

CONSTITUTION AND BY-LAWS OF THE UNIVERSITY OF THE SOUTH

ARTICLE I

Name and Control

“THE UNIVERSITY OF THE SOUTH” is the name given to this institution in its Charter, which was granted by the State of Tennessee in 1858. Pursuant to that Charter, it must in all parts be under the sole and perpetual control of the Protestant Episcopal Church in the United States of America, represented by a Board of Trustees composed as hereinafter provided. This Constitution and By-Laws is formed pursuant to the authority of the Charter and supersedes all previous such instruments however denominated.

ARTICLE II

The Board of Trustees

SECTION 1. The Board of Trustees shall be composed of the Bishops, Bishops Coadjutor, Bishops Suffragan, and Assistant Bishops, but not Assisting Bishops, of the Dioceses of Alabama, Arkansas, Atlanta, Central Florida, Central Gulf Coast, Dallas, East Carolina, East Tennessee, Florida, Episcopal Church in North Texas, Georgia, Kentucky, Lexington, Louisiana, Mississippi, Missouri, North Carolina, Northwest Texas, South Carolina, Southeast Florida, Southwest Florida, Tennessee, Texas, Upper South Carolina, West Tennessee, West Texas, Western Louisiana, Western North Carolina, and such Dioceses as may hereafter become affiliated with the University, who shall be *ex officio* members of the Board. One presbyter or deacon and two lay communicants of this Church from each of these Dioceses will be elected by the Councils or Conventions or legislative assemblies of the same for the term of three years or for terms of one, two, or three years until staggered succession is provided. Each member of the Board of Trustees shall be entitled to one vote. Retired Bishops of the constituent Dioceses of the University, formerly members of the Board of Trustees, shall be honorary members of the Board of Trustees with all the privileges of membership except the right to vote.

The Board of Trustees may elect three Bishops Diocesan, Bishops Coadjutor, Bishops Suffragan, or Assistant Bishops, but not Assisting Bishops, who are in good standing with the House of Bishops and of dioceses not included in this Section that are in good standing with the Protestant Episcopal Church for the term of three years. One may be elected in the first year following the effective date of this amendment, one in the second year following the effective date and one in the third year following the effective date. The Board of Trustees may elect three presbyters or deacons of dioceses not included in this Section and in good standing with the Protestant Episcopal Church for the term of three years. One may be elected in the first year following the effective date of this amendment, one in the second year following the effective date and one in the third year following the effective date.

The Board of Trustees may elect twelve lay persons, without regard to membership in the Episcopal Church, degree from the University or place of residence, for the term of three years. No fewer than six of these shall be members of a Christian church. Four may be elected in the first year following the effective date of this amendment, four in the second year following the effective date and four in the third year following the effective date.

The Associated Alumni of THE UNIVERSITY OF THE SOUTH shall have representation in the Board of Trustees by the president of the Associated Alumni and by three presbyters or deacons and twelve lay members, to be elected by the Board of Trustees upon nomination from and by the Associated Alumni, each to serve for three years.

The Faculties of THE UNIVERSITY OF THE SOUTH shall have representation in the Board of Trustees by three members to be elected by the Board of Trustees, to include one member upon the nomination of the School of Theology, and two members upon the nomination of the Faculty of the College of Arts and Sciences, each of whom shall serve for a period of three years.

The Student Body of THE UNIVERSITY OF THE SOUTH shall have representation in the Board of Trustees by three students. There shall be two from the College of Arts and Sciences and one from the School of Theology, to be elected by the Board of Trustees upon nomination by their student bodies, to serve for a two year term. A candidate for nomination from the College must have attained a 2.50 grade point average for two semesters prior to nomination; and must have completed fifty-seven semester hours.

The Staff of THE UNIVERSITY OF THE SOUTH shall have representation in the Board of Trustees. One full-time, exempt employee shall be nominated by that staff group, and one fulltime, non-exempt employee shall be nominated by that staff group. Each nominee is to be elected by the Board of Trustees for a three year term.

The term of office of all elected trustees except for Student trustees shall commence on July 1 following their election and continue through June 30 three years thereafter. The term of office of Student trustees shall commence on May 1 following their election and continue through April 30 two years thereafter.

SECTION 2. Forty-four members of the Board of Trustees shall constitute a quorum for the transaction of business, provided that at least ten bishops, ten presbyters or deacons, and twenty-four lay members are present.

SECTION 3. A vote by orders may be demanded by at least five Trustees, in which event the concurrence of a majority of the bishops voting as one order, and a majority of the clerical and lay Trustees voting as the other order, shall be necessary for the adoption of the proposed measure.

SECTION 4. All questions shall be decided by a majority of those present and voting, except that, when a vote by orders shall be demanded, the question shall be decided by a majority of those members present and voting in each order.

SECTION 5. Any member of the Board of Trustees may resign from office by notifying the Chancellor. The Chancellor shall then notify the Secretary of the Board of Trustees, who shall notify the body originally electing the resigning trustee. Vacancies in the order of clerical and lay Trustees shall be filled in such manner as shall be prescribed by the body originally electing such Trustees to membership on the Board. The Council or the Convention of a Diocese may authorize its Bishop to appoint an alternate Trustee to attend a meeting of the Trustees if an elected Trustee cannot be present.

SECTION 6. The Board of Trustees shall have such committees as may be necessary from time to time for the conduct of its business, the members of such committees to be appointed by the Chancellor.

ARTICLE III

Powers and Duties of the Board of Trustees

SECTION 1. The Board of Trustees shall have power from time to time, as hereinafter directed, to elect and appoint a Board of Regents, a Chancellor, a Vice-Chancellor, and a Chaplain; to consider and approve proposed amendments to the Charter; to amend the Constitution; and to convey and transfer by mortgage, or otherwise, lands and buildings constituting the University Domain. In this context, "University Domain" shall mean the land (and buildings thereon) originally given by grant to the University by the Sewanee Mining Co. and all land contiguous thereto owned by the University and such additional lands as the Board of Trustees may designate from time to time. The Board of Trustees shall receive at its Annual Meeting a Report from the Board of Regents, and shall have the power to repeal any Ordinance adopted by the Board of Regents. In all cases unprovided for by the Charter, Constitution, or Ordinances, the Board of Trustees shall have authority and is empowered to take such action as will, in its judgment, best promote the welfare of the University. It shall be the duty of the members of the Board of Trustees to promote Church Support and student enrollment.

SECTION 2. The Board of Trustees shall be responsible for approving, modifying, or rejecting all plans for the growth and development of the University recommended by the Board of Regents or by special Committees of the Board of Trustees. The Board of Trustees shall also be responsible for evaluating progress toward established goals.

ARTICLE IV

The Board of Regents

SECTION 1. The Board of Regents shall consist of twenty-four members each of whom shall serve terms of four years. Additionally, the Chancellor and the Vice Chancellor shall be *ex officio* members of the Board of Regents.

Fifteen members of the Board of Regents shall be elected by the Board of Trustees of which number three shall be Bishops, three shall be Presbyters and nine shall be lay persons. Five of the nine lay persons must be members of the Episcopal Church. The terms of these fifteen members of the Board of Regents shall be staggered; one Bishop, one Presbyter, and three lay persons shall be elected biennially.

The remaining nine members of the Board of Regents shall be nominated by the Board of Regents and confirmed by the Board of Trustees, and at least five of this nine shall be members of the Episcopal Church. The terms of these nine members of the Board of Regents shall be staggered so that three members are confirmed biennially.

The terms of the members of the Board of Regents shall commence at the adjournment of the Annual Meeting of the Board of Trustees at which they are elected or confirmed and shall terminate at the conclusion of such Annual Meeting in the fourth year thereafter. A member of the Board of Regents shall be eligible for re-election for a second consecutive four-year term.¹ A member of the Board of Regents shall be ineligible for re-election until at least one year has elapsed since the expiration of two consecutive terms or a total of eight years. A Regent filling a term of less than four years shall be eligible for re-election for another four-year term.

Any member of the Board of Regents may resign from office by notifying the Chair of the Board of Regents, who shall then notify the Chancellor and the Secretary of the Board of Trustees. Any member

¹ Regents previously elected for a six-year term ending in 2024 – 2028, would be eligible for election for a consecutive two-year term for a total of eight years.

of the Board of Regents may be removed for cause by a two-thirds' majority of the Board of Regents in accordance with procedures to be established and implemented by that Board, following notice and an opportunity to be heard. In the event of a vacancy on the Board of Regents, the unexpired term of the vacating Regent shall be filled at the next regular meeting of the Board of Trustees. If the Regent whose term is unexpired was originally elected by the Board of Trustees as set forth herein above, then this unexpired term shall be filled in the same manner. If the Regent whose term is unexpired was originally nominated by the Board of Regents and confirmed by the Board of Trustees as set forth herein above, then this unexpired term shall be filled in the same manner.

SECTION 2. The Board of Regents is vested with all the powers and authority granted in the Charter of THE UNIVERSITY OF THE SOUTH for its establishment, maintenance, and government, except such powers as are heretofore expressly reserved by the Board of Trustees in Article III. In the exercise of such authority, the Board of Regents may adopt Ordinances which shall be effective until and unless repealed by the Board of Trustees, and may prescribe all regulations needful to promote the welfare of the University. Except as otherwise specifically prescribed in Article III, upon, and only upon, the nomination of the Vice-Chancellor, all professors and other persons connected with the teaching or administrative or promotional work of the University or of the Corporation, whose position is of an official or executive nature, shall be elected by the Board of Regents; provided that the Dean of the School of Theology shall be elected only upon nomination of the Vice-Chancellor, subject to the approval of a majority of the Bishops who are members of the Board of Regents.

SECTION 3. The Board of Regents shall provide for and establish such police and municipal regulations as may be necessary for the preservation of order and for enforcement of the same as authorized by the Charter of the University.

SECTION 4. The Board of Regents, at its last meeting before a biennial election by the Board of Trustees, shall elect a Chair and a Secretary, who shall serve during the ensuing two years and until the election and qualification of their successors.

SECTION 5. A majority of the Board of Regents, when both clergy and laity are present, shall constitute a quorum. Meetings of the Board of Regents shall be held at least three times during the year. Special meetings may be held at any other time upon call of the Chair or of two members.

SECTION 6. The Board of Regents shall be the executive body of the University. It shall cause full and explicit minutes of its proceedings to be kept, on which shall be based its Annual Report to the Board of Trustees, in accordance with the provisions of Article III.

SECTION 7. On nomination by the Chair of the Board of Regents, members of the Board shall be elected to serve on Standing Committees to be composed of not less than two members of the Board. Associate members of Committees, not members of the Board, may be nominated by the Standing Committees, and shall be elected to serve thereon, but shall have no seat or voice on the Board of Regents except on the expressed invitation of the Board.

ARTICLE V

The Chancellor of the University

SECTION 1. The Chancellor shall be the Bishop of one of the constituent Dioceses. The Chancellor shall be elected by ballot of the Board of Trustees for a term of six years, and shall not be eligible for successive election. The Chancellor shall be *ex officio* President of the Board of Trustees. In the absence of the Chancellor, the Senior Bishop (in consecration order) present shall call the Board to order; and, after organization, the Board shall proceed to elect as President pro tempore one of the bishops entitled to a seat in the Board of Trustees. Should a vacancy occur in the office of Chancellor, the Board

of Trustees at its next meeting shall elect a Chancellor for a term of six years. In the event of a vacancy, or of the disability of the Chancellor by sickness or other cause, while the Board is not in session, the Senior Bishop on the Board (in consecration order) shall exercise all the functions of the Chancellor until the Board meets.

SECTION 2. When unable to perform ceremonial functions due to absence, illness, or disability, the Chancellor or the Board of Regents may designate another Bishop who is a member of the Board of Trustees to act as Chancellor.

SECTION 3. The Chancellor of the University shall give time to the presentation of the cause and claims of the University.

ARTICLE VI

The Vice-Chancellor of the University

The Board of Trustees shall elect the Vice-Chancellor, as provided in Article III, and shall have power to remove the Vice-Chancellor from office. The Vice-Chancellor shall be the administrative and executive head of the University. The Vice-Chancellor shall preside over all meetings of the Senate and shall perform such other duties as may be prescribed by the Board of Regents. The Vice-Chancellor shall be required to reside at the University. The Vice-Chancellor shall have seat and voice, but no vote, in the Board of Trustees and shall make an Annual Report to the Board of Trustees. The Vice-Chancellor shall be *ex officio* President of the Corporation named by its Charter "THE UNIVERSITY OF THE SOUTH."

ARTICLE VII

The Chaplain of the University

Upon, and only upon, the nomination of the Vice-Chancellor, the Board of Trustees shall elect a Chaplain of the University, who must be a presbyter or bishop of the Protestant Episcopal Church of the United States of America. The Chaplain shall be elected to serve for the term of four years or until a successor shall have been elected. The Chaplain shall be eligible for reelection. The Chaplain shall be required to reside at the University.

ARTICLE VIII

The Secretary of the Board of Trustees

The Board of Trustees shall elect a Secretary, who shall hold office four years or until a successor is elected and qualified. It shall be the duty of the Secretary to prepare, print, and distribute the Annual Proceedings of the Board of Trustees and of the proceedings of any other meeting as soon as practicable after adjournment of a meeting of the Board, copies of which shall be available in the office of the Vice-Chancellor for inspection by any officer, faculty member, student, or trustee of the University. It shall also be the duty of the Secretary to notify all persons elected to any office by the Board of Trustees.

ARTICLE IX

The Provost of the University

Upon, and only upon, the nomination of the Vice-Chancellor, the Board of Regents shall elect a Provost. The Provost shall be the chief administrative and executive assistant to the Vice-Chancellor, and in the absence of the Vice-Chancellor shall be the Vice-Chancellor pro tempore. The Provost shall be *ex officio* the Vice-President of the Corporation named by its Charter, "THE UNIVERSITY OF THE SOUTH," and a member of the University Senate. The Provost shall reside at the University.

ARTICLE X

The Treasurer of the University

Upon, and only upon, the nomination of the Vice Chancellor, there shall be elected by the Board of Regents a Treasurer of the University. The Treasurer shall receive and disburse all money of the University and shall perform such other duties as may be required, under the direction of the ViceChancellor. The Treasurer shall give such bond and security as may be prescribed by the Board of Regents.

ARTICLE XI

Secretary of the Corporation

Upon, and only upon, the nomination of the Vice-Chancellor, there shall be elected by the Board of Regents a Secretary of the Corporation who shall perform such duties as may be required by the ViceChancellor. There may also be elected in the same manner one or more Assistant Secretaries.

ARTICLE XII

Municipal and Other Officers

The Vice-Chancellor shall have the power, subject to the approval of the Board of Regents, to appoint, from time to time, such officers for the discipline of the students, for municipal government, and for the regulation of all persons residing upon the Domain of the University, as the Vice-Chancellor may think necessary.

ARTICLE XIII

Meetings of the Board of Trustees

The Board of Trustees shall meet annually at Sewanee, Tennessee, and at such other time or times as it shall prescribe. Special meetings of the Board of Trustees shall be called by the Chancellor upon the written request of twenty-five members of the Board, by the Chancellor upon the written request from the University Senate, or by the Chancellor of his or her own volition. At each meeting a religious service shall be conducted and an address given by the Chancellor or the Chancellor's designee. The Eucharist shall be celebrated at a time appointed.

Notice of meetings of the Board of Trustees shall be given as follows:

- (a) Notice of the day, hour, and place of the annual meeting shall be given at least thirty (30) days prior to the meeting date.
- (b) Notice of the day, hour, and place of a special meeting shall be given at least ten (10) days prior to the meeting date except that, when notice is given of a proposed amendment to the Charter of the University, notice shall be given at least thirty (30) days prior to the meeting date.
- (c) Notice may be given by mail postage prepaid, private carrier, facsimile transmission, electronic mail, or by oral notice, and notice is considered given when properly transmitted.
- (d) Notice of an annual meeting need not include an agenda except that specific notice of proposed amendment to the Charter or the Constitution and By-Laws shall be given. Notice of a special meeting shall generally describe the matters to be considered at such special meeting.
- (e) At the discretion of the Chancellor, Trustees may participate in an annual or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE XIV

New Dioceses

Subject to the concurrence of the Board of Trustees by a two-thirds (2/3) vote of those present and voting, any Diocese desiring to become a member of the group of Dioceses which support and control THE UNIVERSITY OF THE SOUTH shall be requested to adopt the following preamble and resolutions at a regular meeting of the Convention or Council of the Diocese and to send a copy to the Chancellor of the University:

WHEREAS, THE UNIVERSITY OF THE SOUTH, Sewanee, Tennessee, worthily represents the contribution which the Protestant Episcopal Church in the United States of America is making to the cause of Christian education in the country, and

WHEREAS, The Convention (or Council) of the Diocese of desires to give its support and encouragement, formally and officially, to this great cause; therefore,

Be it Resolved, That the Convention (or Council) of the Diocese ofhereby petitions the Board of Trustees of THE UNIVERSITY OF THE SOUTH to enroll the Diocese of as an active member of the group of Dioceses owning and controlling THE UNIVERSITY OF THE SOUTH; and hereby pledges itself to accept and discharge whatever obligations, financial or other, may be involved in membership in this union, and

Be it Resolved, That the Convention (or Council) proceed to elect one presbyter and two lay representatives to attend the next meeting of the Board, and, with the Bishop, to present this petition and act as representatives of this Diocese on the Board of Trustees of THE UNIVERSITY OF THE SOUTH.

In case of subdivision of any of the existing Dioceses connected with this University, each Diocese arising out of the subdivision shall be entitled to the same representation on the Board to which Dioceses are entitled at the time of the subdivision, and the clerical and lay Trustees shall be elected by the Council or Convention thereof.

ARTICLE XV

Standards of Conduct

SECTION 1. Any member of the Board of Trustees may be removed for cause by the Board of Trustees, following notice and an opportunity to be heard. The Board of Trustees' Committee on Nominations and Credentials shall establish and implement the procedures for the removal of a Trustee from office.

SECTION 2. (a) A member of the Board of Trustees or of the Board of Regents shall discharge all duties as a trustee or regent, including duties as a member of a committee:

- (1) In good faith;
 - (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) In a manner the trustee or regent reasonably believes to be in the best interests of the University;
- (b) In discharging such duties, a member of the Board of Trustees or the Board of Regents is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:
- (1) One (1) or more officers or employees of the University whom the trustee reasonably believes to be reliable and competent in the matters presented;
 - (2) Legal counsel, public accountants or other persons as to matters the trustee reasonably believes are within the person's professional or expert competence; or
 - (3) A committee of the Board of Trustees or of the Board of Regents of which the trustee is not a member, as to matters within its jurisdiction, if the trustee or regent reasonably believes the committee merits confidence.
- (c) A member of the Board of Trustees or of the Board of Regents is not acting in good faith if the trustee or regent has knowledge concerning the matter in question that makes reliance otherwise permitted by subparagraph (b) unwarranted.
- (d) A Member of the Board of Trustees or of the Board of Regents is not liable for any action taken as a trustee or regent or any failure to take action or if the trustee or regent performed the duties of the office in compliance with this paragraph or if the trustee or regent is immune from suit under the provisions of Tennessee Code Annotated § 48-58-601.
- (e) A trustee or regent shall not be deemed to be a trustee as defined by Tennessee law with respect to the University or with respect to any property held or administered by the University, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE XVI

Amendments to the Constitution

No amendment shall be made to this Constitution unless it shall have been passed at two successive annual meetings by a majority of the Board of Trustees; provided that such majority be a quorum.