

SYRACUSE UNIVERSITY
POLICIES

Policy Categories

University Governance Ethics, Integrity, and Legal Compliance

Faculty, Teaching, and Research

Academic Rules, Student Responsibilities & Services

Employment, Workplace Rules, Benefits and Governmental Notices

Free Speech

Administrative and Financial

Information Technology

University Facilities, Equipment, and Property

Campus Safety and Emergency Services

Policy Process

Submitting a Proposed New or Revised Policy

Reporting Policy Violations

2015 Approved Policies

Mobile Device Acceptable Use Policy

Purchasing Policy - Printers, Copiers, Multifunction Devices

Office Supply Purchasing Policy

Travel Policy

GIFT POLICY

Other Authoritative Documents

Syracuse University Compact

Faculty Manual

Staff Employee Handbook

Student Handbook

Academic Rules

University Senate Bylaws

Emergency Procedures Reference Guide

Campus and Governmental Notices

Policy Submission Flowchart

Syracuse University Bylaws

ARTICLE I. TRUSTEES

SECTION 1. BOARD-ELECTED AND EX OFFICIO TRUSTEES

The Board of Trustees shall consist of 70 voting members. Except as may be otherwise provided in the Charter or these Bylaws, Trustees shall be elected by the Board at its annual meeting. Except as otherwise provided to the contrary, as used in these Bylaws, "the Board of Trustees," "the Board" or "Trustees" shall mean the voting Trustees.

Trustees shall be chosen for a term of four years. The terms of all Trustees elected by the Board shall commence at their election. No person shall serve as a Trustee for more than three consecutive full terms except that a person shall continue ex officio to serve during such subsequent time as he or she may be serving as Chair or Vice Chair or Chair Emeritus of the Board upon election in accordance with Article V, Section 1.

After serving the maximum terms permitted by the preceding sentence, a Trustee shall be eligible for re-election in accordance with this paragraph after not less than a one year absence as a Trustee.

The Chancellor and the President of the Syracuse University Alumni Association, Inc. (the "Alumni Association"), by virtue of their election as such shall become ex officio members of the Board and shall have the power to vote.

SECTION 2. ORGANIZATION TRUSTEES

Three Trustees shall be elected by the Board to represent the North Central New York, Western New York and Wyoming Conferences of the United Methodist Church. The Syracuse University Board of Trustees and the named conferences may recommend persons for election as Trustees in this capacity. The representatives need not reside in the areas they represent.

SECTION 3. ALUMNI TRUSTEES

Six Trustees, in addition to the President of the Alumni Association, shall be elected by the Alumni Association of Syracuse University and the persons so elected shall be alumni of the University of at least five years standing. The Syracuse University Board of Trustees may recommend persons to the Alumni Association for election as Trustees in this capacity. The terms of Alumni Trustees elected by the Alumni Association as described above shall commence upon their election by the Alumni Association and shall expire upon the commencement of the terms of their respective successors at the annual meeting of the Alumni Association with respect to the fourth year after their respective elections. If the Alumni Association should fail to elect Trustees as provided by these by-laws, the Board shall fill any existing vacancy.

SECTION 4. LIFE TRUSTEES

The Board may elect Life Trustees from among those persons who have served the maximum permitted number of terms as a Voting Trustee, and/or from among those who were serving as Emeritus trustees immediately prior to the adoption of this Article I, Section 4 on May 12, 2012. Life Trustees shall have the right to attend all meetings of the Board and to participate in the proceedings, but without the power to vote.

SECTION 5. HONORARY TRUSTEES

The Board may elect persons who may or may not have served as Trustees as honorary members of the Board with the right to attend all meetings of the Board and to participate in the proceedings, but without the power to vote. The term of an Honorary Trustees shall be for one year.

SECTION 6. VACANCIES

Vacancies in the office of Trustees created by death, resignation, failure by the Alumni Association to elect, failure to accept the office, or from any other cause, may be filled by vote of a majority of the members of the Board then in office. Any person selected to fill a vacancy shall serve for the remainder of the term of the Trustee he or she is replacing and shall then be eligible for further service as provided in this Article.

SECTION 7. REMOVAL

Any Trustee who refuses or neglects to discharge the duties of a Trustee as set forth in the Board of Trustees Policy on Trustee Conduct may be removed by a majority vote of Trustees present at any regular or special meeting of the Board at which a quorum is present.

ARTICLE II. STUDENT REPRESENTATIVES

SECTION 1. ELECTION AND TERM

Two undergraduate students, elected annually by the Student Association, and one graduate student, elected annually by the Graduate Student Organization, shall serve as Student Representatives to the Board without the power to vote.

SECTION 2. DUTIES

Student Representatives shall attend meetings of the Board and Executive Committee and shall report to Trustees on behalf of the student body. The Board or Executive Committee may, in their sole discretion, exclude the Student Representatives from such of their proceedings as they may deem necessary or proper from time to time.

ARTICLE III. FACULTY REPRESENTATIVE

SECTION 1. ELECTION AND TERM

In consultation with the Provost and the Chairperson of the University Senate Agenda Committee, the members of the University Senate Academic Affairs Committee will select a tenured faculty member from among their ranks to serve as the Faculty Representative to the Board of Trustees. This tenured faculty member will serve for a non-renewable term of two years as the Faculty Representative to the Board without the power to vote.

SECTION 2. DUTIES

The Faculty Representative shall attend meetings of the Board and Executive Committee and shall report to Trustees on behalf of the faculty. The Board or Executive Committee may, in their sole discretion, exclude the Faculty Representative from such of their proceedings as they may deem necessary or proper from time to time.

ARTICLE IV. ACADEMIC DEAN REPRESENTATIVE

SECTION 1. ELECTION AND TERM

The academic Dean designated by the Chancellor will serve as the academic Dean Representative to the Board.The academic Dean Representative will serve for a term of two years without the power to vote.

SECTION 2. DUTIES

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The academic Dean Representative shall attend meetings of the Board and Executive Committee and shall report to Trustees on behalf of the academic Deans. The Board or Executive Committee may, in their sole discretion, exclude the academic Dean Representative from such of their proceedings as they may deem necessary or proper from time to time.

ARTICLE V. MEETINGS

SECTION 1. REGULAR MEETINGS

The Board of Trustees shall hold its annual regular meeting at Syracuse, New York, at such time during the last week of the collegiate year as the Chair of the Board shall determine. There shall be another regular meeting of the Board in the month of October or November in each year, on such date and at such place as the Chair of the Board shall designate.

At each annual meeting of the Board, and at such other times as the Board shall request, the Chancellor shall make a written report of the progress and condition of the work in the various departments of the University, and all matters pertaining to his or her duties as such officer, and shall make recommendations to the Board relating to the welfare of the University or any department thereof, as he or she shall deem proper.

Each standing and permanent advisory committee of the Board shall render a report of its transactions at each annual meeting of the Board.

SECTION 2. SPECIAL MEETINGS

A special meeting of the Board may be called by the Chair, with the concurrence in writing of the Chancellor or three other Trustees, when in his or her judgment the interests of the University shall require it; and it shall be the Chair's duty to call such meetings when so requested in writing by six Trustees. Any request or call for a special meeting of the Board shall state the nature of the business to be transacted at such meeting and no other business shall be considered.

ARTICLE VI. OFFICERS OF THE BOARD AND FINANCE

SECTION 1. BOARD OFFICERS ENUMERATED

The officers of the Board shall be a Chair, one or more Vice Chairs, a Chair Emeritus, and a Secretary. The Chair and Vice Chairs shall be elected severally from among the members of the Board at the annual meeting. No University employee may serve as Chair. A Chair of the Board in good standing and completing a four-year tenure of office shall, provided that he or she is at the time of election elected or serving as a duly elected Trustee, be elected Chair Emeritus at the annual meeting following the expiration of his/her term as chair and at each annual meeting thereafter for so long as he or she is eligible to serve in such capacity pursuant to Article VI, Section 4 and is willing to do so. The Secretary, who need not be a Trustee, also shall be elected at the annual meeting. The officers shall hold office for one four-year term or until their respective successors are elected. The Board also may elect or designate such assistants to these officers, and such other officers of the Board as it deems fit from time to time, from among its members or otherwise, to perform such duties and to serve for such duration as the Board may specify.

SECTION 2. CHAIR OF THE BOARD

It shall be the duty of the Chair to preside at all meetings of the Board and to perform all the other duties usually performed by such officer. The Chair's tenure of office shall be limited to one four-year term.

SECTION 3. VICE CHAIRS

It shall be the duty of the Vice Chair, in the order of seniority of membership on the Board, to perform all duties of the Chair in the absence or disability of that officer. A Vice Chair's tenure of office shall be limited to one four-year term.

SECTION 4. CHAIR EMERITUS

The Chair Emeritus' tenure of office shall be limited to one four-year term or until the current Chair becomes eligible to serve as Chair Emeritus, whichever comes first.

The Chair Emeritus shall continue to serve as an ex officio member of the Executive Committee, in addition to the membership number stated for the committee and with the power to vote, for the duration of his or her tenure of office as Chair Emeritus.

SECTION 5. SECRETARY

It shall be the duty of the Secretary to give proper notice of all meetings of the Board and Executive Committee; to be present at all meetings and record the minutes thereof; and to communicate by electronic means a copy of the minutes to each Trustee promptly after each meeting. It shall also be the duty of the Secretary to be custodian of the Charter and Bylaws, minutes, records and other documents of the Board and its committees; to be custodian of the Seal of the University; and to affix the Seal and attest such documents as may be required for the transaction of the University's business.

SECTION 6. UNIVERSITY FINANCE

Except as otherwise provided by law, the funds of the University shall be deposited in its name with such bank or banks, trust company or trust companies, as the Board shall designate from time to time. All checks, notes, drafts, other negotiable instruments, orders for the payment of money, or other authorizations for the withdrawal of funds on deposit at any such financial institution (collectively, "Payment Orders") of the University shall be signed or otherwise authorized by such officers, agents, or employees as the Board may determine from time to time by resolution. No officers, agents or employees of the University, either singly or together, shall have the power to make any Payment Order in the name of the University or to bind the University thereby, except as in this Section provided. Payment Orders normally shall be signed or otherwise authorized by the Comptroller, or the Treasurer, or by others who may be authorized by the Board. Their signatures, where required, may be facsimile signatures. All Payment Orders in excess of $50,000 shall be countersigned or otherwise authorized by the Chancellor or a Vice Chancellor or the Chief Financial Officer.

SECTION 7. FISCAL AGENTS

The Board may appoint a trust company or a bank or two or more trust companies or banks, authorized to conduct banking business within the State of New York, to act as fiscal agent or fiscal agents of the University, and may prescribe their several authority and duties. All securities and valuable papers, including real estate bonds and mortgages, may be deposited with the fiscal agent or fiscal agents, subject always to the control of the Board. All coupons and interest due thereon to the University may be collected and received by the fiscal agent or fiscal agents. If more than one fiscal agent is appointed the Board shall designate the particular funds for which each agent shall be the custodian.

SECTION 8. PROHIBITION ON LOANS

No loan shall be made to any voting or non-voting Trustee, or any officer or employee of the University, except that the University may guaranty payment of loans that are made to employees by private lending institutions and secured by first mortgages on single-family homes, two-family homes, townhouses, or condominium units in the East Neighborhood Special District, as it may be expanded or contracted from time to time, the Outer Comstock Neighborhood, as it may be expanded or contracted from time to time, and an area in the City of Syracuse bounded by Erie Boulevard on the north, South Geddes Street on the west, Seymour Street and East Adams Street on the south, Comstock Avenue, Madison Street and the west and northern boundaries of the East Neighborhood Special District on the east, as that area may be expanded or contracted from time to time, and the University may enter into agreements with those employees to reimburse the University for any amounts paid under the guaranty, together with interest and costs.

SECTION 9. EXECUTION OF CONTRACTS

The Chancellor, the Chair of the Board, a Vice Chair, a Vice Chancellor, the Chief Financial Officer, the Treasurer, the Comptroller, or any other persons as may be designated from time to time by the Chancellor, are authorized to execute any agreement or contract binding upon the University (including without limitation any assignment or other instrument necessary in connection with the duly authorized sale, transfer, or exchange of any of the University's assets, including real estate, whether they be assets administered by the Investment and Endowment Committee or otherwise).
Notwithstanding the preceding sentence, the execution of checks, notes, drafts and other negotiable

Notwithstanding the preceding sentence, the execution of checks, notes, drafts and other negotiable instruments shall be governed by Section 6 of this Article, rather than by this Section 9.

ARTICLE VII. COMMITTEES

SECTION 1. STANDING COMMITTEES

The standing committees of the Board shall be: (1) the Executive Committee; (2) the Audit Committee; (3) the Budget Committee; (4) the Investment and Endowment Committee; (5) the Facilities Committee; (6) the Academic Affairs Committee; (7) the Student Affairs Committee; (8) the Advancement and External Affairs Committee; and (9) the Athletics Committee. The Board, by a majority vote of all Trustees then in office unless otherwise authorized by law, may authorize other standing committees from time to time.

The members and chairs of the standing committees shall be elected from among the Trustees by the Board at its annual meeting each year. Insofar as practical, Trustee members and chairs of the standing and permanent advisory committees will be rotated as the Board from time to time may decide.

Any vacancy in the membership of a standing committee shall be filled by the Board by a majority vote of all Trustees then in office, unless otherwise authorized by law. Any vacancy in the chair of a standing committee may be filled by the Chair of the Board, after consultation with the Chancellor, by the designation of a new Chair from among the remaining members of the Committee.

A majority of the members of a standing committee, except the Executive Committee, shall be a quorum for the transaction of business.

The Board may authorize advisory special committees from time to time. Advisory special committees shall be committees of the Board without the authority to take action on behalf of the Board, but shall instead render advice and counsel to the Board and/or the Executive Committee as provided by law and in these Bylaws and, subject to the preceding, in the resolution authorizing them.

The Chair of the Board and the Chancellor shall be ex officio members of all committees, in addition to the membership number stated for each committee, and with the power to vote, except for the Audit Committee where the Chancellor will not be a member.

The standing committees of the Board shall have the powers and duties set forth in these Bylaws and such other powers and duties as the Board may delegate to them.

Each committee except the Executive Committee shall meet at such times and places and upon such notice as it may determine, and shall file a copy of the minutes of each meeting with the Secretary. Any one or more members of a committee may participate in a meeting 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. Each committee shall render a report of its transactions at each annual meeting of the Board, and at such other times as the Board may direct.

SECTION 2. EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board consisting of sixteen Trustees. The Chair, Vice Chair(s) and the Secretary shall also act in the same capacities with respect to the Executive Committee, and the Chair may designate other officers of the Executive Committee as may be required. The Dean Representative, Faculty Representative and two undergraduate and one graduate Student Representatives shall attend meetings of the Executive Committee without the power to vote, as described in Articles II and III of these Bylaws. The Executive Committee may, in its sole discretion, exclude the Dean, Faculty and Student Representatives from such of its proceedings as it may deem necessary or proper from time to time.

Subject to such limitations and regulations as may be prescribed by law or these Bylaws or by the Board, the Executive Committee shall have and exercise all the powers of the Board in the intervals between the meetings of the Board except the granting of honorary degrees, the election of a chancellor, removals from office, the election of Trustees, the filling of vacancies on the Board or on any committee, and the amendment, alteration or repeal of these Bylaws. Such powers shall include the power to fix salaries of the Chancellor, Vice Chancellors, Provost, Comptroller, Senior Vice Presidents, officers, directors, senior administrators, Associate Provosts, Vice Presidents, Deans, athletic coaches as requested by the Chancellor, and others as requested by the Chancellor or required by law (collectively, "Covered Persons") as contemplated by Section 216-a(7) of the Education Law and section 715(f) of the Not-for-Profit Corporation Law, and as set forth in the University's policies on executive compensation.

The minutes of the Executive Committee shall be communicated by electronic means to all Trustees and shall serve as written reports of its acts and transactions. Seven members of the Executive Committee shall constitute a quorum for the transaction of business.

The Executive Committee shall hold regular monthly meetings except for months when the full Board meets and except for those months when the Chair of the Board and the Chancellor shall agree that there is no need for a meeting. Any one or more members of the Executive Committee may participate in a meeting 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. The Executive Committee shall hold special meetings on the call of the Chancellor or Chair of the Committee, either of whom shall call a special meeting on the request of two members of the Committee. Notwithstanding the preceding, there shall be a minimum of seven monthly meetings a year of the Executive Committee.

At each meeting of the Executive Committee the Chancellor shall make a report and shall have, when appropriate, reports made by the respective Vice Chancellors or Vice Presidents. The Budget and Facilities Committees shall report periodically to the Executive Committee on their recommendations.

The Executive Committee, upon nomination of the Chair, shall elect a subcommittee to be known as the Board Organization and Nominating Committee of not less than four of its members, in addition to the Chair of the Board and the Chancellor.

The Board Organization and Nominating Committee shall present to the Board through the Chair and Executive Committee at its annual meeting each year (1) nominations for vacancies on the Board, (2) nominations for re-election of Trustees at the expiration of terms, (3) nominations for membership on the Executive and other committees, (4) nominations for officers of the Board, (5) nominations for chairs of the standing and permanent advisory committees, and (6) nominations for Life and Honorary Trustees. In addition, the Board Organization and Nominating Committee shall provide guidance to the Chair and Executive Committee on recruitment of potential Board members, new Trustee orientation, and Trustee and committee development. The Chief Advancement Officer and the Secretary shall be representatives to the Board Organization and Nominating Committee without the power to vote. The Secretary shall record the minutes of the Board Organization and Nominating Committee and prepare its reports.

SECTION 3. AUDIT COMMITTEE

The Audit Committee shall consist of at least four Trustees that are independent, plus the Chief Financial Officer and the Director of Internal Audit as non-voting representatives. An Independent Trustee is a Trustee who satisfies each of the following conditions: (a) First, the Trustee is not and has not, at any time during the prior three (3) years, been an employee of the University or any affiliate of the University and does not have a relative who has been a key employee (as defined in the Board of Trustees policy governing conflicts of interest) of the University or an affiliate of the University during the same time period; (b) Second, the Trustee has not received, nor does he/she have a relative who has received, more than $10,000 in direct compensation from the University or any affiliate of the University at any time in the prior three years; (c) Third, the Trustee is not a current employee of, nor does he/she have a substantial financial interest in, and does not have a relative who is a current officer of, or has a substantial financial interest in, any entity that has made payments (other than charitable contributions) to, or received payments from, the University, exceeding the lesser of $25,000 or 2% of the University's consolidated gross revenue at any time during the prior three (3) years; and (d) Fourth, is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the University's outside auditor or who has worked on the University's audit at any time during the past three (3) years.

The Audit Committee shall oversee the accounting and financial reporting processes of the University and the audit of the University's annual financial statements. The Audit Committee shall annually retain, or renew the retention of the independent auditor to conduct the audit of the University's financial statements, and upon the completion thereof, to review the results of the audit and any related management letter with such independent auditor.

In furtherance of the responsibilities described in Section 3 of this Article VII, the Audit Committee shall:

i. Review with the independent auditor the scope and planning of the audit, prior to commencement of the audit;

ii. Upon completion of the audit, review and discuss with the independent auditor (i) any material risks or weaknesses in internal controls identified by the auditor, (ii) any restrictions on the scope of the auditor's activities or access to requested information; (iii) any significant disagreements between the auditor and management, and (iv) the adequacy of the University's accounting and financial reporting process;

iii. Annually consider the performance and independence of the independent auditor; and

iv. Report and make recommendations to the Board and the Executive Committee concerning fiscal practices of the University.

The Audit Committee shall also be responsible for implementing the Board of Trustees policy governing conflicts of interest, and overseeing Trustee and officer compliance with the procedures set forth in the conflicts policy and with the University's Prohibition of Retaliation policy.

SECTION 4. BUDGET COMMITTEE

The Budget Committee shall consist of at least four Trustees plus the Chief Financial Officer, the Chief Academic Officer and the Director of Budget and Planning as non-voting representatives. The Committee shall have responsibility for supervising the preparation of the University budget and for recommending action to the Executive Committee and the Board.

SECTION 5. INVESTMENT AND ENDOWMENT COMMITTEE

The Investment and Endowment Committee shall consist of at least four Trustees, plus the Treasurer of the University and the Chief Financial Officer as non-voting representatives.

The Committee shall care for and have supervision of all funds of the University that are available for investment, and subject to the direction of the Board, shall make or cause to be made, investments of all such funds available for investment. The Committee shall have authority to change the form of University's investments and in making such changes to sell, buy or exchange any stocks, bonds, or other securities and any real estate, which from time to time may belong to the University and for which it may be responsible, and to make new investments. The Treasurer of the University shall serve as Secretary to the Committee, and shall be responsible for preparing the agenda for meetings, recording the minutes and advising the Committee on investment matters.

In all places in these Bylaws where endowment funds or assets are referred to, they shall be deemed to include quasi-endowment funds or assets, i.e. assets which may not be restricted as endowments as a matter of law but which the Trustees choose to have administered as endowments, for reasons of convenience or otherwise, from time to time.

SECTION 6. FACILITIES COMMITTEE

The Facilities Committee shall consist of at least four Trustees, plus the Chief Financial Officer and the Chief Academic Officer as non-voting representatives. The Committee shall have responsibility for supervising planning for University facilities and recommending action to the Executive Committee and the Board.

SECTION 7. ACADEMIC AFFAIRS, STUDENT AFFAIRS, ADVANCEMENT AND EXTERNAL AFFAIRS, AND ATHLETICS COMMITTEES

The membership of the Academic Affairs, Student Affairs, Advancement and External Affairs, and Athletics Committees shall consist of at least four Trustees for each committee plus University officers, designated by the Chancellor, as non-voting representatives. The committees shall be responsible for reviewing, reporting and recommending action to the Chancellor, Executive Committee and the Board for their respective areas, except as otherwise provided and directed in the sections on the Audit, Budget, Investment and Endowment and Facilities Committees.

SECTION 8. FISCAL LIMITATIONS UPON COMMITTEES

No Committee specified in this Article or sub-committee thereof, other than the Executive Committee and the Investment and Endowment Committee shall incur any debt or liability of the University except for incidental expenses necessarily incurred in the routine work of the committee, without the authorization or approval of the Board.

SECTION 9. VISITING COMMITTEES; ADVISORY BOARDS

There may be visiting committees and/or advisory boards, created by the colleges and schools, for each of the colleges and schools of the University.

ARTICLE VIII. OFFICERS OF THE UNIVERSITY

SECTION 1. CHANCELLOR OF THE UNIVERSITY

There shall be a Chancellor and President of the University, herein elsewhere termed Chancellor, who shall be its chief executive, educational and administrative officer and the ex officio head of each of its faculties. The Chancellor shall be elected by the Board to serve for such term as the Board shall prescribe and shall be responsible for implementing the policies of the Board.

The Chancellor shall have the general powers and duties of supervision and management of the property and affairs of the University which usually pertain to his or her office, shall have general charge of all the educational activities of the University, and shall have direction of and general responsibility for all matters of discipline and general order and welfare of the students. The Chancellor shall perform all duties incidental thereto and all such other duties as the Board may properly direct. The Chancellor shall report to the Board at each annual meeting, and at such other times as the Board shall request, on the condition, progress and needs of the University and shall make recommendations for action.

The Chancellor shall submit a proposed annual budget to the Board at the annual meeting. The Chancellor shall act as the official medium of communication between the faculties and the Board and between the students and the Board. The Chancellor shall be the representative of the Trustees and faculties of the University at the Annual Commencement and on other public occasions and shall confer upon the candidates the academic degrees which have been voted by the Trustees. The Chancellor shall be ex officio a member of every committee specified in Article V.

In case of the Chancellor's death, resignation or inability to act, the Executive Committee may appoint an Acting Chancellor of the University, who shall perform all the duties of the Chancellor until the next meeting of the Board or until the disability of the Chancellor ceases. In case the Executive Committee shall appoint an Acting Chancellor, the Board at any time thereafter may elect a Chancellor or an Acting Chancellor.

SECTION 2. VICE CHANCELLORS AND VICE PRESIDENTS

There shall be a Chief Academic Officer and a Chief Financial Officer having such titles as shall be determined by the Board together with such other Vice Chancellors, Senior Vice Presidents and Vice Presidents as may be appointed by the Chancellor, subject to approval by the Board. They shall be responsible to the Chancellor and perform such duties as the Chancellor may direct.

SECTION 3. TREASURER

There shall be a Treasurer, appointed by the Chancellor subject to approval by the Board, who shall maintain stewardship of the University's endowment assets, including the investment thereof, as directed by the Board or the Investment and Endowment Committee. The Treasurer shall have custody of all cash and all other non-endowment assets held for investment purposes and shall be responsible, subject to the directions of the Board, for investing any part of such assets available for investment. The Treasurer shall have such budgetary and fiscal management responsibilities as may be assigned by the Chief Financial Officer. The Board may require the Treasurer to give a bond for the faithful performance of his or her duties in such amount as the Board shall direct. In the performance of his or her duties the Treasurer shall be responsible to the Chancellor through the Chief Financial Officer.

SECTION 4. COMPTROLLER

There shall be a Comptroller, appointed by the Chancellor subject to approval by the Board, who shall

collect and disburse income and maintain stewardship of the University's assets other than those administered by the Investment and Endowment Committee and the Treasurer. The Comptroller shall have custody of all such assets, deeds, mortgages, contracts, legal papers, and documents, and shall be responsible, subject to the directions of the Board, for investing any part of such assets available for investment. The Comptroller shall have such budgetary and fiscal management responsibilities as may be assigned by the Chief Financial Officer. The Board may require the Comptroller to give a bond for the faithful performance of his or her duties in such amount as the Board shall direct. In the performance of his or her duties, the Comptroller shall be responsible to the Chancellor through the Chief Financial Officer.

SECTION 5. ADDITIONAL OFFICERS

The Chancellor, subject to approval by the Board, may appoint such other officers as he or she deems fit. They shall perform such duties as the Chancellor may direct.

SECTION 6. ADMINISTRATORS, DIRECTORS AND COMMITTEES

The Chancellor may appoint such non-officer administrators and directors as in his or her judgment may be needed to carry out the work of the University. If a non-officer administrator is a Covered Person, as defined in the University's policies on executive compensation and appointment, his or her appointment must be approved by the Board. Their specific responsibilities will be defined by the Chancellor, and they shall be responsible to the Chancellor through the appropriate Vice Chancellor, Senior Vice President or Vice President.

The Chancellor shall also have authority to appoint such committees, boards, or councils from members of the administrative staff and faculty as in his or her judgment may be needed.

ARTICLE IX. UNIVERSITY INSTRUCTION AND SENATE

SECTION 1. DEANS AND OTHER HEADS OF ACADEMIC UNITS

The appointment of academic deans is made by the Chief Academic Officer and requires the approval of the Chancellor and the concurrence of the Board. The deans shall administer the programs of the school or college to which they are appointed. They shall be responsible to the Chancellor through the Chief Academic Officer, who will define their specific responsibilities. The appointment of heads of departments or divisions within schools and colleges is made by the respective dean and requires the concurrence of the Chief Academic Officer.

Deans and department and division heads may be removed from the appointed office at any time, with or without cause, by the person who appointed them, or by the Chief Academic Officer or Chancellor.

SECTION 2. FACULTY MEMBERS

Appointment to a full-time position on the faculty of Syracuse University is made by the dean, or department chair with the concurrence of the dean, and requires concurrence of the Chief Academic Officer. Continuing appointment with tenure, and promotion to the rank of Assistant Professor, Associate Professor, or Professor, are made by the Chief Academic Officer and requires the concurrence of the Chancellor and the Board. Except in those cases when a faculty member already is at the rank of Associate Professor or higher, continuing appointment with tenure will coincide with promotion to Associate Professor. Promotion to the rank of Emeritus(a) Professor requires the recommendation of the University Senate and the concurrence of the Board.

SECTION 3. COMPOSITION OF THE UNIVERSITY SENATE

There shall be a University Senate. The following shall be members of the Senate ex officio: Chancellor, Vice Chancellors, Senior Vice Presidents, Vice Presidents, Deans, President of the State University of New York College of Environmental Science and Forestry and additional members named by the Chancellor for a total not to exceed the number specified by the University Senate Bylaws. In addition, the presidents of the Student Government Association, Graduate Student Organization and Law Student Senate shall be student members ex officio. Additional members not to exceed the number specified by the University Senate Bylaws, shall consist of the staff, faculties and students of the several colleges and schools and libraries elected as provided by the Bylaws of the University Senate.

SECTION 4. POWERS OF THE UNIVERSITY SENATE

Subject to the direction of the Chancellor and of the Board, the University Senate shall have general supervision over all educational matters concerning the University as a whole, and over such matters as may be referred to it by the Chancellor or the Board. The University Senate shall have power to adopt and to amend bylaws governing its composition, organization procedures and committees. The decisions of the Senate, when validated by the concurrence of the Chancellor, shall be deemed conclusive unless and until the Board shall take action thereon.

SECTION 5. POWERS OF FACULTIES

The faculty of each college and school shall be complete in itself but under the supervision of the Chancellor and the Chief Academic Officer and, subject to the approval of the Senate and the Board, shall have jurisdiction over the educational program and the internal affairs of its own college or school, including such matters as requirements for admission and for graduation, curriculum and instruction, textbooks, examinations and grading, degrees and prizes.

SECTION 6. DEGREE CANDIDATES

The several faculties shall recommend to the Senate candidates for degrees in courses in their respective departments, which recommendations shall be reported by the Senate to the Board with recommendations.

SECTION 7. HONORARY DEGREES

The Board shall have the exclusive power to confer honorary degrees. The Senate shall consider all recommendations and suggestions for honorary degrees and report its recommendations, made by two-thirds vote of those members of the Senate present and voting, to the Board of Trustees or the appropriate committee thereof. The Board shall not vote to confer an honorary degree without first requesting a recommendation from the Senate. Candidates are expected to be present in person to receive honorary degrees.

ARTICLE X. INDEMNIFICATION OF TRUSTEES AND OFFICERS

SECTION 1. RIGHT TO INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that the person is or was a voting or non-voting Trustee, or an officer of the University, or served another corporation, partnership, joint venture, trust, employee benefit plan or other entity in any capacity at the request of the University (any person serving in such capacity shall be referred to in this Article as a "Representative"), shall be indemnified by the University to the fullest extent allowable by law. The indemnification shall extend to all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with the defense or appeal of any such action or proceeding, and any other amounts, expenses and fees similarly incurred.

SECTION 2. CONTRACT RIGHT

The preceding right of indemnification shall be a contract right enforceable by the voting or non-voting Trustee, officer or Representative (or the estate or beneficiaries of any deceased voting or non-voting Trustee, officer or Representative) with respect to any action or proceeding accruing or arising while this right to indemnification shall be in effect.

SECTION 3. NON-EXCLUSIVITY OF RIGHTS

The rights conferred on any person by Sections 1 and 2 shall not be exclusive of any other right which such person may have or subsequently acquire.

SECTION 4. SEVERABILITY

It is the intent of the University to indemnify its voting and non-voting Trustees, officers and Representatives to the fullest extent authorized by the laws of New York as they now exist or may be subsequently amended. If any portion of these indemnification provisions shall for any reason be held invalid or unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions will continue to be given effect and shall be construed so as to provide the broadest

indemnification permitted by law.

ARTICLE XI. STANDARDS OF CONDUCT

Each Trustee (which term shall include Life Trustees for purposes of this Article) and each officer of the University shall perform the responsibilities of his or her position solely on the basis of what is in the best interests of the University. This shall include, but not necessarily be limited to, being wholly free from the influence of personal considerations or relationships and from any other factors that might, or would reasonably appear to, prevent him or her from acting solely on the basis of what is in the best interests of the University. This duty of each Trustee and officer shall extend, but not be limited to, negotiating contracts, transactions, and business relationships for the University; making recommendations with respect to such contracts, transactions, and business relationships; and passing judgment on such contracts, transactions, and business relationships. In furtherance of the foregoing, the University has established the following requirements and conditions:

1. Confidential Information. As used in this Article of these Bylaws:

    a. "Confidential Information" means any information not generally available to the public regarding the University or its students, employees, alumni, or donors, including without limitation information regarding actual or potential activities of the University, strategic planning information, trade secrets, business methods and processes, admissions or fundraising data, financial statements, projections, other financial information, and any other information that should by its nature or context be recognized as proprietary and/or confidential.

    b. A Trustee or officer shall use Confidential Information received in the course of his or her service to the University only for the purpose of fulfilling his or her duties to the University, and shall refrain from using Confidential Information for any other purpose whatsoever. Moreover, regardless of the existence or use of Confidential Information, a Trustee or officer shall refrain from diverting or otherwise using, whether for personal gain or otherwise, any opportunity in which the University has a reasonable expectancy. Without limiting the preceding sentence, a Trustee or officer shall not acquire, in opposition to the University, real, personal, or intangible property in which the University has an interest or which is reasonably useful to the University's purpose, or appropriate for himself or herself the benefit of an opportunity intended for or extended to the University. A violation of this paragraph shall constitute a breach of the Trustee or officer's fiduciary duty of loyalty to the University, and shall entitle the University to any and all remedies available at law or in equity.

2. Conflicts of Interest. The Board of Trustees has established a policy governing conflicts of interest for Trustees, officers and other key employees at the University. The policy is designed to (a) to comply with New York law governing non-profit corporations; (b) set forth clear rules and definitions governing conflicts with the University (including conflicts that place parties in competition with the University); and (c) establish a process by which conflicts are disclosed and properly addressed. The policy governing conflicts of interest for Trustees, officers, and other key employees is hereby made a part of these Bylaws.

3. Whistleblower Protections. Officers, Trustees, employees and volunteers who, in good faith, report suspected acts that they consider to be illegal, fraudulent, improper, unethical, immoral and/or in violation of any adopted policies/procedures, shall be protected from intimidation, harassment or other retaliation as a consequence of disclosure, even if their allegations are subsequently found erroneous pursuant to the Prohibition of Retaliation Policy approved by the Board, a copy of which is attached hereto and made a part of these Bylaws. Modifications to the Prohibition of Retaliation Policy may be made by a majority vote of the Trustees in attendance at a duly called meeting at which a quorum is present, without regard to the procedures set forth herein to amend these Bylaws.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Trustees present at any regular or special meeting of the Board at which a quorum is present, provided this is also the vote of a majority of all Trustees then in office, and provided notice in writing of any proposed amendment shall have been given at a preceding meeting, or by communicating notice of such proposed amendment by electronic means or, if a member shall request, mailing such notice to the member at his or her last known address at least ten days prior to the date of the meeting at which the proposed amendment is to be submitted.

Links to Procedures and Related Information

- University Charter

Adopted: November 10, 1972
Amended: May 9, 1975
May 12, 1978
November 7, 1980
May 8, 1981
May 6, 1983
May 11, 1984
May 10, 1985
November 15, 1985
May 13, 1988
May 5, 1990
May 9, 1992
November 6, 1992
May 8, 1993
May 7, 1994
May 11, 1996
November 1, 1996
November 7, 1997
May 9, 1998
November 6, 1998
November 5, 1999
May 13, 2000
May 12, 2001
November 1, 2002
November 7, 2003
May 14, 2005
May 13, 2006
May 12, 2007
May 9, 2009
October 30, 2009
May 15, 2010
May 14, 2011
May 14, 2012
May 10, 2014
November 6, 2015
May 16, 2016

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