

**The Bylaws of the
Trustees of Indiana University
February 19, 2010**

INTRODUCTION

The creation, organization and powers and responsibilities of the Trustees of Indiana University are governed by state law in Title 21 of the Indiana Code.

ARTICLE I. NAME AND SEAL

The name of the governing body shall be the "Trustees of Indiana University." The governing body shall have a seal on which shall be inscribed the name of the University.

ARTICLE II. AUTHORITY AND RESPONSIBILITY

The government of Indiana University shall be vested in a board of nine Trustees, as provided in the Indiana Code.

ARTICLE III. ELECTION AND APPOINTMENT OF TRUSTEES

The election and appointment of Indiana University's nine trustees are governed by Indiana Code 21-20-3. Three are elected by alumni of Indiana University, one trustee each year, to serve three-year terms. The remaining six trustees are appointed by the governor.

ARTICLE IV. THE STUDENT TRUSTEE

The appointment of the student trustee is governed by Indiana Code 21-20-3-13 . The president of the university shall appoint a Student Search and Screen Committee every other year in accordance with the state statute, Indiana Code 21-20-3-14

ARTICLE V. OFFICERS OF THE BOARD OF TRUSTEES

Section A. Officers

The officers of the Board of Trustees shall consist of the Chair and Vice Chair, who shall be elected from members of the Board of Trustees, and a Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, who need not be members of the board. Any trustee may run for office, regardless of the date of expiration of his or her term of appointment. *

Section B. Terms of Office

The officers of the Board of Trustees shall be elected for two-year terms at the annual organizational meeting in August of odd-numbered years. The Chair of the Board may serve two consecutive two-year terms plus, if applicable, the unexpired remainder of a predecessor's term. After having served two consecutive terms as chair of the board, nothing contained in this section shall prohibit a trustee from subsequently serving as chair of the board so long as there is a two-year hiatus between the terms of office. The Board of Trustees shall have the power to remove any officer when in its judgment the interest of the University requires it.

Section C: Duties and Responsibilities

(1) Chair of the Board

The Chair of the Board shall preside at the meetings of the Board of Trustees. The Chair of the Board shall name and identify the duties and responsibilities of all committees of the board, and shall fill committee vacancies. The Chair of the Board shall be empowered and authorized to execute such instruments and documents, which would devolve upon the principal corporate officer.

(2) Vice Chair of the Board

In the absence of the Chair, the Vice Chair of the Board shall perform the duties ordinarily performed by the Chair of the Board of Trustees.

(3) Secretary

It shall be the duty of the Secretary to record all of the proceedings of the Board of Trustees, and to carefully preserve all of its books and papers. The Secretary shall be the custodian of the University seal of the Trustees of Indiana University and shall duly execute for and on behalf of the "Trustees of Indiana University" such instruments and documents as directed by the board. The Secretary shall cause all notices to be duly given in accordance with the Indiana Code and shall perform such other duties as the Board of Trustees may direct.

(4) Treasurer

The Treasurer shall keep a true and faithful account of all moneys received and paid out and shall give such bonds for faithful performance as the duties of the Board of Trustees may require. The powers and duties of the treasurer are described in a policy approved by the Board of Trustees on September 10, 1988, and revised June 20, 1991.

Section D. Election of Officers

The election of the officers of the Board of Trustees shall be conducted at the organizational meeting in August in accordance with the following procedures:

1. The Nominating Committee shall prepare a slate of at least one candidate for Chair, Vice Chair, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer of the Board of Trustees.
2. The report of the Nominating Committee shall be provided to each member of the Board of Trustees at least ten (10) calendar days prior to the organizational meeting.
3. After the report of the Nominating Committee has been presented at the organizational meeting, nominations may be received from the floor.
4. If there is only one nominee for each office, a member may move election of the nominated slate. The vote shall be by unanimous consent.
5. If there are two or more nominees, election of each officer shall be conducted separately by roll call. The first nominee receiving at least five votes is elected.
6. If there are three or more nominees and no one is elected on the first ballot, the nominee who received the least number of votes will be dropped. This procedure shall continue until a member has been elected.

E. Vacancy of An Office of the Board of Trustees

In the event of a vacancy in the office of Chair of the Board, the Vice Chair of the Board shall assume the position of Chair, and shall serve as Interim Chair until the next organizational meeting, at which time a Chair shall be elected to serve out the previous Chair's term of office, and the Interim Chair shall return to the position of Vice Chair. Such election shall be conducted according to Section D. During the period that the Vice Chair serves as Interim Chair, an Interim Vice Chair shall be elected at a subsequent meeting of the board. Nominations may be made from the floor. Voting shall be conducted according to Section D.

In the event of a vacancy of any other office of the Board of Trustees, an election shall be held for the unexpired term at a subsequent meeting of the Board of Trustees. Nominations may be made from the floor. Voting shall be conducted according to Section D.

ARTICLE VI. MEETINGS OF THE BOARD OF TRUSTEES

Section A. Organizational Meeting

The annual organizational meeting of the Board of Trustees shall be held in August each year unless otherwise determined by the Board of Trustees.

Election of officers of the Board of Trustees shall be held at the organizational meeting of odd-numbered years. Standing committees of the Board of Trustees shall be appointed annually by the Chair at the organizational meeting.

Section B. Regular Meetings

Regular meetings of the Board of Trustees shall be held in accordance with the schedule of meetings approved at the annual organizational meeting. The Board of Trustees may vote to change the date of any regular meeting.

The Order of Business at regular meetings of the Board of Trustees shall include, but not be limited to, the following:

1. Approval of Minutes
2. Report of the Chair of the Board
3. Report of the President of the University
4. Report from Faculty
5. Reports and Presentations
6. Approval of Committee Action Items
7. Approval of Conferrals of Degrees
8. Approval of Conflict of Interest Statements
9. Old Business
10. New Business

Section C. Special Meetings

Special meetings of the Board of Trustees to consider specific items of business may be called by the Chair of the Board or at the request of any five (5) members thereof. The Secretary shall provide public notice of special meetings as determined by the Indiana Code.

ARTICLE VII. COMMITTEES OF THE BOARD OF TRUSTEES

Section A. Standing Committees

The Chair of the Board of Trustees shall name and identify the responsibilities of standing committees of the Board of Trustees. The Chair of the board may appoint special committees as deemed necessary.

Section B. Membership of the Standing Committees

The Chair of the Board of Trustees shall appoint Trustees to all standing committees and shall designate the committee chair of each. Vacancies arising from any cause whatsoever shall be filled in the same manner. Each trustee shall serve on at least two standing committees.

Section C. Meetings of the Standing Committees

Standing Committees shall meet prior to the regular Business Meeting of the Board of Trustees, and such other times as may be deemed necessary by the Chair of the Board or the chair of the committee.

Section D. Special Committees

The Chair of the Board of Trustees shall appoint the members, designate the Committee chairs and identify the responsibilities of special committees. Special committees shall meet at times designated by the Chair of the Board or by the chair of the committee.

ARTICLE VIII. RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF TRUSTEES AND ITS COMMITTEES

"The Standard Code of Parliamentary Procedure" by Alice Sturgis in its most recent revised edition, shall guide the business of the Board of Trustees for all meetings to the extent that they are consistent with state law and these Bylaws. The General Counsel of the University shall rule on all disputed questions of procedure.

Section A. Open Meetings

The Board of Trustees is subject to the Indiana Open Meeting Law as set forth in Indiana Statutes.

Section B. Quorum

Five members of the Board of Trustees, shall be necessary to constitute a quorum for meetings of the Board as specified in the Indiana Code.

Section C. Voting the Question

The decision of the majority voting on the question shall prevail. The Secretary shall record the vote of each Trustee. A Trustee may abstain from voting. Voting by proxy or by mail shall not be permitted. Trustees may participate and vote via telephone so long as the Trustee is on a speaker-phone and can be heard by those attending the meeting and the other requirements of Indiana Code 21-27-2-2 are met.

Section D. Business Before the Board of Trustees

The Chair of the Board, in consultation with the President of the University, approves items of business and the agenda to be considered at meetings of the Board of Trustees. Any Trustee may suggest items for the agenda or move to have an item discussed at a meeting.

A request to appear before a meeting of the Board of Trustees or its standing or special committees shall be submitted in writing to the Secretary in advance of the meeting. The Chair of the Board shall rule on all requests. If the request is to appear before a committee, the Committee Chair will decide whether said appearances will be authorized.

The Chair of the Board of Trustees or the chair may allow individuals who are not on the agenda to speak if they determine it is in the best interests of the University, or the Board, and will not unduly delay the matters before the board or the particular committee.

The recommendations of Board committees shall be reported to and be subject to approval by the Board of Trustees.

Section E. Protocol for Meetings of the Board of Trustees

1. Only members of the Board of Trustees, the Chair, and those recognized by the Chair may address the Board.
2. No flags, banners, signs, or similar displays shall be permitted to disrupt meetings of the Board of Trustees.
3. No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Trustees or its committees. Further, no person shall intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any meeting.
4. Visitors to meetings of the Board of Trustees shall observe the reasonable requests of the Chair of the Board.

Section F. Minutes of the Board of Trustees Meetings

Minutes of the proceedings of the Board of Trustees shall be kept by the Secretary, who shall cause them to be printed, bound, and preserved and who shall transmit copies to the members of the Board of Trustees, University officers, administration, libraries, and to other places where it is deemed appropriate. Minutes shall also be posted online at the Board of Trustees' website. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees. The minutes shall reflect the results of all votes taken in committee meetings on matters recommended to the Board of Trustees for action.

Section G. Trustee Participation by Electronic Means of Communication

Trustees may participate in meetings or committee meetings by electronic means of communication if such participation complies with Indiana Code 21-27-2-2.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section A. Code of Ethics -- Conflict of Interest

The members of the Board of Trustees shall be guided by the provisions set forth in the Indiana Code.

Section B. Reimbursement for Expenses

Trustees may be reimbursed for expenses incurred in the performance of official business in accord with the University's policy and procedures.

Section C. Reports of Administrative Action

Trustees shall receive monthly reports of actions approved by the University for their information. Administrative Action Reports (AAR) shall be appended to the minutes of Board of Trustee meetings so a public record is kept of such actions.

ARTICLE X. AMENDMENTS TO BYLAWS

The Bylaws may be amended by an affirmation vote of two-thirds of the Board of Trustees at any meeting, provided, however, that notice of any proposed changes shall be sent by United States mail to the members of the Board of Trustees 30 calendar days in advance of the meeting scheduled to consider such changes.

ARTICLE XI. SUSPENSION OF BYLAWS

Any provision of these Bylaws other than those contained in Article VIII, Section A, may be suspended in connection with the consideration of a matter before the Board of Trustees by an affirmative vote of two-thirds of the Board of Trustees.

* Henceforth, the President of the Board as defined in IC 21-20-4-1 shall be called the Chair of the Board to avoid confusion with the president of the university that has arisen in the past. All duties and responsibilities of the President of the Board as defined in the Indiana Code shall remain the same, but pursuant to Article V, Section A of the Bylaws, the title of "Chair" shall be used in place of the title "President." Nothing in this change is intended to change any of the duties and responsibilities as defined in the Indiana Code.