

**Bylaws of the University of Delaware**  
**(Revised 1989, 1992, 1997, 1999, 2011, 2016,**  
**2021, 2024)**

**ARTICLE 1: THE BOARD OF TRUSTEES**

**SECTION 1.1. COMPOSITION AND METHOD OF APPOINTMENT OF THE BOARD OF TRUSTEES**

SECTION 1.1.1. *Composition of the Board; Method of Appointment.* The composition of the Board and method of appointment of Trustees shall be as prescribed by the Charter of the University.

SECTION 1.1.2. *Vacancies; Resignation; Removal of Trustees.*

SECTION 1.1.2.1. Any vacancy in the Board caused by the expiration of term, death, resignation or otherwise, of a Trustee who was appointed by the Governor shall be filled by the Governor, so that there shall at all times be eight members of the Board appointed by the Governor. All other vacancies shall be filled by election by the Board.

SECTION 1.1.2.2. Any Trustee may resign at any time by mailing or otherwise delivering a written resignation to the Chair of the Board or the University Secretary.

SECTION 1.1.2.3. Any Trustee, upon recommendation by not less than two-thirds of the members of the Executive Committee, may be removed from the Board for any cause deemed by the Board to be appropriate, by the vote of two-thirds of the Trustees then serving.

SECTION 1.1.2.4. If any Trustee shall be convicted of a felony, whether the conviction resulted from a plea of guilty or nolo contendere or from a verdict after trial or otherwise, such member shall be deemed to have automatically resigned as a member of the Board as of the date of such conviction. If any Trustee shall be charged with a felony, such Trustee shall be placed on leave automatically during the pendency of the proceeding, unless thereafter by an affirmative vote of at least two-thirds of the Trustees the Board determines otherwise.

SECTION 1.1.3. *Attendance at Board Meetings.* The place of a Trustee who shall be absent from three successive regular meetings shall be vacated, unless the Board shall otherwise specially direct, and a vacancy thus created shall be filled as in other cases. The acceptance by the Board of an excuse for nonattendance shall be construed as a special direction that such absence shall not operate toward creating a vacancy. A Trustee appointed or elected and not accepting at or before the next regular meeting shall be considered as declining and a new appointment shall be made.

SECTION 1.1.4. *Honorary Counselor to the Board.* The Board may in its discretion, from time to time, appoint any person to the office of Honorary Counselor to the Board, in recognition of long and distinguished service to the University. The Counselor to the Board shall be privileged to

attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide. An Honorary Counselor to the Board, not being a member of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

SECTION 1.1.5. *Trustees Emeriti*. The Board may in its discretion, from time to time, appoint any former Trustee to the office of Trustee Emeritus of the Board in recognition of distinguished service to the University as a Trustee. A Trustee Emeritus shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide. A Trustee Emeritus of the Board, not being a member of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

## **SECTION 1.2. POWERS OF THE BOARD OF TRUSTEES**

SECTION 1.2.1. *Powers of the Board*. As provided in Section 5106 of the Charter of the University, the Board shall have the entire control and management of the affairs of the University; and nothing provided in these Bylaws shall diminish or reduce the Board's plenary authority over all matters related to the control and management of the affairs of the University.

## **SECTION 1.3. MEETINGS OF THE BOARD OF TRUSTEES**

SECTION 1.3.1. *Regular Meetings*. Two regular meetings of the Board shall be held every year at the University or such other location as the Chair of the Board shall determine, one in the fall and the other in the spring, the specific day to be determined by the Chair of the Board. Other regular meetings may be held on the call of the Chair of the Board or President, which may be made at the Chair or President's own discretion, or shall be made on the written request of any two or more Trustees.

SECTION 1.3.2. *Special Meetings*. Special meetings may be held at the call of the Chair of the Board, which the Chair of the Board may make at his or her discretion and shall make on the written request of at least six Trustees.

SECTION 1.3.3. *Notice of Meetings; Electronic Notice*.

SECTION 1.3.3.1. The Secretary of the Board shall give notice of all regular meetings of the Board by sending to Trustees written notification, at least two weeks in advance of regular meetings. Except as otherwise required by law, at least three days' written, or telephone notice shall be given of special meetings of the Board; *provided, however*, that the Chair of the Board may call a special meeting upon less than three days' notice if special circumstances warrant. The time and place of all meetings and the purpose of special meetings shall be stated in the notice thereof, and the proceedings of special meetings shall be confined to the purposes therein stated and matters germane thereto.

SECTION 1.3.3.2. Written notification may be effected by mailing, facsimile transmission, courier service, email or similar electronic transmission, to each Trustee's last known address. Notice shall be deemed given on the date sent or transmitted.

SECTION 1.3.3.3. Attendance at a meeting shall constitute waiver of notice, except when a Trustee attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not properly called or convened.

SECTION 1.3.4. *Quorum*. Nine Trustees shall constitute a quorum to do business; a lesser number may adjourn.

SECTION 1.3.5. *Ex Officio Trustees*. Ex officio Trustees as specified in the Charter of the University shall be entitled to vote at all Board meetings.

SECTION 1.3.6. *Order of Business at Meetings of the Board*. Unless ordered by the Chair of the Board or other Trustee presiding in the absence of the Chair of the Board, the order of business at each regular meeting of the Board shall be:

1. Roll Call
2. Excuses for absences
3. Approval of minutes of the last meeting
4. Unfinished business
5. Reports of officers
  - (a) Treasurer of the Board
  - (b) President of the University
6. Reports and recommendations of standing committees
7. Reports and recommendations of special committees
8. Appointment of committees
9. Miscellaneous
10. Adjournment

SECTION 1.3.7. *Taking and Preservation of Minutes*. The University Secretary or delegate shall take minutes of all meetings of the Board; shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board; and shall be custodian of all records of the Board.

SECTION 1.3.8. *New Business*. No business properly referable to a standing committee or committees of the Board shall, prior to such reference, be considered in a meeting of the Board without the consent of (1) a majority of the Trustees present who are members of the committee or committees concerned and (2) an affirmative vote of a majority of the Trustees present.

SECTION 1.3.9. *Executive Sessions*. By order of the Chair of the Board or by vote of a majority of the Trustees present at any meeting of the Board, the meeting or a portion thereof may be closed to the public, subject to the applicable requirements of State law concerning access to such meetings. Executive sessions of the Board shall include the Trustees (including the President), the General Counsel, and the University Secretary; *provided, however*, that should the subject of an executive session be the performance of a specific Trustee, the General Counsel, or the University Secretary, then that person shall not be entitled to attend. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Chair of the Board or other Trustee

presiding in the absence of the Chair of the Board.

SECTION 1.3.10. *Compliance with Delaware Freedom of Information Act.* In those instances where Delaware's Freedom of Information Act, 29 Del. C. Ch. 100 ("FOIA"), applies to activities of the Board, the Board shall act in compliance with FOIA.

SECTION 1.3.11. *Livestreaming of Board Meetings.* Meetings of the full Board of Trustees shall be livestreamed such that members of the public may hear all meeting participants contemporaneously. Recordings of full Board meetings will be maintained for public access for a period of at least one year.

SECTION 1.3.12. *Virtual Meetings.* The Board may convene meetings virtually or by other electronic means to the extent permitted by Delaware law.

## **SECTION 1.4. TRUSTEE CONFLICT OF INTEREST POLICY**

SECTION 1.4.1. *Scope.* The purpose of this Conflict of Interest Policy is to protect the University's interest if a transaction or arrangement to which the University is a party might benefit or might be seen as benefiting the private interest of a Trustee.

SECTION 1.4.2. *Policy.* It is the policy of the University that Trustees shall act in a manner consistent with their fiduciary duty and responsibilities to the University, and that, should they have a conflict of interest, they shall recuse themselves from Board consideration of the matter giving rise to the conflict of interest.

SECTION 1.4.3. *Definitions.* As used in this Conflict of Interest Policy, the following terms shall have the meanings indicated.

SECTION 1.4.3.1. "Trustee" means (a) a person serving as a voting or nonvoting member of the Board; (b) an honorary counselor to the Board appointed under Section 1.1.4; (c) a Trustee Emeritus or Trustee Emerita appointed to the Board under Section 1.1.5; and (d) a non-Trustee appointed to a visiting committee under Section 2.4.

SECTION 1.4.3.2. "Conflict of interest" means a situation in which a Trustee's financial interest in a transaction for the provision of goods or services to the University for compensation or remuneration or his or her relationship with an organization compromises the Trustee's independence of judgment, allows a Trustee to exploit his or her position for personal or financial gain, or causes harm to the University's reputation.

SECTION 1.4.3.3. "Organization" means an individual, company, association, partnership, or other entity, whether incorporated or unincorporated and whether for-profit or not-for-profit, that provides or has expressed an interest in providing goods or services to the University for compensation or remuneration.

SECTION 1.4.3.4. "Affiliate" means (a) an organization of which a Trustee is an officer, director, trustee, partner, employee or agent; (b) an organization in which the Trustee has a material interest; or (c) any spouse, parent, or child of a Trustee.

SECTION 1.4.3.5. “Material interest” means a financial interest in an organization by virtue of (a) ownership of five percent or more of the organization’s outstanding stock or comparable ownership interest in a non-corporate entity; (b) a paid consulting or employment relationship with the organization; or (c) receipt of a gift, favor, benefit, or service from the organization if the cumulative value of all such gifts, favors, benefits, and services received by such Trustee from such organization in any twelve-month period is \$100 or more.

SECTION 1.4.4. *No Compensation for Trustees.* Trustees serve as volunteers and are not compensated for their services. Consistent with this policy, no Trustee may serve as a paid consultant to or enter into a paid employment or contractual relationship with the University or otherwise provide services to the University for payment while he or she is a Trustee or for a period of one year after service as a Trustee ends; *provided, however*, that the prohibition in this sentence shall not be construed or applied to prohibit a contract of full-time employment between the University and any Trustee who is employed by the University as (1) President or (2) a member of the University Faculty if such Trustee was so employed prior to his or her appointment as a Trustee.

SECTION 1.4.5. *Disclosure.* Each Trustee shall be required to file on an annual basis, and at such other times as a potential conflict of interest may arise, a Disclosure and Compliance Affirmation Statement disclosing his or her financial interest, or that of an affiliate, in a transaction for the provision of goods and services to the University for compensation or remuneration and affirming that (1) the Trustee has read the Conflict of Interest Policy contained in these Bylaws, and (2) the Trustee will avoid participating in any University decision involving or affecting such transaction or where for other reasons the Trustee’s independent judgment could be affected by a conflict of interest.

SECTION 1.4.6. *Recusal.* Trustees shall avoid participating in any University decision in which, by any reasonable standard, institutional or other connections could influence the Trustee’s independent judgment. Where the Trustee is in doubt as to whether he or she should avoid participating in a decision, the Trustee shall raise the issue in advance with the Chair of the Board for determination.

SECTION 1.4.7. *Quorum consideration.* A Trustee who is recused under Section 1.4.6 may be counted in determining the presence of a quorum but such Trustee shall not be counted for purposes of determining whether a quorum exists with respect to the requisite action. In the event that the Chair of the Board is an interested Trustee, the senior Vice Chair of the Board in the case of the Board or the senior Trustee in the case of a committee of the Board shall undertake the powers and duties of the Chair of the Board or committee chair in connection with the matter under consideration.

## **SECTION 1.5. OFFICERS OF THE BOARD AND THEIR DUTIES**

SECTION 1.5.1. *Officers of the Board.* The officers of the Board shall be a Chair of the Board, one or more Vice Chairs of the Board, a Secretary, and a Treasurer. Officers shall be elected annually by a majority vote of those present at the regular spring meeting of the Board. Officers shall each perform the duties imposed upon them in their respective offices by the Charter of the University, these Bylaws, and the general law, and shall hold their offices until their successors are elected.

One Trustee may hold more than one office. The Board reserves the power to remove any officer and to fill vacancies occasioned by death, resignation, removal, or any other cause. Officers of the Board shall not be deemed officers of the University.

SECTION 1.5.2. *Chair of the Board.* The Chair of the Board shall preside at all meetings of the Board when present. The Chair of the Board shall have the authority to perform the duties imposed by law, the Charter of the University, these Bylaws, and resolutions of the Board. The Chair of the Board shall perform generally the functions of the executive head of the Board. The Chair of the Board shall be an *ex officio* member of all standing and special committees of the Board. With the exception of the Executive Committee, the Chair of the Board shall not be counted for purposes of determining the presence of a quorum and shall have no vote in standing and special committees.

SECTION 1.5.3. *Vice Chair of the Board.* In the event of the absence or disability of the Chair of the Board, the powers and duties of the Chair of the Board shall devolve upon the senior Vice Chair of the Board. In the event the senior Vice Chair of the Board is absent or unable to serve, or elects not to serve, the next senior Vice Chair of the Board shall be eligible to serve, and so on.

Seniority shall be determined by the length of service in the office of Vice Chair of the Board. In the case of contemporaneously elected Vice Chairs of the Board, seniority shall be determined by length of service as a Trustee.

SECTION 1.5.4. *Chair of the Board pro tempore.* In the absence of the Chair of the Board and the Vice Chairs of the Board, the Board shall elect a Chair of the Board pro tempore to preside at that particular meeting.

SECTION 1.5.5. *Secretary.*

SECTION 1.5.5.1. The Secretary through the University Secretary, shall perform duties imposed by law and usually incident to that office except as otherwise provided by the Board. The Secretary shall, in addition to the sending of notices of meetings herein provided for, see that copies of the minutes of the preceding regular meeting and of any special meeting held since the last regular meeting are sent to each Trustee. As soon as possible after each meeting, the Secretary shall transmit to the proper officer, or to the chairs of the appropriate committees, all papers, matters, or business that may have been referred to them respectively. The Secretary shall notify, in writing, all persons elected or appointed to office by the Board and shall notify those upon whom honorary degrees are to be conferred.

SECTION 1.5.5.3. The Secretary may delegate to the University Secretary or other appropriate officer of the University any of the duties of the Board Secretary.

SECTION 1.5.6. *Treasurer.*

SECTION 1.5.6.1 The Treasurer, through the University Treasurer, shall have general supervisory authority over the funds and moneys of the University and the disbursement thereof, except to the extent that the Board may otherwise provide. The Treasurer shall render

each year to the Committee on Finance a full report and an inventory of the investments of the University. The University Treasurer or other appropriate officer of the University shall also submit to the Board at its regular meeting in December an auditor's report of all accounts up to the first day of the preceding July.

SECTION 1.5.6.2. The Treasurer may delegate to the University Treasurer or other appropriate officer of the University any of the duties of Board Treasurer.

## **ARTICLE 2. COMMITTEES OF THE BOARD AND THEIR DUTIES**

### **SECTION 2.1. STANDING COMMITTEES.**

SECTION 2.1.1. The Standing Committees of the Board shall be: an Executive Committee; Academic Affairs Committee; a Finance Committee; a Grounds and Buildings Committee; an Honorary Degrees and Awards Committee; a Public Affairs and Advancement Committee; a Student Life and Athletics Committee; an Audit Committee; and a Nominating and Governance Committee; and such other standing committees as may be established by the Board of Trustees from time to time with duties and powers approved by the Board of Trustees.

SECTION 2.1.2. Except for the Executive Committee, the Board may vote to discontinue or dissolve any Standing Committee or other committee as is deemed necessary by the Board. The Secretary of the Board shall maintain a current list of the approved Standing Committees.

SECTION 2.1.3. Unless otherwise specified in a committee charter, Standing Committees shall consist of at least three Trustee members (excluding ex officio members).

SECTION 2.1.4. The Board shall review Standing Committee charters at least once every two years to ensure alignment with governance practices and institutional priorities.

SECTION 2.1.5. Any matters appropriate for consideration by a standing committee ordinarily shall first be referred to that committee by the Chair of the Board, except when the Chair of the Board determines in his or her discretion that prompt action is needed. Matters determined to be appropriate for consideration by more than one standing committee may be referred by the Chair of the Board to one or more committees for consideration, jointly or serially, in his or her discretion.

### **SECTION 2.2. EXECUTIVE COMMITTEE.**

SECTION 2.2.1. The Executive Committee shall consist of the Chair of the Board and seven additional Trustees as may be appointed by the Chair of the Board from time to time. Five members shall constitute a legal quorum for the transaction of business.

SECTION 2.2.2. In any interval between the regular meetings of the Board, the Executive Committee shall have authority to transact all business and do any act that could come before the Board.

### SECTION 2.2.3. *Compensation Committee.*

SECTION 2.2.3.1. The Compensation Committee supports the Board of Trustees in fulfilling its fiduciary duties by overseeing the University's compensation philosophy and framework to ensure alignment with its mission. The Committee reviews and approves the President's recommendations on compensation for senior officers and employees on employment contracts. The Committee reviews and recommends changes to the President's compensation to the Executive Committee of the Board of Trustees. The President shall not participate in discussions or decisions regarding their own compensation.

### **SECTION 2.3. SPECIAL COMMITTEES.**

SECTION 2.3.1. The Chair of the Board may authorize the establishment of one or more special committees. These committees shall not have the authority to take any action on behalf of the Board but shall instead render advice to the Board and/or a Standing Committee thereof. Each special committee shall exist until it has completed the purpose for which the committee was established, but in no event shall a special committee remain active for more than one year from the date of its appointment unless the Executive Committee has authorized such committee to act for a longer period of time. A list of the current approved Special Committees of the Board shall be maintained by the Secretary of the Board.

### **SECTION 2.4 VISITING COMMITTEES.**

SECTION 2.4.1. *Creation of Visiting Committees.* Visiting committees may be created from time to time by the Executive Committee to serve under standing committees of the Board. A visiting committee would typically be created for the purpose of supporting a unit of the University. A visiting committee would typically be named to carry out other functions more specific or detailed than those which are the responsibility of a standing committee of the Board and may include non-Trustee experts, subject to the approval of the Executive Committee.

SECTION 2.4.2. *Appointment of Visiting Committees.* The chair of the standing committee served by a visiting committee, or a member of the standing committee designated by the chair of such standing committee shall serve as a member of any visiting committee. The President of the University, or his or her designee, shall each serve ex-officio as a member of any visiting committee, but shall not be counted for the purpose of determining the presence of a quorum and shall have no vote. The chair and other members of a visiting committee shall be appointed, for the terms specified, by the Chair of the Board, and such appointees need not be Trustees.

SECTION 2.4.3. *Coordination.* The University Secretary shall have responsibility for coordination of the affairs of the visiting committees, as in the case of other committees.



## **SECTION 2.5. SUBCOMMITTEES.**

SECTION 2.5.1. The chair of each Standing Committee, with the concurrence of the Chair of the Board, shall have the authority to establish a subcommittee and appoint members to such subcommittees as he or she deems necessary or desirable to properly discharge the committee's responsibilities and, when authorized by the Executive Committee, to appoint non-voting, advisory members who are not Trustees to attend and participate in the meetings of the standing committee or its subcommittees.

## **SECTION 2.6. APPOINTMENT OF COMMITTEES.**

SECTION 2.6.1. Members of standing committees shall be appointed each year by the Chair of the Board, and members shall hold office for one year or until successors are appointed, except that members of the Executive Committee may be appointed for shorter terms. Members of special committees shall be appointed by the Chair of the Board. Other committees of the Board and the members thereof shall be appointed by the Chair of the Board as occasion may require and for such periods as the Chair of the Board shall determine. The Chair of the Board shall have the power at any time to fill vacancies on committees that may occur and to name additional members to committees within limits prescribed by these Bylaws. The Chair of the Board shall also designate the chair of each of the committees.

SECTION 2.6.2. The President and Trustees who are not members of a standing or visiting committee may attend any standing or visiting committee, subject to the advance approval of the chair of such standing or visiting committee, but their presence shall not be counted for the purpose of determining the presence of a quorum and they shall have no vote.

## **SECTION 2.7. REPORTS OF STANDING COMMITTEES.**

SECTION 2.7.1. All standing committees shall submit their respective reports and their recommendations to the Executive Committee. The Executive Committee shall consider the various recommendations contained in such reports and shall submit such reports and the Executive Committee's recommendations to the Board.

## **ARTICLE 3: THE FACULTY AND OFFICERS OF THE UNIVERSITY**

### **SECTION 3.1. EDUCATIONAL SUBDIVISIONS OF THE UNIVERSITY**

SECTION 3.1.1. *Educational Organization; Colleges.* Until otherwise ordered by the Board, the University shall have nine colleges, each headed by a dean: Agriculture and Natural Resources; Arts and Sciences; the Lerner College of Business and Economics; Earth, Ocean, and Environment; Education and Human Development; Engineering; Health Sciences; Honors; and Graduate.

SECTION 3.1.2. *Changes to Educational Organization.* Recommended changes in the educational organization of the University shall come to the Board through the President of the University.

## SECTION 3.2. THE FACULTY

SECTION 3.2.1. *Role of the Faculty.* Until otherwise ordered by the Board, and to the extent provided in these Bylaws, authority is hereby delegated to the University Faculty to formulate and administer the academic and educational policies of the University in accordance with the Charter of the University, provided that any changes in academic and educational policies having a material financial impact upon the University shall require approval of the Board.

SECTION 3.2.2. *Membership in the Faculty.*

SECTION 3.2.2.1. The voting membership shall consist of the following: the President of the University; academic administrators holding a faculty rank; full-time professors, associate professors, assistant professors, and instructors; and such other members of the administrative and professional staff as may be approved by the Trustees.

SECTION 3.2.2.2. The University Faculty may elect to honorary membership persons who have rendered meritorious service to the University.

SECTION 3.2.3. *Faculty Senate.*

SECTION 3.2.3.1. There exists a Faculty Senate, formed by the University Faculty through its Constitution, which shall function as the standing executive committee of the University Faculty, and that shall, except during regular and special meetings of the University Faculty, exercise all the powers vested in the University Faculty of the University of Delaware by the Board of Trustees, and that shall be empowered to determine the duties that it will delegate to the faculty committees. The Faculty Senate shall have the power to adopt and to amend Senate Bylaws governing its composition, organization, and procedures. The Senate Bylaws shall provide for such standing and special committees as may be needed.

SECTION 3.2.3.2. The Faculty Handbook shall contain the major academic and educational policies and regulations of the University and shall be maintained jointly by the Faculty Senate and the Provost's Office. Changes to the Faculty Handbook (excluding the section on Personnel Benefits) may be proposed by the Faculty Senate, University Faculty or the Provost. Changes initiated through and approved by the Faculty Senate or University Faculty require approval of the Provost. Changes initiated by the Provost require approval of the Faculty Senate or University Faculty. Disapproval by either shall occur only for reasons that are communicated in writing. The parties then shall have the opportunity for further consideration. Conflicts between the Faculty Senate or University Faculty and the Provost, whether with respect to policies proposed by the Provost or originated by the Faculty Senate or University Faculty, shall be resolved by the President after transmittal of their respective views.

SECTION 3.2.4 *The President as Member of the Faculty.* The President of the University shall be the presiding officer of the University Faculty.

SECTION 3.2.5. *Responsibilities of the Faculty.* The University Faculty, ordinarily acting

through the Faculty Senate, except when the University Faculty act through a University Faculty meeting (to be held upon call of the President of the University, a majority vote of the Faculty Senate, or a petition by fifteen percent of the voting members of the University Faculty), shall:

SECTION 3.2.5.1. Make recommendations on the rules and regulations for the government and discipline of the student body.

SECTION 3.2.5.2. Provide for the establishment of the curricula and courses at the University.

SECTION 3.2.5.3. Consult with the appropriate unit(s) and make recommendations for programs of extra-curricular education for students.

SECTION 3.2.5.4. Consult with the appropriate unit(s) and make recommendations on educational and academic policies of admission.

SECTION 3.2.5.5. Determine the requirements for academic degrees and recommend candidates for diplomas, academic degrees and academic certificates, which shall be conferred by the President of the University under the authority of the Board.

SECTION 3.2.5.6. Recommend policies concerning awards, prizes, and scholarships.

SECTION 3.2.5.7. Recommend policies relating to the administration of the University Library.

SECTION 3.2.5.8. Make recommendations for the conduct of formal academic exercises and functions held under the auspices of the University.

SECTION 3.2.5.9. Adopt regulations governing its own procedures with authority to enact, amend, and repeal its Constitution and Senate Bylaws.

SECTION 3.2.5.10. Determine the duties that it will delegate to Faculty Senate committees and to the faculties of the several colleges and divisions of the University.

SECTION 3.2.5.11. Make recommendations concerning the establishment of any degree program or the disestablishment of any degree program.

SECTION 3.2.5.12. Consider and make recommendations for proposed changes in University organization. Changes in University organization shall include the establishment or abolition of academic departments, colleges or divisions; the transfer of a department or division from one college to another; and the establishment or abolition of administrative offices that are directly concerned with academic matters.

SECTION 3.2.6. *Privileges of the Faculty.* It shall be the privilege of the University Faculty:

SECTION 3.2.6.1. To consider matters of general interest to the University and make recommendations thereupon to the President for transmission to the Board.

SECTION 3.2.6.2. To make recommendations to the President or the President's designee, for transmission to the Board, concerning the formation of policies governing academic appointments, promotions, tenure, dismissals, and salaries.

SECTION 3.2.6.3. To propose to the President, for transmission to the Board, amendments to these Bylaws, *provided that* any such proposed amendment is proposed in writing at the preceding regular meeting of the University Faculty.

SECTION 3.2.7. *President and Faculty.* The University Faculty and Administrative Officers of the University shall administer the academic and educational policies of the University in a collaborative manner. All matters of conflicting jurisdiction as to the exercise of powers by the several colleges and divisions shall be decided by the President of the University in his or her sole discretion.

### **SECTION 3.3. ADMINISTRATIVE OFFICERS OF THE UNIVERSITY**

SECTION 3.3.1. *Administrative Officers of the University.* The Administrative Officers of the University shall be the President of the University; the Provost; the University Secretary; and such University officers holding the rank of Executive Vice President, Senior Vice President, or Vice President and such other administrative officers as the Board, by resolution, shall from time to time establish.

SECTION 3.3.2. *President of the University.*

SECTION 3.3.2.1. The President of the University is appointed by the Board and serves at the pleasure of the Board.

SECTION 3.3.2.2. The President, as the executive agent of the Board and the chief executive officer of the University shall have general supervision of the affairs of the University.

SECTION 3.3.2.3. Subject to confirmation by the Executive Committee or the Board, the President shall appoint the Provost, Executive Vice President the Secretary, and the General Counsel. Subject to consultation with the Executive Committee, the President may appoint a sufficient number of vice presidents of the University, and other officers of the University to assist in fulfilling the responsibilities of the University's chief executive officer;

SECTION 3.3.2.4. Subject to the recommendation of the Provost and consultation with the Board Chair, the President shall appoint the Deans.

SECTION 3.3.2.5. In the event of a scheduled absence, the President may delegate administrative functions to any administrative officer.

SECTION 3.3.2.6. In the event of incapacity of the President that materially impairs the President's ability to discharge the responsibilities of the office, the Provost shall perform the duties of the President, unless the Board of Trustees shall direct otherwise.

SECTION 3.3.2.7. In the event of a vacancy in the office of the President, an Acting President shall be chosen by the Board to serve at the pleasure of the Board. The Chair of the Board shall appoint a special committee, the members of which need not all be Trustees, that, pursuant to policies and procedures adopted by the Board, shall seek and evaluate candidates for the office. To be elected, a nominee must receive the affirmative vote of at least a majority of the voting members of the Board then in office.

SECTION 3.3.2.8. The President shall be removable from office only upon the affirmative vote of a majority of the voting members of the Board then in office.

### SECTION 3.3.3. *The Provost.*

SECTION 3.3.3.1. The Provost shall be the chief academic officer of the University next in authority to the President of the University. The Provost shall report to the President and, in addition to the powers and duties specified in this Bylaw, shall have such additional powers and duties as shall be assigned from time to time by the President.

SECTION 3.3.3.2. As chief academic officer, the Provost shall be responsible for proposing academic and educational policies to the Faculty Senate and for reviewing and approving, prior to implementation, all academic and educational policies of the University which are initiated and approved by the Faculty Senate or University Faculty. Disapproval by the Provost of policies approved by the Faculty Senate or University Faculty shall occur only for reasons that are communicated in writing to the Faculty Senate or University Faculty by the Provost. The Faculty Senate or University Faculty then shall have the opportunity for further consideration. Conflicts between the Faculty Senate or University Faculty and the Provost, whether with respect to policies proposed by the Provost or originated by the Faculty Senate or University Faculty, shall be resolved by the President after transmittal of their respective views.

SECTION 3.3.3.3. The Provost shall receive through the Faculty Senate or University Faculty recommendations developed by the faculty and educational officers for consideration and recommendation to the President and Board of Trustees.

### SECTION 3.3.4. *University Secretary.*

SECTION 3.3.4.1. Under the direction of the President and the Board, the University Secretary is responsible for the administration of matters related to the Board, its standing, special, and visiting committees, including the official record of actions considered and taken by the Board and its committees, and providing staff support for the Board and its committees. The University Secretary is the liaison between the Board and the University administration.

SECTION 3.3.5.2. The University Secretary shall affix the seal of the University to such documents as may require it.

#### SECTION 3.3.4. *University Treasurer.*

SECTION 3.3.4.1. The University Treasurer shall oversee the University's banking and treasury operations, external debt financing, and the management and safeguarding of all cash, securities, and other financial assets, excluding endowment and comparable investments. The University Treasurer shall establish and maintain the University's relationships with financial institutions for debt-related, custodial, depository, and other banking functions, ensuring the proper deposit of University funds.

SECTION 3.3.4.1. In addition to performing the customary duties of the office, the University Treasurer shall carry out any other responsibilities assigned by the President, the Board of Trustees, or the Chief Financial Officer. In the event of the University Treasurer's absence or inability to serve, an Assistant Treasurer elected by the Board may exercise all powers and responsibilities of the Treasurer.

### **SECTION 3.4. ACADEMIC DEANS OF THE UNIVERSITY**

SECTION 3.4.1. *Deans of Colleges.* Under the direction of the Provost, each of the University's colleges shall be managed and directed by a dean, who shall be appointed as provided in Section 3.3.2.4.

SECTION 3.4.2. *Duties of Deans.* The dean of any college, in addition to other duties, shall have immediate charge of supervising and coordinating all research, instructional, educational, budgeting and outreach activities of that college.

### **SECTION 3.5. CHAIRS/DIRECTORS OF ACADEMIC DEPARTMENTS/SCHOOLS**

SECTION 3.5.1. *Appointments of Chairs/Directors of Academic Departments/Schools.* Department chairs/School directors shall be appointed by the President of the University, upon the recommendation of the appropriate deans and the Provost, with the President having the authority to replace a department chair/school director at any time if, in the opinion of the President, Provost, or the appropriate dean, such action shall be desirable.

SECTION 3.5.2. *Duties of Chairs/Directors.* The chair/director of any department/school, in addition to other duties, shall have immediate charge of supervising and coordinating all research, instructional, educational, and outreach activities of that department/school.

## **ARTICLE 4: INDEMNIFICATION AND ADVANCEMENT OF EXPENSES OF TRUSTEES AND OFFICERS**

**SECTION 4.1. ELIGIBILITY FOR INDEMNIFICATION.** Any Trustee or officer who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or Administrative Officer of the University of Delaware, or is or was serving at the request of the University as a trustee, director, or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the University against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the trustee, director, or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, the University shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such indemnification is authorized by the Board. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the University, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful; provided, however, if the action referred to above is brought by or in the right of the University to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the University unless and only to the extent that the Court of Chancery of the State of Delaware or the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the said Court shall deem proper.

**SECTION 4.2. INDEMNIFICATION AGAINST EXPENSES.** To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 4.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

**SECTION 4.3. DETERMINATION OF ELIGIBILITY.** Except as provided in Section 4.2 or ordered by a court, any indemnification authorized by Section 4.1 shall be made by the University only as authorized in the specific case upon a determination that indemnification of the trustee, director, or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 4.1. Such determination shall be made (1) by the Board by a majority vote of Trustees who were not parties to such action, suit or proceeding even though less than a quorum, or (2) by a committee of such Trustees designated by majority vote of such Trustees even though less than a quorum, or (3) if there are no such Trustees, or if such disinterested Trustees so direct, by independent legal counsel in a written opinion.

**SECTION 4.4. ADVANCE PAYMENT OF EXPENSES.** Expenses (including attorneys' fees) incurred by the persons identified in Section 4.1 in defending a civil or criminal action, suit or proceeding referred to in Section 4.1 shall be paid in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such a person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the University as authorized by these Bylaws.

**SECTION 4.5. MISCELLANEOUS.** The foregoing rights of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such trustee, director, or officer may be entitled, under any other Bylaw, agreement, vote of disinterested trustees or otherwise, and shall continue as to a person who has

ceased to be a trustee, director, or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE 5: AMENDMENT OF BYLAWS**

**SECTION 5.1. AMENDMENT OF BYLAWS.** These Bylaws may be altered or amended at any meeting by a vote of a majority of all Trustees.