

## THE BYLAWS

As adopted by the Board of Trustees of  
New York University, May 27, 1968

As amended through May 9, 2005

Pursuant to the powers granted by the State of New York in the charter of New York University, the Board of Trustees has adopted the following bylaws for the organization and government of the University.

### **CHAPTER I**

#### THE BOARD OF TRUSTEES

1. Members

The Board of Trustees of New York University, hereinafter called the Board, shall from time to time consist of such number of Trustees, not less than twenty-five nor more than seventy, as are then qualified and acting, divided into six classes. Each class shall include one person designated as Alumni Trustee. The term of office of one class shall expire at each annual meeting.

2. Nomination and Election

Trustees shall be elected by the Board upon nomination of the Committee on Trustees or upon nomination from the floor, and the vote of a majority of the Trustees present at the meeting shall be required for election. In the absence of specific provision, Trustees shall take office upon election. Trustees may be elected for a full term of six years or for the remainder of an unexpired term. Nominations for Trustees made by the Committee on Trustees shall insofar as practicable be reported informally at one meeting of the Board and action upon them deferred until the succeeding meeting. However, when deemed desirable by the Chairperson, notice of these nominations may be given with the notice of the meeting at which such nominations are to be presented for a vote. Outgoing Trustees shall at all times be eligible for re-election.

Nominations for the Alumni Trustee in each class shall be made only from graduates of the University, selected after consultation with the Alumni Association by the Committee on Trustees in such manner as the latter may from time to time determine. Alumni Trustees may be elected for a full term of six years or for the remainder of an unexpired term. Alumni Trustees shall not be eligible to succeed

themselves as Alumni Trustees, but shall be eligible for election to the Board after the passing of one year.

To be eligible for election or re-election as a Trustee or Alumni Trustee a person shall not have attained the age of seventy-five.

3. Life Trustees

Upon recommendation of the Committee on Trustees the Board may appoint a retiring member of the Board or other person as an Honorary Trustee with the title of Life Trustee. Life Trustees shall receive notices of meetings. They shall have the right to attend meetings and participate in deliberations, but they shall not have the right to vote. Life Trustees shall be eligible to be appointed to committees and to serve as committee chairs.

4. Regular Meetings

The annual meeting of the Board of Trustees shall be held during the month of October of each year.

The Board shall have at least three other regular meetings each year with notice thereof provided by the beginning of each academic year. In the event that a regular meeting falls on a public holiday, a meeting provided to be held on such day shall be held on the weekday following.

5. Special Meetings

When requested in writing by the Chairperson, or the President, or five Trustees, the Secretary shall call a special meeting on three days' notice, specifying the purpose of the meeting, except that when in the judgment of the Chairperson, or of the President, emergency requires a shorter notice, the meeting may be called by telephone, telefax, or notice in person.

6. Quorum and Order of Business

At least one third of the Trustees then in office shall be present at a meeting to constitute a quorum for the transaction of business. The usual order of business shall be as follows:

- a. Consideration of the minutes
- b. Reports of officers

- c. Reports of standing committees
- d. Reports of special committees
- e. Unfinished business
- f. New business
- g. Adjournment

7. Officers of the Board

The officers of the Board shall be a Chairperson and one or more Vice Chairpersons, who shall be elected from the members at the annual meeting. They shall hold office until the next annual meeting of the Board and until their successors shall be elected, unless earlier removed by the Board. In case any office is not filled at the annual meeting, or in the event an office becomes vacant, it may be filled at any subsequent meeting of the Board.

8. The Chairperson

The Chairperson shall preside at all meetings of the Board and shall decide all questions of order, subject, however, to an appeal to the Board. He or she shall be the Board's spokesperson and shall serve as the principal officer of the Board and act as liaison officer between the Board and the President. At the annual meeting of the Board at which he or she is elected, or at the first meeting immediately following such meeting, he or she shall make recommendations to the Board regarding the persons to be appointed as members of its standing committees. He or she shall be ex officio a voting member of all standing committees, and he or she shall take such action as may facilitate the work of the Board and its committees.

9. Other Presiding Officers

In the absence of the Chairperson, the senior Vice Chairperson present shall, for the time being, be invested with the powers and discharge the duties of the Chairperson. In the absence of both the Chairperson and the Vice Chairperson, the Board may appoint a chairperson pro tempore, who shall possess the powers and perform the duties of Chairperson.

10. Standing Committees of the Board

All standing committees and their chairpersons shall be appointed by the Board at its annual meeting, or at the first meeting following the annual meeting, upon the recommendation of the Chairperson of the Board. The size of the standing committees, except as otherwise provided in these Bylaws, shall be at the

determination of the Chairperson of the Board. One third of the membership of a standing committee shall constitute a quorum. The standing committees shall be as follows:

- a. Executive Committee
- b. Financial Affairs Committee
- c. Committee on Trustees
- d. Academic Affairs Committee
- e. Alumni Affairs Committee
- f. Development Committee
- g. Audit Committee
- h. Investment Committee

Each standing committee shall meet at least three times a year.

#### 11. Executive Committee

The Executive Committee shall consist of the Chairperson of the Board, the President, the Chairpersons of other standing committees and up to ten other members of the Board to be appointed by the Board. In making recommendations for appointment, the Chairperson shall include the Chairperson of the New York University Institute of Fine Arts Board of Trustees, the President of the School of Law Foundation, and the Chairperson of the New York University School of Medicine Foundation Board if such persons are members of the New York University Board of Trustees. Other recommendations by the Chairperson shall be made insofar as practicable, with a view to causing the remaining members of the Board to serve one-year terms on a rotational basis.

The Committee shall have the power to transact all business which the Board or any other standing committee thereof may transact, except the election or removal of members and officers of the Board, and such other business as by statute or under these bylaws may require the vote of a majority or other designated number of the members of the Board. The chairperson of each standing committee shall be prepared from time to time to report to the Executive Committee upon the interests entrusted to his or her standing committee. The Chairperson of the Board shall serve as chairperson of the Committee. The Committee shall meet from time to time at the call of its chairperson or of the President, on such notice as he or she deems appropriate, for the transaction of such business as shall be properly brought before it. The minutes of the Committee's transactions shall be presented at the next ensuing meeting of the Board.

12. Financial Affairs Committee

The Financial Affairs Committee shall have responsibility for the financial and budget affairs of the University and for recommending the acquisition and disposition of property. In the absence of specific approval by the Board or the Executive Committee, no officer of the University shall have authority to borrow money or to execute promissory notes, bonds, mortgages, or other instruments in connection therewith, except on authorization of the Financial Affairs Committee. The Committee shall review the operating and capital expenditures budgets of the University and shall submit them, with recommendations, to the Board for consideration and adoption. The Committee shall be concerned with plans and procedures for conserving and enhancing the facilities and assets of the University, and shall make recommendations to the Board before University officers are authorized by the Board to purchase or sell real property or to execute contracts for construction or for architectural plans for amounts in excess of a limit which shall from time to time be fixed by the Board.

12A. Investment Committee

The Investment Committee shall have responsibility for investing and managing the funds of the University. The Committee shall establish policies and guidelines for the investment and reinvestment of all funds of the University and shall conduct oversight of the investment and management of the University's funds including approval of allocations between asset classes and review of investment performance. At each meeting of the Board, the Committee shall report changes in investments for the preceding period.

13. Committee on Trustees

The Committee on Trustees shall at each annual meeting nominate successors to the outgoing officers and members and shall from time to time present nominations necessary to fill vacancies on the Board. The Committee shall advise the Chairperson of the Board on appropriate assignments of Trustees to standing committees and to any special committees of the Board. The Committee shall be responsible for establishing criteria for Board membership, and shall also search for prospective Trustees as necessary, shall advise new members of the Board concerning their duties and responsibilities, and in general work to assure the effective functioning of the Board.

14. Audit Committee

The Audit Committee shall cause an annual audit of the University's financial statements to be made by an independent firm of certified public accountants

approved by the Board on the nomination of the Audit Committee. It shall discuss the substance and form of the auditor's report with the representatives of the auditing firm, shall require the auditing firm to submit its opinion as auditors regarding the financial statements, and shall present a written report to the Board. The Committee may arrange for the independent firm of certified public accountants to report on the efficiency of the University's accounting methods and systems. The Committee shall see to it that appropriate officers and other employees of the University are suitably bonded. It shall from time to time review and report on the University's system of internal control, the quality and depth of its accounting and financial departments, the quality of its internal audit program, compliance with the University's conflict of interest policy and such other related matters as it deems appropriate.

15. Academic Affairs Committee

The Academic Affairs Committee shall be concerned with the academic operations of the University, shall periodically review regular, special, and proposed academic programs and make recommendations to the Board or Executive Committee concerning such programs and other related concerns. The Committee shall meet with representatives of the faculties as may be desirable, to discuss the educational concerns of the schools, colleges, and University as a whole. The Committee shall make recommendations to the Board for the conferment of honorary degrees at the Annual Commencement Exercises. The Committee may, in its discretion, select candidates for honorary degrees to be conferred by the President at times other than the annual Commencement Exercises.

16. The Alumni Affairs Committee

The Alumni Affairs Committee shall act as a liaison between the Board and the Alumni Association. The Committee shall meet periodically with the Alumni Association in order to be kept informed of alumni programs and activities, leadership development, and alumni fund raising, and shall report to the Board concerning these matters.

17. Development Committee

The Development Committee shall be concerned with fund-raising policies and the coordination of plans and programs for the generation of financial support of the University. The Committee shall make appropriate recommendations to the Board concerning these matters.

18. Special Committees

Special committees may be appointed from time to time as the Board may elect, and advisory boards or councils may be created for the University as a whole or for particular divisions thereof. These special committees, boards, or councils may include graduates or friends of the University who are not Trustees.

19. Action by the Board

Except as otherwise provided in this bylaw, any reference to action to be taken by the Board or any committee thereof, shall mean such action at a meeting of the Board or committee. To the extent and in the manner permitted by law, the Board of Trustees or any committee of the Board may take any action required or permitted to be taken by the Board or any such committee without a meeting. The resolution authorizing an action taken and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. To the extent and in the manner permitted by law, any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

19A. Indemnification and Insurance

(a) Right to Indemnification. Each person who was or is made, or threatened to be made, a party to an action or proceeding (including an action by or in the right of any corporation of any type or kind, domestic or foreign, including the University, or any partnership, joint venture, trust, employee benefit plan, or other enterprise), whether civil or criminal, by reason of the fact that he or she, or his or her testator or intestate, is or was a Trustee or officer of the University, or is or was serving any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity upon the written authorization of the President or Chancellor or with the approval of the Board of Trustees, shall be indemnified and held harmless by the University to the fullest extent permitted by the New York Not-For-Profit Corporation Law, as the same now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the University to provide broader indemnification rights than said law permitted the University to provide prior to such amendment), against any and all liability, loss, and reasonable expense (including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, judgments, fines [including excise taxes assessed with respect to an employee benefit plan pursuant to applicable law], and amounts paid or to be paid in

settlement) incurred or suffered by such person in connection therewith. Such indemnification shall continue for a person who has ceased to serve in any capacity described above, or whose testator or intestate ceased so to serve prior to his or her death. The right to indemnification conferred in this subsection (a) shall be a contract right and shall include the right to be paid by the University the expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition thereof; provided, however, that the payment of such expenses shall be made only upon receipt by the University of an undertaking by or on behalf of such person to repay (i) the sum advanced, in case the person receiving that sum is ultimately found not to be entitled to indemnification under this subsection (a), or (ii) that part of the sum advanced which exceeds the indemnification to which such person is ultimately determined to be entitled under this subsection (a).

(b) Right of Claimant to Bring Suit. If a claim for indemnification under subsection (a) of this Section 19A is not paid in full by the University within thirty days after a written demand therefor has been received by the University, the claimant may at any time thereafter bring suit against the University to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition thereof where the required undertaking has been tendered to the University) that the claimant has not met the standards of conduct which make it permissible under subsection (a) of this Section 19A for the University to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the University. Neither the failure of the University (including its Board of Trustees or independent legal counsel) prior to the commencement of such action to have made a determination that indemnification of the claimant is proper in the circumstances because he or she, or his or her testator or intestate, has met the applicable standard of conduct set forth in subsection (a) of this Section 19A, nor an actual determination by the University (including its Board of Trustees or independent legal counsel) that the claimant, or his or her testator or intestate, has not met such applicable standard of conduct, shall be a defense to such action or create a presumption that he or she, or his or her testator or intestate, has not met such applicable standard of conduct.

(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition provided in this Section 19A shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Charter, Bylaw, agreement, resolution of disinterested members of the Board of Trustees, or otherwise.

(d) Other Employees and Agents of the University. The University may, by action of its Board of Trustees, provide indemnification to an employee or agent of the

University of such scope, to such effect, and granting such rights, if any, as the Board of Trustees, in its sole discretion, shall determine, including, without being limited to, indemnification of the same scope, to the same effect, and granting the same rights as the indemnification of Trustees and officers provided by this Section 19A.

(e) Insurance. To the extent permitted by the New York Not-For-Profit Corporation Law, the University may purchase and maintain insurance, at its expense, to indemnify (i) the University against any obligation which it incurs as a result of this Section 19A, (ii) its Trustees, officers, employees, and agents in instances in which they must or may be indemnified by the University pursuant to this Section 19A, and (iii) its Trustees, officers, employees, and agents in instances in which, for any reason, they are not, or may not be, indemnified by the University.

## CHAPTER II

### UNIVERSITY OFFICERS

#### 21. The President

- a. There shall be a President of the University, who shall be a member of the Board of Trustees, elected upon the affirmative vote of at least a majority of the membership of the Board. The President may be removed by a vote of the majority of the members of the Board, but notice of a motion for removal shall be given at a meeting at least one month before it is acted upon.
- b. The President shall be the chief executive officer of the University and shall exercise supervision and direction of all University activities. He or she shall be responsible to the Board for administering the educational policies of the University and of its several divisions. He or she shall be the head of each faculty and shall have the power to call a meeting of any faculty or a joint meeting of two or more faculties, provided that such meetings shall have power to take action only upon such subjects as shall have been proposed in the call. He or she shall be concerned with the welfare of students and with their moral and intellectual development.
- c. The President shall be ex officio a voting member of all standing committees of the Board. He or she shall be the official medium of communication between each faculty and the Board, between officers of administration and the Board, and between students and the Board. He or she shall prepare for the Board, within the last six months of the fiscal year, a budget showing anticipated receipts and expenditures of the University for the next succeeding fiscal year. He or she shall recommend to the Board all appointments to administrative positions and to the several faculties of the University.
- d. The President shall have the authority to call upon any and all other officers of administration or instruction in the University for assistance in the performance of his or her duties. He or she may appoint advisory councils of faculty members, deans, and other officers for such purposes as he or she deems necessary. He or she shall consult with the faculty, or a representative committee of the faculty, of a school or college before recommending to the Board the appointment of a dean for that school or college. He or she shall consult with the Senate before making a recommendation to the Board with respect to changes or innovations that affect the University in matters within the jurisdiction of the Senate.

22. The Chancellor of the University and Executive Vice President for Academic Affairs

There shall be a Chancellor of the University and Executive Vice President for Academic Affairs, appointed by the Board on recommendation of the President. He or she shall be the general assistant to the President in all matters and shall perform the duties of the President in the latter's absence. He or she shall be responsible for the supervision of the University's educational program in the several schools, colleges, institutes, departments, and divisions, and he or she shall be ex officio a voting member of each of the faculties.

23. The Provost of the Medical Center and Executive Vice President for Health Affairs

There shall be a Provost of the Medical Center, appointed by the Board on recommendation of the President and of the Board of Trustees of the Medical Center. He shall be the representative of the President and of the Chancellor of the University and Executive Vice President for Academic Affairs at the Medical Center, shall serve as its chief executive officer, and shall be responsible for its program in education, research, and patient care. He shall also be the Executive Vice President for Health Affairs in the University, and shall have such additional responsibilities as are assigned to him by the President. He shall be ex officio a voting member of each faculty under his jurisdiction.

24. Other Vice Presidents

There shall be one or more additional University officers, appointed by the Board on recommendation of the President, who shall each serve as vice president for one or more assigned areas of administrative or academic activity. The precise administrative title, authority, and responsibility of each of these officers shall be defined at the time his or her appointment is recommended, and upon Board approval shall have the same effect as if included in these bylaws until modified or annulled by action of the President, or of the Executive Committee, or of the Board. Vice presidents may in addition hold other University offices or administrative positions provided for in the bylaws.

25. The Secretary

There shall be a Secretary of the University, appointed by the Board on recommendation of the President. He or she shall have custody of the seal, charter, and bylaws of the University and of the records of the Board. He or she shall be responsible for the maintenance of fair and accurate records of the proceedings of the Board and shall perform such other duties as pertain to the office of a corporation secretary. He or she shall cause notice to be given to the several

officers and committees of all acts of the Board affecting them. He or she shall be responsible for the issuance of diplomas and certificates and shall have such additional responsibilities as are assigned to him or her by the President.

26. The Vice President for Finance

- a. There shall be a Vice President for Finance, appointed by the Board on recommendation of the President. He or she shall be the chief accounting and financial officer of the University. He or she shall see that the rules and regulations prescribed by the Board for the government of the business and financial affairs of the University are faithfully observed. He or she shall see that no payment from the current general funds of the University shall be made unless the same has been included in the approved budget for the then current fiscal year, or unless approved by the Financial Affairs Committee, or by the Executive Committee, or by the Board. He or she shall see that all payments from restricted funds of the University are made within the limitations and restrictions thereon.
- b. The Vice President for Finance shall be responsible for keeping proper books of account setting forth the financial position and transactions of the University, and shall prepare the annual financial report of the University. He or she shall submit to the President before each meeting of the Financial Affairs Committee reports of the financial position of the University, supplying such information as may be requested by the President or the Financial Affairs Committee. He or she shall make an annual report to the Board at the October meeting, showing the assets and liabilities of the University and receipts and expenditures for the fiscal year ending August 31. The accounts shall be audited by an independent certified public accounting firm, and a certificate of the accounting firm shall be submitted with the financial report.
- c. The Vice President for Finance shall be responsible for collecting, recording and safeguarding all monies and property of every kind belonging to the University. He or she shall be custodian of the funds and securities of the University, which shall be deposited with such banks or trust companies as are approved by the Board.
- d. The Vice President for Finance shall be authorized to sign on behalf of New York University all contracts within the regular University budget or in the usual course of business. Contracts involving items outside the regular University budget or outside the usual course of business shall require the approval of the President, or of the Executive Committee, or of the Board of Trustees.

27. Additional Officers

Additional University officers and administrative officials may from time to time be appointed by the Board on recommendation of the President. Principal assistants to the President and other University officers shall be designated in the same manner. The precise administrative title, authority, and responsibility of each of these officers and assistants shall be defined at the time his or her appointment is recommended, and upon Board approval shall have the same effect as if included in these bylaws until modified or annulled by action of the President, or of the Executive Committee, or of the Board.

28. Filling Vacancies Between Board Meetings

In the case of the removal of the President from office, or his or her death, resignation, or inability to discharge the powers and duties of his or her office, the duties of his or her office shall, until the disability be removed or a President shall be elected by the Board, devolve on the Chancellor of the University and Executive Vice President for Academic Affairs, and in the case of the removal, death, resignation, or inability of both the President and the Chancellor of the University and Executive Vice President for Academic Affairs, on the Chairperson of the Board of Trustees.

In the event that any officer provided for in this chapter, other than the President or the Chancellor of the University and Executive Vice President for Academic Affairs, shall for any reason be disqualified or shall be unable to discharge the duties of his or her office, a substitute may be appointed to act for such officer until the disability be removed or the vacancy so arising be filled by action of the Board, such appointment to be made by the President if he or she be qualified, and if not so qualified by the Chancellor of the University and Executive Vice President for Academic Affairs if he or she be qualified, and if not so qualified by the Chairperson of the Board.

## CHAPTER III

### THE UNIVERSITY SENATE

#### 31. Members of the Senate

For the one-year period June 1, 2005 - May 31, 2006, the Senate shall consist of the President, and not more than eighty voting members, as follows: a) not more than thirty-five members of the Faculty Senators Council, including one representative of the Division of the Libraries of the University; b) not more than fifteen academic members of the Deans Council; c) not more than twenty-two members of the Student Senators Council; and d) not more than eight officers of central administration, including the President, the Chancellor of the University and Executive Vice President for Academic Affairs, the Executive Vice President for Health Affairs, the Secretary, three representatives of the Administrative Management Council, and such other officers as may from time to time be designated by the President.

#### 32. Meetings of the Senate

The Senate shall meet once each month, except January, during the academic year, and at other times on twenty-four hours' notice at the call of the President. When requested in writing by five members of the Senate, the Secretary shall call a special meeting on twenty-four hours' notice, specifying the purpose of the meeting.

#### 33. Officers of the Senate

The President of the University shall be the President of the Senate. The Senate shall elect a Vice President, who shall preside in the absence of both the President and the Chancellor of the University and Executive Vice President for Academic Affairs, and a Secretary.

#### 34. Functions of the Senate

- a. The Senate shall be the deliberative body for the discussion of University-wide policies and proposed changes in University practices and structure. In particular, the Senate shall be concerned with the academic program and structure, personnel and budgetary policies, development of facilities, and community, professional, and educational relations of the University. It shall make recommendations to the President and, through the President, to the Board in reference to the policies and practices of the University.

- b. The Senate shall receive and review regularly the reports and recommendations of University-wide commissions and, from time to time, those of other interschool committees or commissions that may refer to matters within the jurisdiction of the Senate.
- c. The Senate shall have power to act upon educational matters and regulations of the academic community that affect more than one school. Action by the Senate in these matters shall be binding upon all faculties, but any faculty shall have the right of appeal to the Board, which may overrule the Senate action.
- d. The Senate shall fix the length of terms and vacations and define the University calendar. It shall determine the time, place, and manner of the Commencement Exercises and of other public occasions affecting more than one school of the University, and shall adopt regulations regarding academic costumes therefor.
- e. The Senate may make recommendations for the consideration of each of the faculties in reference to their educational programs and policies. It shall make recommendations to the administration of the University in regard to catalogues, bulletins, and other announcements of the University, and shall define the meaning of educational terms used in these University publications.
- f. The Senate shall exercise such other legislative or advisory functions in connection with the educational work of the University as may be assigned to it by the Board.

35. Rules of the Senate

The Senate shall adopt for its governance rules of procedure not inconsistent with the University charter and bylaws. These rules may provide for the appointment of standing and special committees or commissions of the Senate, with such membership and for such purposes as the Senate may deem useful in the performance of its functions.

## CHAPTER IV

### UNIVERSITY COUNCILS AND COMMISSIONS

#### 41. The Faculty Senators Council

- a. For the one-year period June 1, 2005 - May 31, 2006, the Faculty Senators Council shall consist of not more than thirty-five members. These shall be thirty-two professorial representatives elected by the voting members of the several faculties of the University in the manner prescribed by the rules adopted by the Council for its own governance and consistent with these bylaws, and not more than three additional professorial representatives appointed at large for three-year terms by the Executive Committee of the Senate with the advice and consent of the elected professorial members of the Faculty Senators Council. A Faculty Senators Council Senator whose term has expired shall be eligible for reelection. For purposes of the election of professorial representatives, any professor who is a member of more than one faculty shall be assigned by the President to one faculty only, and any professor, otherwise eligible to vote, who is not formally attached to a faculty shall be assigned by the President to one of the faculties of the University. Any professor who holds an administrative office and whose administrative responsibilities encompass a school, the Division of the Libraries, or the University shall not be eligible for election to the Faculty Senators Council. Final determination of eligibility for membership rests with the extant Faculty Senators Council. All elections for members of the Faculty Senators Council shall be held prior to May 1, and the name of each representative to the Senate shall be transmitted to the Secretary of the Senate within five days. During the one-year period June 1, 2005 - May 31, 2006, the thirty-two elected professorial representatives shall be selected as follows: six from the School of Medicine and twenty-six apportioned among the schools by the method of equal proportions with the proviso that each school shall be entitled to at least one elected faculty Senator. Each year, the University Secretary shall provide to the Faculty Senators Council and the secretary to the faculty of each school the number of faculty members assigned to each school for the purpose of Senate elections and shall at the same time indicate the number of Senators to which each school is entitled.
- b. The Faculty Senators Council shall elect its own chairperson and such other officers as it may determine. It shall meet at least twice a year at the call and under the chairpersonship of the President or of the Chancellor of the University and Executive Vice President for Academic Affairs, and as many other times under its own chairperson as it may choose. It may meet from time to time with the Executive Committee of the Board.

- c. The Faculty Senators Council may consider any matters of educational and administrative policy and shall function as the Faculty Personnel Committee of the Senate. It shall designate representatives on the other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President any matters that it wishes to discuss with him or her. It shall perform such other educational functions as are assigned to it by the President or by the Board.
- d. The Faculty Senators Council shall adopt for its governance rules of procedure not inconsistent with the University charter and bylaws.

42. The Deans Council

- a. For the one-year period June 1, 2005 - May 31, 2006, the Deans Council shall consist of the President, the Chancellor of the University and Executive Vice President for Academic Affairs, the Executive Vice President for Health Affairs, other vice presidents, and not more than fifteen deans: the deans of the College of Arts and Science; School of Law; School of Medicine; College of Dentistry; Graduate School of Arts and Science; The Steinhardt School of Education; Leonard N. Stern School of Business, Undergraduate College; Leonard N. Stern School of Business, Graduate Division; School of Continuing and Professional Studies; Robert F. Wagner Graduate School of Public Service; Shirley M. Ehrenkranz School of Social Work; Tisch School of the Arts; Gallatin School of Individualized Study; Libraries; and Faculty of Arts and Science. The academic members may name a substitute for a particular meeting if unable to attend in person.
- b. The Deans Council shall elect its own chairperson and such other officers as it may determine. It shall meet at least once a year under its own chairperson, and once a month at the call and under the chairpersonship of the President or of the Chancellor of the University and Executive Vice President for Academic Affairs.
- c. The Deans Council may consider any matters of educational and administrative policy, and shall make appropriate recommendations to the President and other University officers. It shall perform such other functions as are assigned to it by the President or by the Board.

43. The Student Senators Council

- a. For the one-year period June 1, 2005 - May 31, 2006, the Student Senators Council shall consist of not more than twenty-two members. There shall be fifteen regular student Senators, elected as follows: two from The Steinhardt School of Education and the Tisch School of the Arts, and one from each of the other schools and colleges of the University including the Gallatin School of Individualized Study, except that for this purpose the School of Medicine and the Post-Graduate Medical School shall be considered one school. There may be in addition not more than seven student Senators appointed at large by the Executive Committee of the Senate in its discretion with the advice and consent of the regular student Senators. The name of every student Senator shall be transmitted to the Secretary of the Senate within five days after the election. Should no student Senator be elected from a school or college by the date of the annual meeting of the Senate, the dean of that school or college is authorized to appoint a Senator who shall serve until replaced by a duly elected Senator.
- b. The Student Senators Council shall elect its own chairperson and such other officers as it may determine. It shall meet once a month at the call and under the direction of its chairperson, and at other times according to such procedures as it may devise; at least one meeting each semester shall be held with the President and the Chancellor of the University and Executive Vice President for Academic Affairs in attendance.
- c. The Student Senators Council may consider any matters in which the interests, rights, or responsibilities of students are involved, and shall take special responsibility for bringing to the attention of the Senate all matters concerning the students' extracurricular life at the University. For this purpose, the Council shall invite the presidents of student governments in the several schools, and such faculty members and administrative officers as may be specified in the rules of the Council, to function together as the University Committee on Student Life. The Committee may work through such local units as may be appropriate at the various geographical centers of the University, and shall transmit to the Senate, through the Student Senators Council, its policy recommendations concerning student life.
- d. The Student Senators Council shall designate representatives on the standing committees and, in appropriate instances, on the ad hoc committees of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President any matters that it wishes to discuss with him or her. It shall perform such other functions as are assigned to it by the President, by the Board, or by the Senate.

- e. The Student Senators Council shall adopt for its governance rules of procedure not inconsistent with the University charter and bylaws.

44. The Graduate Commission

- a. There shall be a Graduate Commission having power, subject to the approval of the Senate, to recommend to the President and the Board general policies respecting graduate study in the University leading to masters' and doctors' degrees in course except first professional degrees.
- b. The voting members of the Commission shall be the President and the Chancellor of the University and Executive Vice President for Academic Affairs, ex officio; the deans and executive deans of the schools in which candidates for the degrees within the purview of the Commission are enrolled; one professorial member from each of these schools, to be elected biennially by the faculty of the school; the vice presidents, deputy provosts, and vice provosts who have academic responsibilities, and the chief administrative officer of the libraries. In addition, from each school represented on the Commission by an elected faculty member, one student shall be elected annually as a voting member of the Commission. The Chairperson of the Commission shall be the dean of the Graduate School of Arts and Science.
- c. The Commission shall undertake studies and present proposals designed to strengthen the program of graduate instruction in the University. The Commission shall review the work of the schools concerned with the preparation of candidates for the degrees under the purview of the Commission, shall specify the means of maintaining comparable standards of work for the degrees and of assuring the complete availability of the general graduate offering of the University to every qualified student regardless of the school in which he or she is primarily enrolled, and shall in appropriate instances promote the integration or coordination of graduate study by accrediting total programs in the several schools. The recommendations of the Commission shall be implemented through suitable directives by the President or the Chancellor of the University and Executive Vice President for Academic Affairs.
- d. The several schools shall independently recommend their candidates for the several masters' and doctors' degrees to the President and the Board of Trustees, such recommendation constituting a certification that the school has complied with the general regulations of the Commission.

45. Other University and Interschool Committees and Commissions

The Senate or the President may from time to time appoint other University and interschool committees and commissions which shall have such powers and duties as are delegated to them at the time of their organization until modified or annulled by action of the appointing authority.

## CHAPTER V

### ORGANIZATION OF SCHOOLS, COLLEGES, AND DEPARTMENTS

#### 51. Schools, Faculties, and Divisions of the University

- a. The University comprises the following integral colleges and schools, listed in order of their establishment:

1832 College of Arts and Science  
1835 School of Law  
1841 School of Medicine  
1865 College of Dentistry  
1886 Graduate School of Arts and Science  
1890 The Steinhardt School of Education  
1900 Leonard N. Stern School of Business, Undergraduate College  
1916 Leonard N. Stern School of Business, Graduate Division  
1934 School of Continuing and Professional Studies  
1938 Robert F. Wagner Graduate School of Public Service  
1948 Post-Graduate Medical School  
1960 Shirley M. Ehrenkranz School of Social Work  
1965 Tisch School of the Arts  
1972 Gallatin School of Individualized Study

- b. The colleges and schools of the University are governed by their separate faculties, except that the Faculty of Medicine is responsible for the School of Medicine and for the Post-Graduate Medical School, that the Faculty of Arts and Science is responsible for the College of Arts and Science and for the Graduate School of Arts and Science, and that the Faculty of Business Administration is responsible for the Leonard N. Stern School of Business, Undergraduate College and for the Leonard N. Stern School of Business, Graduate Division.
- c. The University also comprises the Division of the Libraries which performs academic functions across school lines and is governed by its faculty and officers in accordance with procedures defined and approved by the President.

#### 52. Deans

- a. There shall be a dean of each faculty, appointed by the Board on recommendation of the President. The dean shall be the administrative head of his or her faculty and shall be responsible for carrying out the policies of the University. He or she shall preside at meetings of his or her faculty and

shall supervise the work of officers of instruction. He or she shall make recommendations to the Chancellor of the University and Executive Vice President for Academic Affairs for the appointment, promotion, dismissal, and retirement of officers of instruction and administration in the faculty. In addition to the dean of the faculty, in cases where two or more schools are governed by a single faculty, a dean may be appointed for each of such colleges or schools with such authority and responsibility as shall be assigned by the Board on the recommendation of the President.

- b. The dean shall execute such rules as his or her faculty may from time to time adopt, and in general administer the affairs of his or her school or schools subject to the direction of the President, the rules of the faculty, and the bylaws of the University. He or she shall submit at the time requested each year a proposed budget of anticipated income and expenses for the ensuing year, including recommendations with respect to the rank and salaries of officers of instruction and administration in his or her faculty. He or she shall join with other deans in making recommendations as to the rank and salaries of officers of instruction who are members of his or her faculty and of one or more other faculties.
- c. The office of vice dean, associate dean, assistant dean, director, or secretary in a faculty or in a school may be created by the Board on recommendation of the President with such authority and responsibility as shall be assigned to such officer by the Board or the President, or as may be delegated to him or her by the appropriate dean.
- d. The office of executive dean may be created by the Board on recommendation of the President to supervise and coordinate the activities of two or more schools. The executive dean shall have the duties assigned to him or her by the President.
- e. The chief executive officer of the Division of the Libraries shall be the head of its faculty, shall bear the title of dean, and shall perform the duties of the office in the same manner as the dean of an integral school or college of the University.

53. Departmental Organization

The President, subject to the approval of the Board, may divide the courses of instruction in the various schools and colleges into departments according to the subject matter of instruction. He or she may also establish University departments to provide instruction in more than one division of the University. Members of the faculty of any school or college engaged in fields of instruction identical with or closely akin to fields of instruction in established University departments shall be

eligible for membership in such University departments at the discretion of the Chancellor of the University and Executive Vice President for Academic Affairs.

54. Administration of Departments

The chief executive officer of a University department shall bear the title "head" and shall be responsible through the appropriate deans to the Chancellor of the University and Executive Vice President for Academic Affairs. The chief executive officer of a department other than a University department shall bear the title "chairperson" and shall be responsible to the appropriate dean. Department heads and chairpersons shall be appointed by the Board on the recommendation of the President, and shall be charged with the administration of their respective departments subject to the general authority vested in the faculties, the deans, and the Chancellor of the University and Executive Vice President for Academic Affairs.

55. Term of Administrative Appointments

Appointment to an administrative office, including but not limited to the office of executive dean, dean, vice dean, associate dean, assistant dean, director, secretary, department head, and department chairperson, shall be without limit of time, unless otherwise specified, but may be terminated at any time by the President, or the Executive Committee, or the Board without prejudice to any rights of the officer as holder of a professorship. To the extent permitted by law, the active service of officers of administration shall be terminated on August 31 following their attainment of age sixty-five, unless action is taken by the Board to the contrary.

56. Experimental Degree Program

The President, on the recommendation of the Senate, and subject to approval by the Board of Trustees, is authorized to create temporary inter-school degree-granting units, to which officers of instruction and administration may be assigned for the purpose of conducting such experimental programs as may not readily fit into the customary work of the integral colleges and schools of the University. The officers of instruction and administration so assigned shall function as the faculty of such temporary units with the same powers as the faculties of the integral colleges and schools of the University. Experimental degree programs shall be authorized for initial operating periods not to exceed two years and may be extended for like terms by specific action of the President; in the absence of such action they shall automatically terminate two years after the beginning of their operation, or, if extended, two years after the effective date of any such extension. Such programs may be discontinued at any time by Board action upon recommendation of the President.

## CHAPTER VI

### EDUCATIONAL OPERATIONS

#### 61. Responsibilities of the Faculties

- a. The educational conduct of each of the several schools and colleges, within the limits prescribed by these bylaws or by the Board, is committed to the faculty of each of the schools, and to such officers of the schools as the Board may appoint. The educational functions of the libraries of the University, as defined and structured by the President, are similarly committed to the faculty and officers of the Division of the Libraries.
- b. Subject to the approval of the Board and to general University policy as defined by the President and Senate, it is the duty of each faculty to determine entrance requirements of the school under its care, to determine courses of study to be pursued and the standards of academic achievement to be attained for each degree offered, to prepare a schedule of lectures, to make and enforce rules for the guidance and conduct of the students, and to certify to the President, for recommendation to the Board, qualified candidates for degrees and certificates.
- c. Each faculty shall make and enforce rules of eligibility for the participation of its own students in athletics and other extracurricular activities. However, the University requirements for student participation in intercollegiate athletics shall be determined by the Senate on the recommendation of an appropriate committee of the several faculties and shall be uniformly applied in the schools concerned therewith.
- d. It is the duty of the faculty of the Division of the Libraries to develop and implement the acquisition policies of its various libraries in accordance with the instructional and research needs of the University and in collaboration with the academic units which the libraries serve and support; to provide access to the content of the collections by organizing them, by developing bibliographic guides, and by providing bibliographic assistance and instruction; to promote and develop the use of the libraries and their resources through interaction with the University community and through research and publication; and to make and enforce rules concerning the use of the libraries' collections.

62. Student Discipline

The power of suspending or dismissing a student in any school is lodged with the voting faculty of that school, but the President or the dean of a school, or their respective representatives, may suspend a student pending the consideration of his or her case by his or her faculty. The Senate shall have power to act in situations involving more than one school.

63. Degrees

- a. Degrees conferred by the University are either degrees in course or honorary degrees. Degrees in course are granted by the Board to candidates recommended by the President on certification by a faculty as having fulfilled the requirements for a degree. Honorary degrees are granted by the Board upon the recommendation or action of its Executive Committee. No degree granted in course shall be conferred honoris causa.
- b. A faculty shall recommend candidates for only those degrees in course authorized by the New York State Education Department and designated by the Board to mark the completion of courses under the faculty. The regulations regarding the award of degrees in course shall govern similarly the award of certificates.
- c. No officer of instruction holding professorial rank in the University, that is, rank above the grade of instructor, shall be permitted to enroll as a candidate for a degree or be recommended for a degree in course. A degree candidate who accepts appointment to professorial rank must thereupon relinquish such candidacy.
- d. Degrees may be voted at any meeting of the Board or of the Executive Committee. Degrees in course may also be conferred by the President at the annual Commencement after the end of the spring term, and on appropriate dates after the end of the summer session and the end of the fall term, respectively, upon all candidates who have been certified as having completed the requirements for their respective degrees, without specific action by the Board, provided that the certified lists be presented for confirmation at the first regular meeting of the Board thereafter, and entered in the records of the Board. Likewise, in imperative circumstances at other seasons of the year, the President may confer such degrees in course as may be duly recommended to him or her without previously submitting such recommendations to the Board, provided that he or she report such actions to the Board for confirmation at the earliest opportunity.

64. Faculty Membership

- a. The voting members of each faculty shall consist of the President, the Chancellor of the University and Executive Vice President for Academic Affairs, the dean of the faculty, and the professors, associate professors, and assistant professors (or in the Division of the Libraries, the curators, associate curators, and assistant curators) , who serve on a full-time basis. In addition, the Executive Vice President for Health Affairs shall be ex officio a voting member of the faculty of the School of Medicine, of the Post-Graduate Medical School, and of the College of Dentistry; and each vice president or deputy provost or vice provost who has academic responsibilities shall be ex officio a voting member of the faculty of each school in his or her purview.
- b. In addition, professors emeriti, adjunct and clinical and visiting professors of each grade and research professors without tenure of each grade, instructors, library associates, lecturers, senior language lecturers, language lecturers, master teachers, teachers, master artists, and artists-in-residence, whether they teach on a full-time or part-time basis, are entitled, subject to faculty regulations, to attend faculty meetings, but they shall not have the right to vote at such meetings, except as provided below. Every year, each faculty through affirmative action of its voting members as specified in paragraph 64(a) may in its discretion, and according to its own qualifications, grant voting privileges to all or some of the individuals described above on matters affecting that faculty only, and excepting matters directly or indirectly affecting the individual's candidacy for a degree or his or her status on the faculty at New York University, and the election of members of the Faculty Senators Council or University commissions.
- c. An officer of instruction serving on a full-time basis in the University shall be a full-time member of the faculty of each school in which he or she gives instruction regularly, but shall have voting rights in the election of members of the Faculty Senators Council only in the school of his or her principal assignment as determined for this purpose by the President.
- d. The roster of faculty members entitled to voting rights in each faculty under paragraphs (a), (b), and (c) shall be prepared and maintained on a current basis by the dean of the faculty, shall be submitted to the Secretary of the University for verification and filing in the official records, and shall be available for reference at each faculty meeting.

65. Faculty Meetings

Each faculty shall hold at least four meetings each year, at such times and places and under such rules of procedure, consistent with these bylaws, as it may determine. Copies of the minutes of such meetings shall be sent to the President and the Chancellor of the University and Executive Vice President for Academic Affairs.

66. Dissolution of Argentine Branch

In the event that the branch of the University which is registered in Argentina is dissolved or its operations are otherwise terminated, the tangible assets of the branch located in Argentina shall, after paying or making provision for the payment of all liabilities of the branch, be given to The National Library, a tax-exempt entity located in Buenos Aires, Argentina, exclusively for educational or one or more other tax-exempt purposes.

## CHAPTER VII

### FACULTY AND RESEARCH PERSONNEL

71. Professors and Associate Professors; Curators and Associate Curators
- a. Professors and associate professors are usually appointed to serve on a full-time basis, and only full-time professors and associate professors may achieve permanent or continuous tenure at the University. Unless otherwise specified, professors and associate professors are appointed for one year only, but they may be appointed for a longer period or without limit of time, subject to such rules respecting tenure as the Board may adopt.
  - b. Curators and associate curators in the Division of the Libraries are granted tenure rights under conditions similar to those applicable to professors and associate professors.
72. Assistant Professors; Assistant Curators
- a. Assistant professors are usually appointed for one year only, but full-time service in this rank may be counted, to the extent permitted under the rules of the Board, toward the attainment of tenure by assistant professors who are promoted to the rank of associate professor or professor.
  - b. A full-time assistant professor in any school, college, division, or department except the School of Medicine and its departments, and the Leonard N. Stern School of Business and its departments, who is not promoted at the expiration of seven years as a full-time assistant professor shall be ineligible for further full-time appointment in the University. A full-time assistant professor in the School of Medicine or any of its departments who is not promoted at the expiration of ten years as a full-time assistant professor shall be ineligible for further full-time appointment in the University. A full-time assistant professor in the Leonard N. Stern School of Business or any of its departments, who is not promoted at the expiration of nine years as a full-time assistant professor shall be ineligible for further full-time appointment in the University.
  - c. The appropriate dean or departmental chairperson shall as a matter of academic courtesy give notice of these rules to full-time assistant professors in any school, college, division, or department except the School of Medicine and its departments, and the Leonard N. Stern School of Business and its departments, in the sixth year of service as assistant professor, or, in the School of Medicine or any of its departments, in the ninth year of service as assistant professor, or, in the Leonard N. Stern School of Business or any of

its departments, in the eighth year of service as assistant professor, but no assistant professor or instructor shall be promoted or acquire tenure rights on the ground that he or she did not receive a notice or reminder of this section of the bylaws.

- d. Assistant curators in the Division of the Libraries (including assistant curators in the School of Medicine) are appointed on the same terms and conditions as assistant professors at New York University, without extension of probationary period as provided for assistant professors in the School of Medicine, and are subject to the same prohibition on further full-time appointment if not promoted at the end of the specified periods. An exception is made, under special administrative arrangements approved by the President, for assistant curators appointed prior to October 1, 1972.

### 73. Nontenure Positions

- a. Instruction or research service shall be without tenure implications of any kind, regardless of rank or title, if rendered in a part-time capacity, or in a temporary position, or in a program having a subsidy of limited duration. Appointment to a nontenure position shall be for a definite period of time, not exceeding one academic year unless otherwise specified, and shall automatically terminate at the close of that period unless there is an official notice of renewal. Nontenure positions include the following:
  - instructor;
  - research professor, research associate professor, research assistant professor (except when the title of research professor is conferred as a distinction upon a person already having tenure at New York University);
  - adjunct professor, adjunct associate professor, adjunct assistant professor;
  - clinical professor, clinical associate professor, clinical assistant professor;
  - visiting professor, visiting associate professor, visiting assistant professor;
  - senior research scientist, research scientist, associate research scientist, assistant research scientist;
  - senior language lecturer and language lecturer;
  - lecturer, master teacher, teacher, associate teacher, master artist, artist-in-residence;
  - teaching fellow, teaching associate, teaching assistant;

- associate, research associate, assistant, clinical assistant, graduate assistant, research assistant.

Any position designated by a title not specified in this chapter shall be a nontenure position unless the Board determines otherwise.

b. In the Tisch School of the Arts

- arts professor, associate arts professor, assistant arts professor;
- visiting arts professor, visiting associate arts professor, visiting assistant arts professor.

c. A full-time instructor is usually appointed for one year only, but if not promoted at the expiration of three years as an instructor shall be ineligible for further full-time appointment in the University. Full-time service in the rank of Instructor may not be counted towards the attainment of tenure by instructors who are promoted to the rank of Associate Professor or Professor. Library Associates are appointed on the same terms and conditions as Instructors.

74. Leaves of Absence

All officers of instruction and librarians are expected to be present for duty throughout the academic year, September 1 to August 31, unless otherwise specified. Applications for leave of absence or sabbatical leave should be made to the proper dean.

75. Retirement

The tenure rights of officers of instruction and librarians shall cease August 31 of the academic year, September 1 to August 31, in which they give notice of their intention to retire from active service, unless an alternative effective date is agreed upon, and there shall be no presumption of reappointment thereafter.

76. Removal

An officer of instruction or librarian who has attained tenure rights shall be removed only by a concurrent vote of a majority of those present at a regular or special meeting of the Board, provided that a quorum for the transaction of business is present, such action being taken only after notice to consider removal has been

given by mail or otherwise to each Trustee and to the person affected at least two weeks prior to the meeting. Procedure on removals shall be in accordance with such rules of tenure as the Board may adopt.

## CHAPTER VIII

### NEW YORK UNIVERSITY MEDICAL CENTER

#### 81. Constituents of the Medical Center

Prior to January 1, 1998, New York University owned and operated the School of Medicine, Post-Graduate Medical School, Tisch Hospital, the Rusk Institute of Rehabilitation Medicine, and all properties appropriated thereto, as a separate administrative unit of the University, known as the New York University Medical Center. As of January 1, 1998, the Tisch Hospital and the Rusk Institute for Rehabilitation Medicine became separately incorporated and commenced operations as the NYU Hospitals Center. On July 17, 1998, the NYU Hospitals Center became a constituent hospital of the Mount Sinai - NYU Medical Center Health Care System.

New York University Medical Center is now a descriptive name used to designate the campus located on First Avenue occupied by the School of Medicine and NYU Hospitals Center.

The New York University Medical Center Foundation is a support organization that receives and allocates gifts and bequests made for the benefit of New York University Medical Center or NYU Medical Center.

#### 82. New York University Medical Center Foundation Board (the "Medical Center Foundation")

- a. The Medical Center Foundation shall be governed, subject to the limitations set forth in the charter of New York University and in these bylaws, by a board of trustees, hereinafter called the Medical Center Foundation Board, of not more than eight Trustees elected by the Board of Trustees of New York University. The President of the University, the Provost of the University and the General Counsel of the University shall be ex officio voting members of the Medical Center Foundation Board. The term of office of Trustees shall expire on August 31 of each year or at such time as their successors have been elected and their terms of office become effective. At the annual meeting, the Medical Center Foundation Board shall recommend to the Board of Trustees of the University all persons to be elected Trustees the following May and shall give notice thereof within one week thereafter to the Secretary of the University. The Board of Trustees of the University at its May meeting shall elect the Trustees of the Medical Center Foundation Board.

- b. A copy of the minutes of each meeting of the Medical Center Foundation Board, including all exhibits, shall be filed with the Secretary of the University not later than thirty days after the meeting at which the minutes of the meeting are approved.

83. Vacancies on Board

In case of a vacancy on the Medical Center Foundation Board for any cause other than the expiration of a term of office, including a vacancy resulting from an enlargement of the Board, the Board may by affirmative vote of a majority of its remaining members, and subject to the approval of the Board of Trustees of the University, appoint a Trustee to hold office during the unexpired portion of the term of the Trustee whose place shall be vacant.

84. Authority of the Medical Center Foundation Board

- a. The Medical Center Foundation Board shall be responsible to the Board of the University for the management of gifts made for the benefit of New York University Medical Center or NYU Medical Center. All policies affecting the operation of the Medical Center Foundation shall at all times conform with the general policies of the University.
- b. The Medical Center Foundation Board may adopt bylaws consistent with the charter and bylaws of the University for the management and regulation of its affairs.

85. Budget

- a. The Medical Center Foundation Board shall adopt and submit to the Board of the University, in time for inclusion in the University budget each year, for consideration and approval, a proposed budget for the Center showing the anticipated receipts and expenditures in the operation of the Medical Center Foundation for the next succeeding fiscal year ending August 31.
- b. The Medical Center Foundation Board may, during the year, make necessary adjustments in the budget adopted by the Board of the University provided that the total expenditures estimated in such adjusted budget shall not exceed the total in the budget adopted by the Board of the University. The Medical Center Foundation Board may authorize expenditures not included in its annual budget, provided that such expenditures receive the prior approval of the Board of the University.

- c. Reports comparing receipts and disbursements with those estimated in the budget and its revisions shall be submitted from time to time to the Board of the University.

86. Financial Affairs

The Medical Center Foundation Board may authorize the opening of bank accounts in the name of the Medical Center Foundation and may designate the persons authorized to sign checks. All financial transactions shall conform to the policies approved by the University and to the procedures established by the Vice President for Finance of the University. Full reports of all transactions shall be made regularly to the Vice President for Finance of the University.

87. Gifts

Any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, intended for the benefit of the New York University Medical Center, regardless of how it may be expressed, shall be vested for the benefit of the former constituents of the New York University Medical Center.

## CHAPTER IX

### NEW YORK UNIVERSITY INSTITUTE OF FINE ARTS

#### 91. Institute Board

- a. The affairs of the New York University Institute of Fine Arts shall be under the direction of a Board of Trustees, which will function with the powers and duties and subject to the limitations and conditions set forth in these bylaws and in the charter of New York University. The membership of the Board of Trustees of the Institute, other than those serving ex officio, shall be divided into three equal classes of not less than three nor more than seven Trustees each elected by the Trustees of the University. All Trustees shall serve for three-year terms, the terms of the members of each class being staggered so as to expire at the October meeting of the Board of Trustees of the University in each of three consecutive years. At its annual meeting in each year, the Board of Trustees of the Institute shall recommend to the Board of Trustees of the University persons to be nominated as members of the class of Trustees whose terms expire at the following October meeting of the Board of Trustees of the University, and shall give notice thereof within one week thereafter to the Secretary of the University. The Board of Trustees of the University shall elect the Trustees of the Institute to constitute such class at such following October meeting. At least one of the Trustees of the Institute shall be a member of the Board of Trustees of the University. In addition to the elected members, the President of the University, the Provost of the University, the General Counsel of the University, the Director of the Metropolitan Museum of Art, and the Director of the Institute shall be ex officio voting members of the Board of Trustees of the Institute.
- b. A copy of the minutes of each meeting of the Institute Board, including all exhibits, shall be filed with the Secretary of the University not later than thirty days after the meeting.

#### 92. Vacancies on Board

In case of a vacancy in any class of Trustees composing the Institute Board for any cause other than the expiration of a term of office, including a vacancy resulting from an enlargement of the Board, the Board may by affirmative vote of a majority of its remaining members, and subject to the approval of the Board of Trustees of the University, appoint a Trustee to fill the vacancy and hold office until the next October meeting of the Board of Trustees of the University.

93. Authority of Institute Board

The Institute Board shall have power to: a) review the Institute's programs, plans, and finances and make recommendations to the Board of Trustees of the University with respect thereto; b) solicit support, financial and otherwise, for the Institute's programs to the extent and in the manner which it deems advisable; c) take custody, for the University, of the Institute's physical facilities; d) manage the endowment of the Institute, including any future grant as well as existing endowment, separately from the general endowment funds of the University; and e) perform such other functions as may be incident to the foregoing or may from time to time be specified by the Board of Trustees of the University.

94. Financial Affairs

All past and future gifts of personal and real property received by the University for the exclusive use of the Institute will be unavailable for any other purpose of the University and will be excluded from the lien of any mortgage or pledge given as security for general-purpose borrowings by the University. The Institute Board may authorize the opening of bank accounts in the name of the Institute and may designate the persons authorized to sign checks. All financial transactions of the Institute shall conform to the policies approved by the University and to the procedures established by the Vice President for Finance of the University. Full reports of all transactions shall be made regularly to the Vice President for Finance of the University.

95. Budgets; Appointments

All budgets (including the use of income from endowment funds of the Institute and tuition and other funds provided by the University) and faculty appointments (including appointments of those junior faculty members with primary appointments in the Graduate Department of Fine Arts of the University) shall be negotiated by the Director of the Institute with the Chancellor of the University and Executive Vice President for Academic Affairs of the University. All faculty appointments shall be subject to the approval of the Graduate School of Arts and Science of the University. Appointments of non-professional employees of the Institute shall be negotiated by the Director of the Institute directly with the Division of Administrative Services, subject to the supervision of the Chancellor of the University and Executive Vice President for Academic Affairs of the University. The Director of the Institute shall be appointed by the President of the University in accordance with the customary procedures of the University and shall have direct access to the President on matters of Institute policy that affect the interests of the University.

96. Bylaws

The Board of Trustees of the Institute may adopt such bylaws for the regulation and management of its affairs, consistent with the charter and bylaws of the University, as it may deem advisable for the performance of its functions. Without limiting the generality of the foregoing, such bylaws may provide for the establishment of an Executive Committee to act on behalf of the Board of Trustees of the Institute between meetings thereof, a Finance Committee to supervise the investment of the endowment of the Institute subject to guidelines established by the Board of Trustees of the Institute, and such other committees as may be deemed appropriate.

97. Indemnification of Trustees of the Institute

Members of the Board of Trustees of the Institute shall be indemnified to the extent provided in Paragraph 18 of the Charter of New York University for members of the managing board of a separate administrative unit of the University.

98. Council of Friends

The Board of Trustees of the Institute is authorized to appoint members of the Council of Friends of the Institute. The role of the Council of Friends is a) to observe the work of the Institute, comment on it, and offer suggestions; b) to interpret the Institute to the community; c) to help build and maintain the bridges connecting the Institute to other institutions, especially museums in New York City; d) to assist with financial support of the Institute, in fund-raising or in making contributions or both; and e) to perform such other functions as the Board of Trustees of the Institute may from time to time specify. The activities of the Council of Friends shall be guided by an Executive Committee appointed by the Board of Trustees of the Institute. The Executive Committee shall have a chairperson or co-chairpersons appointed by the Board of Trustees of the Institute from among the members of the Board unless otherwise approved by the Board of Trustees of New York University. The remaining members of the Executive Committee may, but need not, be members of the Board of Trustees of the Institute.

## CHAPTER X

### NEW YORK UNIVERSITY SCHOOL OF MEDICINE FOUNDATION (the "Foundation")

#### 101. Foundation Board

- a. There has been constituted an entity entitled the New York University School of Medicine Foundation which will function with the powers and duties and subject to the limitations and conditions set forth in these bylaws and in the charter of New York University. The membership of the Board of Trustees of the Foundation, other than those serving ex officio, shall be divided into three equal classes of Trustees each elected by the Trustees of the University. All Trustees shall serve for three-year terms, the terms of the members of each class being staggered so as to expire at the October meeting of the Board of Trustees of the University in each of three consecutive years. At its annual meeting in each year, the Board of Trustees of the Foundation shall recommend to the Board of Trustees of the University persons to be nominated as members of the class of Trustees whose terms expire at the following October meeting of the Board of Trustees of the University, and shall give notice thereof within one week thereafter to the Secretary of the University. The Board of Trustees of the University shall elect the Trustees of the Foundation to constitute such class at such following October meeting. At least four of the Trustees of the Foundation shall be members of the Board of Trustees of the University. In addition to the elected members, the President of the University, the Provost of the University, the General Counsel of the University and the Chair and Vice Chairs of the University Board shall be ex officio voting members of the Board of Trustees of the Foundation.
- b. A copy of the minutes of each meeting of the Foundation Board, including all exhibits, shall be filed with the Secretary of the University not later than thirty days after the meeting at which the minutes are approved.

#### 102. Vacancies on Board

In case of a vacancy in any class of Trustees composing the Foundation Board for any cause other than the expiration of a term of office, including a vacancy resulting from an enlargement of the Board, the Board may by affirmative vote of a majority of its remaining members, and subject to the approval of the Board of Trustees of the University, appoint a Trustee to fill the vacancy and hold office until the next October meeting of the Board of Trustees of the University.

103. Authority of School of Medicine Foundation Board

The School of Medicine Foundation Board shall have power to: a) review the School of Medicine's programs, plans, and finances and make recommendations to the Board of Trustees of the University with respect thereto; b) solicit support, financial and otherwise, for the School of Medicine's programs to the extent and in the manner which it deems advisable; c) manage the endowment of the Foundation, including any future grant as well as existing endowment, separately from the general endowment funds of the University; and d) perform such other functions as may be incident to the foregoing or may from time to time be specified by the Board of Trustees of the University.

104. Financial Affairs

All past and future gifts of personal and real property received by the University for the exclusive use of the School of Medicine will be unavailable for any other purpose of the University and will be excluded from the lien of any mortgage or pledge given as security for general-purpose borrowings by the University. The Foundation Board may authorize the opening of bank accounts in the name of the Foundation and may designate the persons authorized to sign checks. All financial transactions of the Foundation shall conform to the policies approved by the University and to the procedures established by the Vice President for Finance of the University. Full reports of all transactions shall be made regularly to the Vice President for Finance of the University.

105. Budgets; Appointments

All budgets (including the use of income from endowment funds of the Foundation and tuition and other funds provided by the University) and faculty and professional staff appointments shall be negotiated by the Dean of the School of Medicine with the Provost of the University or his/her designee. The Dean of the School of Medicine shall be appointed by the President of the University in accordance with the customary procedures of the University and shall have direct access to the President on matters of School of Medicine policy that affect the interests of the University.

106. Bylaws

The Board of Trustees of the Foundation may adopt such bylaws for the regulation and management of its affairs, consistent with the charter and bylaws of the Foundation and of the University, as it may deem advisable for the performance of its functions. Without limiting the generality of the foregoing, such bylaws may

provide for the establishment of an Executive Committee to act on behalf of the Board of Trustees of the Foundation between meetings thereof, a Finance Committee to supervise the investment of the endowment of the Foundation subject to guidelines established by the Board of Trustees of the Foundation, and such other committees as may be deemed appropriate.

107. Indemnification of Trustees of the Institute

Members of the Board of Trustees of the Foundation shall be indemnified to the extent provided in Paragraph 18 of the Charter of New York University for members of the managing board of a separate administrative unit of the University.

## CHAPTER XI

### AMENDMENTS

#### 111. Suspension and Amendment

These bylaws may be suspended or amended by unanimous vote of the Board at a meeting only upon the recommendation of the President and the Chairperson of the Board, or else upon a written motion to suspend or amend, made at one meeting and adopted by a two-thirds vote at a succeeding meeting.

#### 112. Repeal of Other Action

All earlier statutes or bylaws of New York University and all regulations and resolutions heretofore adopted that are inconsistent with the foregoing bylaws are hereby repealed.

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