

TRUSTEES' BY-LAWS AND RULES OF ORDER

COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK



With Amendments to September 2019

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CONTENTS

By-Laws

Articles

I	Offices	1
II	Board of Trustees	1
III	Officers of the Board	4
IV	Committees	5
V	Officers of the University	10
VI	University Honors	11
VII	Financial Administration	12
VIII	Indemnification	12
IX	Nominating Procedures	13
X	General Provisions	14
XI	Amendments	14

Rules of Order

I	Order of Business	15
II	Motions and Resolutions	17

Index	19
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AMENDED AND RESTATED BY-LAWS
OF
THE TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK

ARTICLE I

Offices

The principal office of The Trustees of Columbia University in the City of New York (the “University”) shall be located at such place in the City of New York, State of New York as the University’s Board of Trustees (the “Board”) may from time to time determine. The University may also have other offices at such other places both within and without the State of New York as the Board may from time to time determine or the business of the University may require.

ARTICLE II

Board of Trustees

§2.01. *Powers.* The Board of Trustees shall have general power to control and manage the affairs and property of the University in accordance with the purposes and limitations set forth in the University’s Charter of 1810, as amended (the “University Charter”).

§2.02. *Qualifications.* Each Trustee elected to the Board shall be subject to such qualifications as are set forth in the University Charter or are otherwise set by the Board from time to time.

§2.03. *Number, Election, and Term.*

(a) In accordance with the University Charter, the Board shall consist of no more than twenty-four (24) Trustees.

(b) The affirmative vote of a majority of the Trustees then in office shall be required to elect any Trustee. Each Trustee shall be elected for a six-year term that commences the first day of the academic year following his or her election; except as provided in Section 2.04 of these By-Laws and provided that the President may be elected to serve as a Trustee for a term concurrent with his or her term of office as President. A Trustee shall hold office until the expiration of the term for which he or she is elected, or until such Trustee’s earlier death, resignation, or removal. At the expiration of any term of six years, any Trustee may be reelected for one additional six-year term. No Trustee may serve as a Trustee for more than two consecutive terms, unless the Board shall determine in its sole discretion that such Trustee’s years of consecutive service as Trustee shall be extended for a period or periods to be determined by the Board from time to time.

(c) Individuals shall be nominated to serve on the Board in accordance with the nomination procedures set forth in Article IX of these By-Laws. A Trustee who is reelected for an additional term upon expiration of the Trustee's term shall serve in the same Trustee category in which the Trustee was initially nominated under Article IX of these By-Laws, unless otherwise determined by the Board.

§2.04. *Vacancies.* In the case of any vacancy among the Trustees, a successor to the Trustee whose position has become vacant may be elected by the affirmative vote of a majority of the Trustees then in office. Each successor to a Trustee, other than the President, whose position has become vacant shall be elected to serve for a period ending on the expiration date of the term of the Trustee whose position has become vacant, which period shall consist of (a) the period remaining, if any, before the first day of the academic year following the successor's election, and (b) a term of up to five years that commences the first day of the academic year following the successor's election. At the expiration of such term, a successor Trustee may be reelected for one additional six-year term. Individuals shall be nominated to fill vacancies among the Trustees in accordance with the nomination procedures set forth in Article IX of these By-Laws.

§2.05. *Removal.* A Trustee may be removed for cause by the vote of a majority of the Trustees then in office.

§2.06. *Resignations.* Any Trustee may resign at any time by giving written notice to the Chair of the Board (the "Chair") or the Secretary of the University (the "Secretary"). The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Whenever any Trustee shall have absented himself or herself from five successive meetings without excuse, it shall be the duty of the Secretary to give a written notice to such Trustee that pursuant to the provisions of the University Charter his or her seat may be declared vacant by the Trustees, and to report the fact of such absence and notice to the Board at its next meeting.

§2.07. *Meetings.* The Board shall convene regular meetings at least four times per year. Regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board. Unless otherwise fixed by the Board, the final regular meeting of the Board in each academic year shall be the annual meeting of the Board. Special meetings of the Board may be held at any time upon the call of (i) the Chair, or in his or her absence, by any Vice Chair or (ii) the Secretary, upon the written demand of not less than one-fifth of the Trustees then in office.

§2.08. *Notice of Meetings.* Notice of all meetings of the Board, other than meetings the time and place of which have been fixed by the Board, shall be given in advance in writing and shall be addressed to each Trustee. Notice of a meeting of the Board need not be given to a Trustee who submits a waiver of notice in writing

before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

§2.09. *Place and Time of Meetings.* Meetings of the Board shall be held at the location, within or without the State of New York, which is fixed by the Board or, in the case of a special meeting, by the person or persons calling the special meeting.

§2.10. *Quorum.* At each meeting of the Board, as required by the University Charter, eleven of the Trustees then in office shall constitute a quorum for the transaction of business, except for the disposal of real estate or for the choice or removal of the President, in which case thirteen Trustees shall constitute a quorum. If a quorum is not present at any meeting of the Board, the Trustees present shall adjourn the meeting and may do so without notice other than announcement at the meeting, until a quorum is present.

§2.11. *Manner of Acting.* Except as otherwise provided herein or required by the University Charter or applicable law, the vote of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board.

§2.12. *Conduct of Meeting.* At each meeting of the Board, the Chair, or, in the Chair's absence, the senior Vice Chair, shall preside. The Secretary shall act as recording officer of each meeting of the Board. In the absence of the Secretary, the chair of the meeting shall appoint a secretary of the meeting.

§2.13. *Meeting by Conference Telephone.* Any one or more members of the Board or any committee or subcommittee thereof appointed pursuant to Article IV of these By-Laws may participate in a meeting of the Board or such committee or subcommittee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

§2.14. *Action without a Meeting.* Any action required or permitted to be taken by the Board or any committee or subcommittee thereof appointed pursuant to Article IV of these By-Laws may be taken without a meeting if all members of the Board, such committee, or subcommittee consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the written or electronic consents thereto by the members of the Board, such committee, or subcommittee shall be filed with the minutes of the proceedings of the Board, such committee, or subcommittee.

§2.15. *Compensation of Trustees.* The University shall not pay any compensation to Trustees for services rendered to the University, except that (i) Trustees may be reimbursed for reasonable expenses incurred in the performance of their duties to the University, and (ii) the President may be compensated in his or her capacity as President.

§2.16. *Conflicts of Interest and Other Policies.* The Board shall adopt a conflict-of-interest policy that applies to the Trustees. The Board may adopt additional policies, including independence criteria, applicable to service on any committee or subcommittee of the Board.

§2.17. *Written Communications.* Subject to applicable law, any notice, consent, or other communication required or permitted under these By-Laws may be given by electronic mail message or other electronic means and shall constitute a notice, consent, or other communication in writing.

ARTICLE III

Officers of the Board

§3.01. *Officers.* The Officers of the Board shall consist of the Chair, one or more Vice Chairs of the Board, and such other Officers, including associate or assistant Officers, as the Board shall determine, all of whom shall be chosen by and shall serve at the pleasure of the Board.

§3.02. *Election, Term of Office, and Qualifications.*

(a) The Board shall elect each year from its membership, upon the recommendation of the Committee on Trusteeship, a Chair and such Vice Chairs and other Officers as the Board determines. The Chair, each Vice Chair, and other Officers of the Board shall be elected for a term of one year or until the earlier election of a successor to such Officer or such Officer's earlier death, resignation, or removal.

(b) The Officers of the Board must also be Trustees. One person may hold, and perform the duties of, more than one office. More than one person may hold any office, and any duties of such office may be performed by any such office holder. All Officers of the Board shall be subject to the supervision and direction of the Board.

§3.03. *Removal.* Any Officer of the Board may be removed from his or her office by the vote of a majority of the Board, either with or without cause, at any meeting of the Board at which a majority of the Trustees is present.

§3.04. *Resignations.* Any Officer of the Board may resign from his or her office at any time by giving written notice to the Chair and to the Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

§3.05. *Vacancies.* A vacancy in any office may be filled for the unexpired portion of the term at any meeting of the Board in the manner prescribed in these By-Laws for regular appointment to such office.

§3.06. *Chair.* The Chair shall preside at meetings of the Board and shall do and perform such other duties as the Board may assign to the Chair.

§3.07. *Vice Chairs and Other Officers.* The Vice Chairs and other Officers shall have such powers and perform such other duties as the Chair or the Board may assign to them.

ARTICLE IV

Committees

§4.01. *Appointment and Description of Standing Committees.* The following committees shall be the Standing Committees of the Board: (1) Academic Affairs, (2) Alumni Relations and Development, (3) Audit, (4) Compensation, (5) Finance, (6) Health Sciences, (7) Physical Assets, (8) Public Affairs, (9) Student Life, and (10) Trusteeship. The name of each Standing Committee may be modified by the Board from time to time. The Board may appoint additional Standing Committees or disband an existing Standing Committee by amendment of these By-Laws.

(a) The Committee on Academic Affairs shall assist the Board with respect to the Board's supervision and oversight of the educational administration of the University, including its libraries, and the University's educational and research policies, plans, and programs.

(b) The Committee on Alumni Relations and Development shall assist the Board with respect to the supervision and oversight of all issues concerning alumni relations, development, Trustees Emeriti, and athletics.

(c) The Committee on Audit shall assist the Board with respect to the Board's supervision and oversight of the quality and integrity of the University's accounting, internal controls, auditing, and financial reporting practices; the University's compliance with legal, regulatory, and other applicable requirements; the independent auditors' qualifications and independence; the performance of the University's internal auditing function and independent auditors; the assessment and management of risk to the University's assets; and the promotion of ethical conduct in the execution of the University's financial, administrative and business activities.

(d) The Committee on Compensation shall assist the Board with respect to determination of the compensation of the University's President and senior executive officers.

(e) The Committee on Finance shall assist the Board with respect to the supervision and oversight of the University's financial affairs, including, without limitation, financial policies and planning; investing (including considerations with respect to socially-responsible investing); assets, debt, revenue,

receipts, and expenditures; patenting and technology content transfer and licensing; and human resources, including employee benefits.

(f) The Committee on Health Sciences shall assist the Board with respect to the Board's supervision and oversight of all matters related to the University's Health Sciences schools and programs, including its College of Physicians and Surgeons, College of Dental Medicine, School of Nursing, and School of Public Health and the graduate programs in the basic sciences located at the Columbia University Medical Center.

(g) The Committee on Physical Assets shall assist the Board with respect to the supervision and oversight of the construction, operation, and maintenance of the University's buildings, facilities, infrastructure, and grounds, and of other affairs relating thereto, except as such are within the province of the Committee on Finance.

(h) The Committee on Public Affairs shall assist the Board with respect to the supervision and oversight of public affairs matters involving or affecting the University.

(i) The Committee on Student Life shall assist the Board with respect to supervision and oversight of matters affecting student life.

(j) The Committee on Trusteeship shall assist the Board with respect to Board affairs, including Trustee nominations, orientation and education, and Board evaluation.

§4.02. Duties and Powers of the Standing Committees.

(a) Each Standing Committee shall have a written Charter approved by the Board. The Charter shall set forth the Standing Committee's purposes and the common recurring duties of the Standing Committee in carrying out such purposes. Each Standing Committee shall also carry out any other responsibilities required by these By-Laws, delegated to it by the Board or required or appropriate under applicable law or in light of changing business, legislative, regulatory, or other circumstances. The Board may also determine that any duty falling within the Charter of any Standing Committee shall be fulfilled by the Board itself or another Standing Committee or by a Special Committee (as defined in Section 4.08 of these By-Laws).

(b) Unless otherwise set forth in the Standing Committee's Charter, the University Charter, or Statutes or these By-Laws, or otherwise determined by the Board, each Standing Committee shall have all the authority of the Board in carrying out the duties set forth in its Charter and assigned by the Board.

(c) All Standing Committee Charters shall be subject to the requirements of the University Charter and Statutes, these By-Laws, and such other restrictions as the Board may impose from time to time.

(d) Each Standing Committee shall regularly evaluate its activities and report this assessment to the Board. Such review may include a review of the Standing Committee's Charter, confirmation that the purposes and duties set forth in the Charter have been fulfilled, and a review of the Standing Committee's membership to evaluate whether the Standing Committee has the requisite background and knowledge to carry out the Standing Committee's duties. Each Standing Committee shall recommend to the Committee on Trusteeship any changes to its Charter, provided that a Committee of the Whole of the Trustees may act to amend its Charter to reflect changes in the duties to be performed by subcommittees it establishes in accordance with Section 4.04 of this Article. All Charter amendments, other than such amendments to the Charter of a Committee of the Whole of the Trustees adopted by such Committee of the Whole, shall be approved by the Board upon the recommendation of the Committee on Trusteeship.

(e) In addition to the duties described in its Charter, each Standing Committee, in discharging its duties, is empowered to study or investigate any matter within its purposes that the Standing Committee in its sole discretion deems appropriate for study or investigation by the Standing Committee. Each Standing Committee shall be given full access to the University's administration, the Board, and the University's outside consultants and advisors as necessary or appropriate to carry out its duties. A Standing Committee may retain and/or remove independent legal advisors, other consultants, or advisors as it determines, provided that prior to retaining an independent advisor or consultant, the Standing Committee shall obtain prior approval of the Officers Committee with respect to fees and other retention terms. A Standing Committee shall report to the Board with respect to the retention of any advisor or consultant, including the terms of the retention and fees to be paid.

§4.03. Composition, Appointment, and Removal of Standing Committee Members; Committee Chairs.

(a) Each Standing Committee shall have at least four members. The members of each Standing Committee shall be appointed by the Board, upon the recommendation of the Committee on Trusteeship. The Board may, upon the recommendation of the Committee on Trusteeship, designate one or more Trustees as alternate members of any Standing Committee. The Board may remove a member or alternate member of a Standing Committee at any time, with or without cause. A Trustee shall be deemed to resign from each

Standing Committee on which he or she serves simultaneously upon that Trustee's resignation or removal from the Board. Standing Committee vacancies shall be filled by the Board, upon the recommendation of the Committee on Trusteeship. The University's Secretary shall keep a complete and accurate roster of the membership of each Standing Committee

(b) The Board may set forth additional qualifications or requirements for a Standing Committee's members in the Standing Committee's Charter.

(c) Standing Committee Chairs, and any Vice Chairs, shall be approved by the full Board, upon the recommendation of the Committee on Trusteeship. Each Standing Committee Chair shall set the agendas for meetings of that Committee and chair the meetings.

§4.04. *Subcommittees of Standing Committees.* Each Standing Committee may by resolution establish subcommittees as it deems necessary or appropriate. Such resolution shall set forth the composition, duties, and powers of the subcommittee and such other provisions as to the subcommittee as the Standing Committee deems necessary or appropriate. A Standing Committee may, with the approval of the Board, include on a subcommittee Trustees who are not members of the Standing Committee. Each subcommittee consisting of fewer than three members must be advisory in nature and may not be authorized to exercise any delegated authority of the Standing Committee. The creation and dissolution of a subcommittee shall be reported to the Board.

§4.05. *Standing Committee Meetings.*

(a) Unless otherwise specified in its Charter, each Standing Committee shall meet at least four times per year, at such times and places as may be fixed by the Committee.

(b) Each Standing Committee may invite to its meetings or request assistance from any Trustee, administrator, or other employee of the University and any other person whom it deems appropriate to consult in order to carry out its duties. Each Standing Committee may also exclude from its meetings any person (other than a Trustee) it deems appropriate to exclude in order to carry out its duties.

§4.06. *Standing Committee Liaisons.* Each Standing Committee shall have one or more administrative liaisons who shall be identified in the Standing Committee's Charter. The administrative liaisons shall work with the Standing Committee's Chair on the Committee's agenda (including the forward agenda) and coordinate attendance by staff at Standing Committee meetings and preparation of materials for Standing Committee members. The liaisons shall also work with the Committee's Chair to develop a process for orientation of new Standing Committee members and continuing education of existing members with respect to the duties of the Standing Committee.

§4.07. Minutes and Reports to the Board of Trustees.

- (a) Each Standing Committee shall maintain minutes or other records of its meetings in accordance with procedures set by the Secretary or the Committee's Charter.
- (b) Each Standing Committee shall report regularly to the Board as to its activities and the discharge of its duties and provide such recommendations to the Board as the Standing Committee deems appropriate. The report may take the form of an oral report by the Chair or any other member of the Standing Committee designated by the Chair to make such report.

§4.08. *Special Committees.* The Board may appoint Special Committees, each consisting of at least three members. Special Committees shall have only the powers and duties specifically delegated or assigned to them by the Board.

§4.09. *Officers Committee.*

- (a) The Officers of the Board appointed in accordance with Article III of these By-Laws shall constitute a Committee of the Board, which may exercise the authority of the Board between Board meetings, if necessary or advisable, subject to the limitations set forth below.
- (b) The Officers Committee shall have no authority to (a) amend the University Charter or Statutes or these By-Laws, (b) select or remove the President, (c) dispose of real property, or (d) take any action required by the University Charter or applicable law to be taken by the full Board.
- (c) To the extent possible, the Officers Committee shall consult with the Chair of the appropriate Standing Committee on matters that relate to a Standing Committee's duties or responsibilities.
- (d) The Chair (or in the Chair's absence, the most senior Vice Chair available) may upon notice call a meeting of the Officers Committee with respect to any matter he or she believes requires Board action before the next regular meeting of the Board. The Chair of the Board shall serve as Chair of the Officers Committee.
- (e) The Officers Committee shall maintain minutes or other records of meetings at which it exercises the authority of the Board in accordance with procedures set by the Secretary. In addition, the Officers Committee shall report to the Board as to such activities at the next meeting of the Board. The report may take the form of an oral report by the Chair or any other member of the Officers Committee designated by the Chair to make such report.

§4.10. *General Provisions Relating to Committees.*

- (a) At each meeting of a Standing Committee (or subcommittee thereof),

Special Committee, or Officers Committee (each referred to in this Section 4.10 as a “Committee”), a majority of the members of the Committee shall be present to constitute a quorum. An alternate member of any Standing Committee may replace any absent member at any meeting of such Standing Committee (or subcommittee thereof). The vote of a majority of the members and alternate members of a Committee present at any meeting at which there is a quorum shall be the act of the Committee.

(b) With respect to meetings of a Committee other than meetings the time and place of which have been fixed by the Board or the Committee, notice of such meeting shall be in writing and shall be addressed to each Committee member. Notice of a Committee meeting need not be given to a Committee member who submits a waiver of notice in writing before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

(c) Only Trustees may serve on any Committee.

ARTICLE V

Officers of the University

§5.01. *President.*

(a) The University shall have a President, who shall be chosen by and shall serve at the pleasure of the Board. The President shall be the chief executive officer of the University and, subject to the Trustees, shall have general charge of the affairs of the University. Article I of the University Statutes shall set forth any additional provisions with respect to the powers and duties of the President.

(b) In connection with the selection of each future President of the University, the Board shall directly or indirectly (through an *ad hoc* Presidential Search Committee established by the Trustees) work with the Executive Committee of the University Senate (or a subcommittee thereof appointed by it for that purpose) on a confidential basis, by conferring with such Executive Committee or subcommittee, exchanging with it suggestions and comments as to possible nominees and their qualifications, and endeavoring through consultation to resolve any differences in viewpoint, all to the desired end that a common endorsement of the ultimate nominee for the post may result.

§5.02. *Officers of Administration.* Officers of Administration, in addition to the President, shall be appointed in accordance with Article V of the University Statutes, and shall have such powers, duties, and responsibilities as are set forth therein.

§5.03. *Other Officers.* Other Officers of the University may be appointed in accordance with the provisions of the University Statutes.

§5.04. *No Service as Trustee.* Other than the President, no Officer of the University may serve as a Trustee of the Board.

ARTICLE VI

University Honors

§6.01. *General.* The Board shall consider and act on all proposals for the conferring of honorary degrees, the award of University Medals for Excellence, the appointment of emeritus officers, and the award of other honors and prizes by the University.

§6.02. *Forms of Proposals.* All proposals with respect to honorary degrees, the award of University Medals for Excellence, the appointment of emeritus officers, and the award of other honors and prizes by the University shall be presented to the Board by the President of the University, shall be in writing, and shall contain a statement of the grounds upon which it is claimed the honor should be awarded, provided that any requirements contained in gift or other agreements relating to the award of an honor or prize will apply. The Board may set additional requirements for proposals.

§6.03. *Qualifications of Candidates.*

(a) *Honorary Degrees and University Medals for Excellence.* No honorary degree or University Medal for Excellence shall be awarded to any person who is a full-time regular officer of the University; provided, however, that an honorary degree may be conferred upon any President of the University who has not received an earned or honorary degree from the University. Persons proposed to receive an honorary degree or be awarded a University Medal for Excellence must be entitled to the distinction upon one of the following grounds:

(i) That he or she is the author of some original work of such character as to leave no doubt of the learning, attainments, and literary or professional ability of the writer.

(ii) That, in addition to other claims to recognition for distinguished ability and learning, he or she holds an official position in some university or college or in some school of law, medicine, theology, or science in this country or elsewhere.

(iii) That he or she is a person of acknowledged eminence in arts, letters or science, or in the profession of theology, law, or medicine, or in the public service, or in public life or has contributed by his or her discoveries or services to the advancement of arts, letters, or science.

(b) *Emeritus Officers.* Persons proposed for appointment as an emeritus officer must be entitled to the distinction by reason of the length and character

of his or her services to the University and also by reason of eminence in his or her profession.

ARTICLE VII

Financial Administration

§7.01. *Books and Records.* The University shall keep correct and complete books of account of the activities and transactions of the University, including a minute book, which shall contain a copy of the University Charter and Statutes, a copy of these By-Laws, all Standing Committee Charters, and all minutes of meetings of the Board and committees thereof.

§7.02. *Fiscal Year.* The fiscal year of the University shall begin on the first day of July in each year.

§7.03. *Checks, Notes, Contracts, and Securities.* The Board, or any appropriate committee thereof, shall determine (by resolution or adoption of appropriate policies and procedures) who shall be authorized from time to time on the University's behalf to (a) sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money, (b) enter into contracts, (c) authorize the sale, transfer, or other disposition of stock certificates, notes, bonds, or other securities held or owned by the University, and (d) execute and deliver other documents and instruments.

ARTICLE VIII

Indemnification

§8.01. The University shall to the fullest extent permitted by law indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is made a party or is threatened to be made a party or is required to appear as a witness or otherwise in any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the name of the University or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a Trustee or Officer of the Board or Officer of the University, or, while a Trustee or Officer of the Board or of the University, is or was serving at the request of the University as a director, officer, partner, trustee, employee, or agent of another University, partnership, joint venture, trust, employee benefit plans, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns, or legal representatives in connection with that action, suit, proceeding, or inquiry, including appeals. The University may, in accordance with

applicable law, pay the reasonable expenses incurred by any person described in this Section 8.01 in advance of the final disposition of any such action, suit, proceeding, or inquiry; provided that if it is ultimately determined that such person is not permitted under applicable law to be indemnified under this Article, amounts so advanced may by law be required to be repaid.

§8.02. *Insurance.* The University may purchase and maintain insurance on behalf of any person described in Section 8.01 herein against any liability asserted against that person, whether or not the University would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

§8.03. *Policies and Procedures.* The University may from time to time adopt policies and procedures to implement the indemnification provisions described in this Article.

ARTICLE IX

Nominating Procedures

§9.01. *General.* The Committee on Trusteeship shall (a) consider and report to the Board on (i) Trustees who have been proposed for reelection at the expiration of their terms, and (ii) candidates who have been proposed to succeed Trustees whose terms expire at the start of the next academic year or to fill vacancies otherwise occurring among the Trustees, and (b) nominate (i) those Trustees it recommends for reelection and (ii) successors to Trustees whose terms are expiring or whose positions have become vacant. Twelve designated Trustee positions shall be nominated by the Committee acting alone; six designated Alumni Trustee positions shall be nominated by the Committee in consultation with a Nominating Committee of the alumni as set forth in Section 9.02 herein; and six designated Trustee positions shall be nominated by the Committee in consultation with the University Senate as set forth in Section 9.03 herein.

§9.02. *Alumni Trustees.* Nominations of candidates to fill any of the six designated Trustee positions reserved for Alumni Trustees or any vacancies in such positions shall be made in the manner hereinafter set forth.

(a) *A Nominating Committee* of the alumni composed of representatives from the different schools of the University shall maintain a qualified pool of recommended candidates for service as Alumni Trustee. The governance, membership, and proceedings of the Nominating Committee shall be set forth in rules and procedures adopted by the Columbia Alumni Association from time to time. The candidate pool maintained by the Nominating Committee shall, to the extent possible, contain a diverse selection of candidates representing a variety of schools and having a variety of skills and expertise in diverse areas.

(b) *Representatives of the Nominating Committee* shall consult with representatives of the Trusteeship Committee at least once a year to discuss alumni representation on the Board as well as the needs of the University and other matters pertinent to the selection of candidates for the candidate pool and to receive recommendations from the Trustees.

(c) *The Trusteeship Committee* shall select candidates as needed from the pool for nomination to fill any of the six designated Alumni Trustee positions or any vacancies in any such positions.

(d) *The Trusteeship Committee*, in consultation with representatives of the Nominating Committee, shall determine whether to nominate for reelection Alumni Trustees whose terms are expiring.

§9.03. *Nominations in Consultation with University Senate.* In connection with the selection of candidates to fill any of the six designated Trustee positions to be filled in consultation with the University Senate or any vacancies in such positions, the Trusteeship Committee shall work with the Executive Committee of the University Senate (or a subcommittee thereof appointed by it for that purpose) on a confidential basis by conferring with such Executive Committee or subcommittee, exchanging with it suggestions and comments as to possible nominees and their qualifications, and endeavoring through consultation to resolve any differences in viewpoint, all to the desired end that a common endorsement of the ultimate nominees for each post may result.

ARTICLE X

General Provisions

§10.01. *Members.* The University has no members. The University, however, may use the terms “members” and “membership” regarding dues, fees, goods, benefits, privileges, and services as authorized by the Board.

§10.02. *Seal.* The seal shall be in the custody or under the control of the Secretary. It may be affixed to papers, diplomas, certificates, bonds, or other instruments, by the Secretary or by any Officer of administration of the University who has authority to execute instruments on behalf of the University. A duplicate of the seal may be in the possession of the University’s Treasurer.

ARTICLE XI

Amendments

§11.01. *By-Laws.* The Board may amend or repeal these By-Laws at any meeting of the Board at which a quorum is present, by a vote of a majority of the Trustees present.

RULES OF ORDER

I

Order of Business

The order of business shall be as follows:

1. The roll shall be called by the Secretary.
2. The minutes of the preceding meeting shall be read and passed upon; but reports of committees shall be omitted in such reading, unless called for.
3. The minutes of the Committees on Academic Affairs, on Physical Assets, Alumni Relations and Development, on Finance, on Audit, on Public Affairs, and on the Health Sciences shall be laid before the Trustees.
4. The President shall lay before the Trustees the minutes of the University Senate and of the several Faculties.
5. Communications from the President
He shall present in writing:
 - a. A statement of any resolution of the University Senate, or of any Faculty, involving a change in the educational policy of the University in relation to the requirements of admission, the course of study, or the conditions of graduation, or which changes any existing rule or regulation or requires the concurrence of the Trustees in accordance with the Statutes of the University.
 - b. Other communications.
6. Special Orders.
7. Reports of Committees shall be received and considered in the following order:
 - Committee on Academic Affairs
 - Committee on Physical Assets
 - Committee on Alumni Relations and Development
 - Committee on Finance
 - Committee on Audit
 - Committee on Public Affairs
 - Committee on the Health Sciences
 - Committee on Compensation
 - Committee on Trusteeship
 - Special Committees

8. The Secretary shall announce any vacancies that may exist among the Trustees, or in the office of Chairman, President, Vice Chairman, or in any of the Standing Committees.
9. Nominations and elections to fill such vacancies. A majority of all the votes cast shall be necessary for a choice.
10. Motions and resolutions.
11. Communications, memorials, and addresses to the Trustees. The Trustee presenting the same shall briefly state the purport and object thereof.
12. Miscellaneous business.

RULES OF ORDER

II

Motions and Resolutions

1. No motion or resolution, except motions to adjourn, to lay on the table, to postpone indefinitely or to a certain day, or to commit, shall be considered until it be seconded. It shall not be necessary to enter upon the minutes that it was seconded.
2. When a question is before the Trustees no motion shall be received, except a motion to adjourn, to lay on the table, to postpone indefinitely, to postpone to a certain time, to commit, or to amend; which motions shall have precedence in the order named.
3. All amendments shall be considered in the order in which they are moved. When a proposed amendment is under consideration, a motion to amend the same may be made; no amendment to such second amendment shall be in order, but a substitute for the whole matter may be received. No proposal on a subject different from that under consideration shall be received under color of a substitute.
4. A motion to adjourn, to lay on the table, or to postpone indefinitely, shall be decided without debate. A motion to adjourn shall always be in order when made by a Trustee entitled to the floor.
5. The mover may withdraw a motion or resolution at any time before a vote shall have been taken upon it, or upon an amendment thereto. If a motion or resolution is withdrawn the same shall not be entered upon the minutes.
6. If a question under debate contains several distinct proposals, the same shall be divided if requested, and a separate vote taken upon each proposal.
7. No person may speak more than twice on the same question without leave of the Trustees, nor more than once until every one wishing to speak shall have had an opportunity of so doing.
8. Every Trustee present shall vote whenever a question is put unless excused by the Trustees; and no Trustee shall withdraw from a meeting unless excused by the Trustees.
9. A question, being decided, shall not be reconsidered unless the motion to reconsider be made at or before the meeting next after such decision; nor unless the motion for that purpose be made by one of the majority on the first decision. No question shall be reconsidered more than once.

10. When a Trustee is called to order by the Chairman, or by another Trustee, he shall immediately sit down, unless permitted to explain. All questions of order shall be determined by the Chairman, but any Trustee may appeal from the decision of the Chair; and on such appeal, no person shall speak more than once without leave of the Trustees.
11. All resolutions appropriating money shall specify whether the expenditures thereby authorized are to be made out of income. If such expenditures are not to be made out of income, the resolution shall further specify whether the necessary money is to be provided by the use of funds then in the Treasurer's hands, by the sale of property, or by borrowing.
12. The prescribed order of business shall not be departed from nor shall any By-Laws or Rules of Order be suspended except by unanimous consent of all the Trustees present at the meeting at which it is sought to depart from or suspend such By-Laws or Rules of Order.

INDEX

(Arabic numerals used in this index refer to article and section numbers of the By-Laws. Roman numerals refer to the section numbers of the Rules of Order.)

A

Academic Affairs, Committee on, 4.01(a)
Action without meeting of Trustees, 2.14
Ad hoc Presidential Search Committee, 5.01(b)
Adjourn, motion to, II.1, 2, 4; when no quorum is present, 2.10
Administration, financial. *See* Financial administration
Alumni Relations and Development, Committee on, 4.01(b)
Alumni Trustees, 9.02; Nominating Committee, 9.02(a); Rules of Order, 9.02(c); alumni representation, 9.02(b)
Amend, motion to, II.2, 3, 5
Amendments to By-Laws, 4.01, 11.01; to Charters, 4.02(d)
Annual meeting of the Board, 3.02(a)
Appeal from decision of chair, II.10
Appropriations, II.11
Audit, Committee on, 4.01(c); minutes, I.3; reports, I.7

B

Bills of exchange, 7.03
Board of Trustees, action without a meeting, 2.14; compensation of Trustees, 2.15; conflicts of interest, 2.16; conduct of meeting, 2.12; election of, 2.03(b); independence criteria, 2.16; manner of acting, 2.11; meeting by conference telephone, 2.13; meetings, 2.07; notice of meetings, 2.08; number, 2.03(a), place of meetings, 2.09; powers, 2.01; qualifications, 2.02; quorum, 2.10; removal, 2.05; resignations, 2.05; term of, 2.03; time of meetings, 2.09; vacancies, 2.04; written communications, 2.17

Bonds, 7.03; and seal, 10.02
Books and records, 7.01
Borrowing money, II.11
By-Laws, amendments to, 11.01; and Standing Committees, 4.01

C

Call a Trustee to order, II.10
Candidates, qualifications for University honors, 6.03
Certificates and seal, 10.02
Chair, Board of Trustees, 3.06; as officer of Board, 301; conduct of meeting, 2.10; election of, 3.02; questions of order, II.10; resignation of Trustee and, 2.06, 3.04; special meetings called by, 2.07; vacancy, I.8, 9
Chairs of Standing Committees, 4.03(c); administrative liaisons, 4.06; amending and Officers Committee, 4.09(d); reports to Board, 4.07(b)
Charter, Standing Committee, 4.02(a), 403(b)
Charter, University, 4.02(c); Officers Committee and, 4.09(b)
Charter of 1810, Board of Trustees power, 3.20
Chief executive officer. *See* President
Columbia University Medical Center, Committee on Health Sciences and, 4.01(g)
Commit, motion to, II.1, 2
Committee, Officers, 4.09; appointment of members, 4.09(a); authority of, 4.09(b); consultation with Chair, 4.09(c); minutes, 4.09(e); special meetings, 4.09(d)
Committees, Standing, administrative liaisons, 4.06; Academic Affairs, 4.01(a); Alumni Relations and Development, 4.01(b); appointment of members, 4.01, 4.03; Audit, 4.01(c); authority, 4.09(a), 4.09(b); Buildings and Grounds, 4.01(c); calling a meeting of, 4.09(d); Compensation, 4.01(d); composition of, 4.03(a); description, 4.01; consultation with chair, 4.09(c); duties, 4.02(a); Finance, 4.01(e); general provisions, 4.10; Health Sciences, 4.01(f); maintain

minutes, 4.09(e); meetings, 4.05, 4.10; members, 4.03; minutes, 4.07; Officers Committee and, 4.09; Physical Assets, 4.01(g); Public Affairs, 4.01(h); qualifications of members, 4.03(b); quorum, 4.10(a); removal of members, 4.03(a); requirements for members, 4.03(c); restriction on Committee members, 4.10(c); special committees, 4.08; special meetings, 4.10(b); Student Affairs, 4.10(i); subcommittees, 4.04; Trusteeship, 4.01(i); vacancies, I.8, 9

Communications, from President, I.5

Communications, memorials, and addresses, I.11

Communications, written, 2.17

Compensation, 2.15

Compensation, Committee on, 4.01(d)

Compensation, of President and officers, 4.01(d)

Conduct of meetings, 2.12

Conference telephone, meetings by, 2.13

Conflicts of interest, 2.16

D

Debate, II.4, 6, 7

Dental Medicine, College of, Committee on Health Sciences and, 4.01(g)

Depart from order of business, II.12

Diplomas and seal, 10.02

Division of a question, II.6

Duties and powers of Standing Committees, 4.02; Charter, 4.02(a); Charter restrictions, 4.02(c); evaluation of activities, 4.02(d); investigation by, 4.02(e); powers, 4.02(b)

E

Educational policy, changes in, I.5a; minutes, I.3; reports, I.7

Election, of Board officers, 3.02(a); of Trustees, 2.03(b); time of, 9.01(e); vacancies and, 2.04

Electronic consents to action without meeting, 2.14

Emeritus officers, appointment of, 6.01; forms of proposals, 6.02; qualifications, 6.03(b)

Excused from vote, II.8

Executive Committee of the University Senate, selection of President, 5.01(b); selection of Trustees, 9.03

F

Faculties, educational policy, change in, I.5a; minutes, I.4; rule or regulation, changes in, I.5a

Finance, Committee on, 4.01(e); minutes, I.3; reports, I.7

Financial administration, books and records, 7.01; checks, 7.03; contracts, 7.03; fiscal year, 7.02; notes, 7.03; securities, 7.03

Fiscal year, 7.02

G

General provisions of the University, members, 10.01; seal, 10.02

H

Health Sciences Committee on, 4.01(f); minutes, I.3; reports, I.7

Honorary degrees, 6.01, 6.02; qualifications, 6.03(b)

Honors. *See* University honors

I

Indemnification, 8.01, insurance, 8.02; policies and procedures, 8.03

Independence criteria, 2.16

Instruments, authority to execute, 7.03

K

Keeping books of account of activities and transactions of University, 7.01

L

Lay on table, motion to, II.1, 2, 4

Libraries, Committee on Education and, 401(e)

M

Manner of acting of Board, 2.11

Meetings, by conference telephone, 2.13;

number of per year, 2.07; minutes of, I.3; of Standing Committees, 4.05; of Trustees, 2.07

Members of the University, 10.1

Minutes, action without meeting, 2.14; to Board of Trustees, 4.07; of Faculties, I.4; of Officers Committee, 4.09(e); passed upon, I.2; reading of, I. 2; seconding motion or resolution, II.1; of Standing Committees, 4.07(a), I, 3; withdraw motion or resolution, II.5

Miscellaneous business, I.12

Motions and resolutions, adjourn motion to, II.1, 2, 4; amend motion to, II.2, 3, 5; appeal from decision of chair, II.10; appropriations, resolutions on, II.11; call Trustee to order, II.10; commit, motion to, II.1, 2; depart from order of business, II. 12; division of question, II.6; educational policy, change in, I.5a; excused from vote, II.8; lay on table, motion to, II.1, 2, 4; minutes, entries upon, II.1, 5; motions that cannot be debated, II.4; postpone indefinitely, motion to, II.1, 2, 4; postpone to certain day, motion to, II.1, 2; precedence, order of, of motions, II.2; putting question, II.8; question, consideration of, II.2, 6, 7, 9; questions of order, II.10; reconsider, motion to, II.9; rights in regard to debate, II.7; rule or regulation, resolution changing existing, I.5a; seconding, motion or resolution requiring, II.1; special committees, resolution providing therefor, 4.5; substitute amendment, II.3; suspend By-Laws or rule of order, II.12; vote, II.5, 6, 8; Trustee concurrence, acts requiring, I.5a; vote, II.5, 6, 8;

withdraw motion or resolution, II.5; withdraw from meeting, II.8

Motions that cannot be debated, II.4

N

New Standing Committees members, 4.06

Nominating Committee. *See* Alumni Trustees

Nominating procedures, Alumni Trustees, 9.02; certificate of nomination, 9.03(k); consultation with University Senate, 9.03; consultation with Trustees, 9.02(d); general, 9.01

Notice of meetings, 2.08

Number of Trustees, 2.03

Nursing, School of, Committee on Public Health and, 4.01(g)

O

Officers Committee, 4.09; appointment of members, 4.09(a); authority of, 4.09(b); consultation with chair, 4.09(c); minutes, 4.09(e); special meetings, 4.09(d)

Officers of administration, 5.02

Officers of Board of Trustees, chair, 3.06; election, 3.02; officers, 3.01; term of office, 3.02; qualifications, 3.02; removal, 3.03; resignations, 3.04; vacancies, 3.05; vice chairs, 3.07

Officers of University, description of office, 5.01(a); limitations as Trustees, 5.04; officers of administration, 5.02; other officers, 5.03; President, 5.01; selection, 5.01(b)

Order, call Trustee to, II.10

Order of business, communications from

President, I.5; conditions of graduation, I.5a; course of study, I.5a; depart from, II.12; educational policy involving change in, I.5a; minutes of Faculties, of standing committees, I.3, I.4, of University Senate, I.4, pass upon, I.2, reading of, I.2; miscellaneous business, I.12; motions and resolutions, I.10; nominations and elections to fill vacancies, I.9; other communications, I.5b; reports of committees,

I.2, 7; requirements of admission, I.5a; roll call, I.1; rule or regulation, changes in existing, I.5a; special orders, I.6; Trustee concurrence, acts requiring, I.5a, communications, memorials, and addresses, I.11; vacancies among Trustees, or in offices, or in standing committees, I.8

P

Participation in meetings by conference telephone, 2.13
Physical Assets Committee, 4.01, 4.01(g); minutes of, I.3; reports of, I.7
Physicians and Surgeons, College of, Committee on Health Sciences and, 4.01(g)
Place of meetings, 2.09
Postpone indefinitely, motion to, II.1, 2, 4
Postpone to certain day, motion to, II.1, 2
Powers and duties of Standing Committees, 4.02
Powers of Trustees, 2.01
Precedence, order of, of motions, II.2
President of the University, 5.01; as chief executive officer, 5.01(a); compensation of, 2.15; educational policy, involving change in, I.5a; honorary degree, 6.01; quorum for selection or removal of, 2.10; rule or regulation, changes in existing, I.5a; as Trustee, 2.03(b), 5.04; Trustee concurrence, acts requiring, I.5a; vacancy, I.8, 9
Presidential Search Committee, *ad hoc*, 5.01(b)
Public Affairs, Committee on, 4.01(h)
Public Health. School of, Committee on Health Sciences and, 4.01(g)
Putting the question, II.8

Q

Qualifications of Trustee officers, 3.02(c); of Trustees, 2.02
Question, consideration of, I.2; division of, II.6; of order, II.10; reconsider, motion to, II.9; rights to speak on, II.7
Quorum, for choice or removal of President, 2.10; for honorary degree vote, 6.07; of

Trustees, 2.10; of Standing Committee, 4.10(a); to amend or repeal By-Laws, 11.01

R

Recommendations, for University honors, notification of Board, 6.06; of reports, 6.05
Reconsider, motion to, II.9
Recording officer, Secretary as, 2.12
Records, 7.01
Regulation, rule or, changes in existing, I.5a
Removal, of President, 2.10; of Trustee officers, 3.03; of Trustees, 2.05
Reports, of Standing Committees, 4.07(a), 4.07(b), I.2,7; for University honors, 6.05
Resignations, of Trustee officers, 3.02(a), 3.04; of Trustees, 2.03(b), 2.06
Rights in regard to debate, II.7
Roll call, I.1
Rule or regulation, changes in existing, I.5a
Rules of Order, of the Nominating Committee, suspension, II.12

S

Seal of the University, 10.2
Seconding, motion or resolution requiring, II.1
Secretary, as recording officer, 2.12; roll call, I.1; vacancy in office of, I.8
Secretary of the University, resignation of Trustee and, 2.06; seal and, 10.2
Securities, authorization for, 7.03
Special Committees of Standing Committees, 4.08; meetings of Board, 2.07; rules of order, 9.02(h)
Special meetings, call of, I.2; entry upon minutes of, I.2; notice of, I.2
Special orders, I.6
Standing Committees. *See* Committees, Standing
Stock certificates, authorization for, 7.03
Student Life, Committee on, 4.01(i)
Subcommittees of Standing Committees, 4.04
Substitute amendment, II.3
Suspend By-Laws or Rules of Order, II.12

T

Term of Trustee officers, 3.02.b; of Trustees, 2.03; for filling vacancies, 2.04
Time of meetings, 2.09
Treasurer of the University, II.11; and seal of, 10.02
Trustees, Alumni Trustees, 9.02; amending or repealing By-Laws and, 11.01; concurrence, acts requiring, I.5a; nominating procedures for, 9.01; and President, 5.01(a); serving on committees, 4.10(c); voting for honorary degrees, prizes, other honors, 6.07
Trustees Emeriti, 4.01(a)
Trusteeship Committee, 4.01(j)

U

University honors, candidate qualifications, 6.03; emeriti officers, 6.01; forms of proposals, 6.02; general, 6.01; eminence of, 6.03(a); holding official position, 6.03(b); original work, 6.03(a); qualifications, 6.03; University Medal for Excellence, 6.01, 6.03(a)
University Medals for Excellence, 6.01; forms of proposals, 6.02; qualifications, 6.03(a)
University Senate, educational policy, involving change in, I.5a; minutes, I.4; nominations for Trustees and, 9.01, 9.03; Presidential search and, 5.01(b); rule or regulation, changes in existing, I.5a; vacancies of Trustee positions, 2.06, 9.03

V

Vacancies, of Trustee officers, 3.05, I.8, 9; of Trustee positions, 2.04, 2.06, 9.03
Vice chairs, and special meetings of Board, 2.07; as officers of Board, 3.01; election of, 3.02, 4.03(c); in place of chair, 4.09(d); powers of, 3.07; vacancy, I.8, 9
Vote, division of question, II.6; excused from, II.8; majority, I.9; putting question, II.8; quorum for, 6.07; for Trustees, 2.03(b); unanimous, II.12; withdraw motion or resolution before, II.5

W

When no quorum is present, 2.10
Withdraw motion or resolution, II.5
Withdraw from meeting, II.8
Written consents to action without meeting, 2.14
Written charter for Standing Committees, 4.02(a)
Written communications, 2.17
Written demand for meeting, 2.07
Written notice, of Trustee officer resignation, 3.04; to amend or repeal By-Laws, 11.01

Y

Year, fiscal. *See* Fiscal year
Years of consecutive service by Trustee, 2.03(b)

