of Trustees from time to time. It shall be the responsibility of the President to publicize tuition and fee schedules and changes therein in appropriate manner.

3. The Loomis Laboratory of the Medical College shall, for administrative purposes, be regarded as a department of the Medical College, but the name thereof shall be retained and the Laboratory shall be devoted to the uses and purposes specified in its charter at Chapter 329 of the Laws of 1887.

The Board of Trustees legislation delegates to the Board of Overseers responsibility to recommend a plan of financial operation for the Medical College and Graduate School of Medical Sciences. The President, under Article V, Section 8, shall continue to supervise, coordinate and control the expenditures and other financial operations of the Medical College and Graduate School of Medical Sciences. The Board of Overseers shall monitor the administration thereof by the President throughout the fiscal year.

## ARTICLE XXIV

### EQUAL EDUCATIONAL AND EMPLOYMENT OPPORTUNITY

It is the policy of the University actively to support equality of educational and employment opportunity. Explicit policy statements to this effect, as approved by the Board of Trustees from time to time, shall be publicized widely for the information of present and future students, faculty, staff and other employees. They shall be binding on all University personnel.

## ARTICLE XXV

### METHOD OF AMENDMENT

These Bylaws may be amended at any meeting of the Board of Trustees, but only by the concurrent vote of a majority of those present and voting or thirty concurring votes, whichever is greater, and provided that the members of the Board shall have been notified at least five days in advance of the meeting as to the substance of amendments to be presented.