



AMENDED AND RESTATED

BYLAWS

OF

MEHARRY MEDICAL COLLEGE

ARTICLE I

POWERS OF TRUSTEES

Section 1. The Board of Trustees shall have and exercise the corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for sound resource management of the corporation (referred to in this and the following articles as "College"). The Board of Trustees shall further determine the general, educational, and financial policies and shall have the power to carry out any other functions that are permitted by these Bylaws or by the Articles of Incorporation, except as limited by law. These powers shall include, but shall not be limited to, the following:

- (a) Determine and periodically review the purposes and the mission of the College.
- (b) Establish, review and approve proposed changes in the College's academic programs and other major enterprises consistent with the College's mission, plans, and financial resources.
- (c) Establish, review and approve institutional policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel or anti-discrimination policies for other categories of employees.
- (d) Appoint the President, who shall be the Chief Executive Officer of the College, and any officers of the Board of Trustees of the College, in accordance with these Bylaws.
- (e) Ratify the appointment and establish the terms of employment of other key institutional officers who serve at the pleasure of the President (in consultation with the President as may be appropriate).
- (f) Support the President and periodically assess his or her performance based on mutually agreed-upon goals and other criteria, as recommended by the Trustee and Governance Committee, such assessment to take place at least once every two years.
- (g) Approve all earned degrees upon recommendations of the faculty, the Deans and the President and approve all honorary degrees upon recommendations of the Academic Affairs Committee and the President.
- (h) Approve the annual budget and tuition and fees, regularly monitor the College's financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.

- (i) Contribute financially to the College's fund-raising goals, participate actively in strategies to secure sources of support, and authorize officers of the College to accept gifts or bequests subject to policy guidelines set by the Board of Trustees.
- (j) Authorize the purchase, management and sale of land, buildings or major equipment for use of the College.
- (k) Authorize the construction of new buildings and major renovations of existing buildings.
- (l) Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
- (m) Approve such policies that contribute to the best possible environment for students to learn and develop their abilities.
- (n) Approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service.
- (o) Periodically undertake assessments of the Board of Trustees' performance.

Section 2. The Board of Trustees shall conduct such activities, as it deems appropriate on behalf of the College. Revenues generated by such activities may be set aside in the College's endowment fund or used as part of its general operating revenue as the Board of Trustees shall determine; provided, however, they may only be used for the charitable purposes set forth in these Bylaws or in the Articles of Incorporation.

Section 3. Notwithstanding any other provision contained herein, any action constituting a loan or borrowing from the College's endowment corpus must be approved by two-thirds (2/3) of the full membership of the Board of Trustees.

ARTICLE II

MEMBERSHIP OF BOARD OF TRUSTEES

Section 1. The voting members of the Board of Trustees shall consist of not less than twenty-one (21), nor more than thirty-nine (39) persons.

Section 2. Unless otherwise specifically provided herein, Trustees shall serve for four-year terms and until their successors are elected and qualified and may succeed themselves in office. Unless otherwise specifically provided herein, the Trustees shall be divided into four (4) approximately equal groups so that the terms of office of one-fourth (1/4) of the Trustees shall expire each year. A full four-year term shall begin at the fall

meeting following election at the preceding spring meeting and shall end at the conclusion of the spring meeting of the fourth academic year. Upon the recommendation of the Trustee Committee, however, a new member may be elected at any regular meeting of the Board of Trustees for a shorter initial term, which shall begin upon election and shall end at the conclusion of the spring meeting of an academic year specified at the time of election.

Section 3. Unless otherwise specifically provided herein, new members of the Board of Trustees shall be elected by a majority of the full membership of the Board of Trustees.

Section 4. Article II, Section 4.

A Trustee may be removed from office by an affirmative vote of two-thirds of all Trustees for committing actions in violation of these Bylaws or for actions that are contrary to the general welfare of Meharry Medical College. After a motion has been made to remove a Trustee from office that includes a statement of cause for removal and before a vote, the Trustee will be given the opportunity to address the Board either in person or in writing. Discussion of the motion will take place in executive session of voting members of the Board of Trustees only, and the vote on the motion will be by secret ballot.

Section 5. If a member of the Board of Trustees is absent, except for reasons of ill health or absence from the country, from three (3) consecutive meetings of the Board of Trustees, including regularly scheduled meetings and special meetings duly called and noticed, the Board of Trustees may in its discretion declare the position of said Trustee vacant and elect a successor as provided in these Bylaws.

Section 6. Any member of the Board of Trustees elected to replace a resigned or otherwise vacated Trustee position shall hold office until the expiration of the term of the vacating Trustee, subject to the provisions set forth herein.

Section 7. At all times, not less than four (4) nor more than eight (8) members of the Board of Trustees shall be Alumni Trustees. In accordance with the procedures stated in its bylaws, the Meharry Alumni Association shall recommend individuals to serve as Alumni Trustees to succeed the one or more Alumni Trustees whose terms will expire at the spring Board of Trustees meeting. The Meharry Alumni Association shall notify the chairperson of the Trustee and Governance Committee of the person recommended for the position of Alumni Trustee before the spring Board of Trustees meeting at which the alumnus will be considered for Board of Trustees service. The Board of Trustees shall consider and vote upon the recommended Alumni Trustee at the next meeting following the recommendation. After his or her initial term of service, an Alumni Trustee may serve an additional term of service in the same capacity, provided the Meharry Alumni Association has recommended the Alumni Trustee, the Trustee and Governance Committee has endorsed the recommendation, and the Board of Trustees has elected the Alumni Trustee, as set forth above. Upon the completion of two (2) four-year terms of service as an Alumni Trustee, the Alumni Trustee thereafter shall step down from service for a minimum period of one (1) year. After such one-year period, he or she would be eligible to serve as a Trustee if elected other than as an Alumni Trustee.

ARTICLE III

SPECIAL TRUSTEES

Section 1. The Board of Trustees shall include Special Trustees who serve subject to the rights and responsibilities expressly set forth herein. Special Trustees shall include Emeritus, Student Observer, Young Alumni, and Faculty Trustees as hereinafter described. Special Trustees shall be entitled to receive notice of all meetings of the Board of Trustees, to attend and speak at all such meetings, to receive minutes of all meetings of the Board of Trustees and the Executive Committee and to serve on Committees as appointed by the Board of Trustees Chair. Subject to the provisions set forth in this Article III, the Young Alumni Trustee and the Faculty Trustee shall have the power to vote in meetings of any Committee on which they may serve and in meetings of the Full Board; but Emeritus and Student Observer Trustees shall not have voting powers in meetings of the full Board of Trustees, except as otherwise provided herein. Special Trustees may attend any executive session meeting of either the Board of Trustees or of any Committee upon which he or she may serve. Special Trustees shall not be eligible to serve as Officers of the Board of Trustees. Any reference in these Bylaws to "Trustees" shall not include the Emeritus Trustees and the Student Observer, unless such reference specifically so designates.

Section 2. Upon the recommendation of the Trustee and Governance Committee, a Trustee who has reached 65 years of age and has served for a minimum of three (3) four-year terms as a member of the Board of Trustees may be elected by a majority of those members of the Board of Trustees present and voting at a duly constituted meeting to be an "Emeritus Trustee."

Section 3. Upon the recommendation of the Trustee & Governance Committee, a Trustee who has served for six (6) uninterrupted terms as Chairman of the Board of Trustees may be elected by a majority of those members of the Board of Trustees present and voting at a duly constituted meeting to be an "Emeritus Chairman." The Chairman Emeritus shall be a member of the Executive Committee and an ex-officio member of all other committees of the Board of Trustees, with full voting rights while retaining active membership. In case of removal, resignation, death, disability, or absence the Chairman Emeritus may keep his/her title, but all rights and privileges to vote will be immediately disavowed.

Section 4. Each year, prior to the spring Board of Trustees meeting, the President shall nominate a student in his or her Junior Year, whom the Trustee and Governance Committee after review may recommend to the Board of Trustees, for election to a two-year term as a Special Trustee. During the first year of the term, beginning with the spring Board of Trustees meeting during the student's Junior Year, the Special Trustee shall be designated Student Observer and shall not have voting privileges. During the second year of the term, beginning with the spring Board of Trustees meeting of the Board of Trustees, the Special Trustee shall be designated Young Alumni Trustee and shall have full voting privileges.

Section 5. The Board of Trustees may, in its sole discretion, elect one (1) College faculty member to serve as a Faculty Trustee. The Board of Trustees shall elect the Faculty Trustee from a list comprised of not less than three (3) but not more than five (5) nominees submitted by the Faculty Senate of the College and nominated in conformity with a process approved by the Faculty Senate and the President of the College. The Trustee and Governance Committee shall review the qualifications of the nominees so submitted and make a recommendation to the Board of Trustees. A majority vote of those members of the Board of Trustees present and voting at a duly constituted meeting shall be required to elect a Faculty Trustee. The term of membership of the Faculty Trustee shall be two (2) years. After his or her initial two-year term of service, a Faculty Trustee may serve one (1) additional term of service in the same capacity, provided such Faculty Trustee is nominated by the Faculty Senate of the College, recommended by the Trustee and Governance Committee, and elected by the Board of Trustees, as set forth above. For purposes of Article XI, the Faculty Trustee will be deemed to have a conflict of interest as to any matter affecting his or her work, benefits or remuneration as a member of the Faculty.

ARTICLE IV

OFFICERS OF THE BOARD OF TRUSTEES

Section 1. The Officers of the Board of Trustees shall be a Board of Trustees Chair, one or more Vice Chairs, a Secretary, and an Assistant Secretary. All Officers of the Board of Trustees shall serve such terms as may be determined by the Board of Trustees at the time of their election, which terms shall not exceed two (2) years. Only those holding the offices of Board of Trustees Chair or Vice Chair are required to be members of the Board of Trustees. Officers shall be elected at the annual spring meeting of the Board of Trustees. Initial terms for officers shall begin at the fall meeting following the election. Officers may be elected at any other meeting for terms to commence when the Board of Trustees shall determine in the event of vacancies or new offices created by the Board of Trustees.

Section 2. The Board of Trustees Chair shall preside over all meetings of the Board of Trustees and its Executive Committee, and, except as otherwise provided by these Bylaws, shall be an ex-officio member of all other committees of the Board of Trustees with full voting rights. The Board of Trustees Chair shall have a right to vote on all questions to be decided by the Board of Trustees, shall nominate to all Committees the members thereof, to appoint from their members the chairpersons, and shall have such other powers and duties as the Board of Trustees from time to time may prescribe.

Section 3. A Vice Chair shall perform such duties as may be assigned by the Board of Trustees. The Board Chair shall appoint a Vice Chair as Chair of the Trustee and Governance Committee. In case of removal, resignation, death, disability, or absence of the Board of Trustees Chair, one of the Vice Chairs designated by the Board of Trustees, shall perform the duties and powers of the Board of Trustees Chair until the Board of Trustees elects a successor.

Section 4. The Secretary shall have custody of the corporate seal and shall affix it to all documents that require sealing. The Secretary shall take minutes of each meeting of the Board of Trustees, Executive Committee and Finance Committee, distribute to each member of the Board of Trustees copies of the minutes at least fifteen (15) days in advance of the next regular meeting of the Board of Trustees, Executive Committee or Finance Committee, as the case may be, and keep copies of the minutes the Board of Trustees approves in a well bound book. The Secretary shall perform such other duties incident to this office as may be assigned by the Board of Trustees.

Section 5. The Assistant Secretary shall, in the absence of the Secretary, perform the duties of Secretary and such other duties as may be assigned by the Board of Trustees or the Board of Trustees Chair.

Section 6. Regardless of the term of election of each officer of the Board of Trustees, all such officers shall serve at the pleasure of the Board of Trustees. Their terms of office may be terminated at any time by a vote of the Board of Trustees at any duly called meeting, provided members of the Board of Trustees have received notice that a motion for removal will be on the agenda. Upon the written request of any five (5) Trustees, the Secretary shall include notice of a motion for the removal of an officer in the notice for any regular meeting of the Board of Trustees.

ARTICLE V

MEETINGS

Section 1. There shall be three (3) regular meetings of the Board of Trustees each year, which shall be held in the winter, spring and fall on such dates and at such places as may be designated by the Board of Trustees or the Executive Committee. The spring meeting of the Board of Trustees shall be set in conjunction with the spring commencement exercises of the College.

Section 2. Special meetings shall be held at the request of the Board of Trustees Chair, or the President of the College, and the Board of Trustees Chair or the Secretary shall call a special meeting upon the written request of at least five (5) Trustees, provided such requests shall expressly set forth the purpose of the special meeting.

Section 3. The Secretary shall send written notice or electronic mail of all regular meetings of the Board of Trustees or Committees to each Trustee at least ten (10) business days before the date of the meeting. The Secretary shall send written notice or electronic mail of all special meetings of the Board of Trustees or Committees to each Trustee at least five (5) business days before the date of the meeting. The notice of the special meeting shall state the purposes of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.

Section 4. Whenever notice is required to be given under the provisions of statutes or of the Articles of Incorporation or of these Bylaws, a waiver in writing or by electronic mail signed or sent by the persons entitled to said notice, whether before or after the time

stated therein shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

Section 5. One-third (1/3) of the Trustees then constituting the Board of Trustees (or a committee thereof, except where otherwise provided for herein) shall be necessary and sufficient to constitute a quorum for the transaction of business at a meeting of the Board of Trustees (or meeting of a Committee). The act of a majority of the Trustees present and voting at a duly called meeting of the Board of Trustees (or any Committee) shall be the act of the Board of Trustees (or that Committee), except as may be expressly provided by the Articles of Incorporation or the Bylaws.

Section 6. The most recently published edition of Robert's Rules of Order shall constitute the parliamentary governing code of the Board of Trustees meetings.

Section 7. Any action required or permitted to be taken by the Board of Trustees by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, fax, telegram, cable, conference call, teleconference, or in any other way the Trustees decide. A written consent setting forth the actions taken and signed by all members of the Board of Trustees, or of the committee as the case may be, shall be filed with the minutes of the proceedings as soon as is practical.

ARTICLE VI

OFFICERS OF THE COLLEGE

Section 1. The Officers of the College shall be a President, a Vice President of Finance, one or more other Vice Presidents, as may be deemed necessary, a Dean of each of the Schools of the College, and such other officers of the College as the Board of Trustees may from time to time authorize the President to appoint.

Section 2. The President shall serve such term as may be determined by the Board of Trustees at the time of his/her appointment, but not in excess of five (5) years during any one term. All other senior officers of the College (Vice Presidents and Deans) shall be appointed by the President and approved by the Board of Trustees, but no such other officer's term shall exceed three (3) years without re-appointment. The Vice Presidents and Deans shall have such authority and responsibilities as the President shall determine in consultation with the Board of Trustees, except as stated in these Bylaws. In the absence or disability of the President, the Executive Committee of the Board of Trustees shall determine which vice president or other individual shall perform the duties of the President.

Section 3. Regardless of the term of appointment of each officer of the College, other than the President, all such officers shall serve at the pleasure of the President, the President shall have the authority to terminate the employment and/or modify the job duties of any officer, at any time consistent with his or her employment contract, if any.

ARTICLE VII

POWERS AND DUTIES OF THE PRESIDENT OF THE COLLEGE

Section 1. The President serves at the pleasure of the Board of Trustees for such term, compensation, and with such other terms of employment, as the Board of Trustees shall determine.

Section 2. The President of the College shall be the Chief Executive Officer and the chief adviser to and executive agent of the Board of Trustees. The President's authority is vested through the Board of Trustees and includes responsibilities for all of the College's educational, health care and managerial affairs. The President is responsible for leading the College, implementing all Board of Trustees policies, keeping the Board of Trustees informed on appropriate matters, consulting with the Board of Trustees in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the College's key spokesperson. The President shall have the power, on behalf of the College, to perform all acts and execute all documents to make effective the actions of the Board of Trustees or its Executive Committee. All officers of the College shall report to the President directly or through another officer designated by the President.

Section 3. The President shall serve as a member of the Board of Trustees and of the Executive Committee. Except as otherwise provided in these Bylaws, the President shall be an ex-officio member of all other committees of the Board of Trustees, without power to vote.

ARTICLE VIII

POWERS AND DUTIES OF THE VICE PRESIDENT OF FINANCE

The Vice President of Finance shall be the Chief Finance and Business Officer of the College and report to the President of the College. The Vice President of Finance shall ensure that all appropriate business and finance functions are performed, including the keeping of accurate books and accounts and the preparation of financial statements and reports. The Vice President of Finance, subject to direction from the Board of Trustees or its Executive or Finance Committees, may arrange for the funds of the College, including Endowment and Trust Funds, to be invested with banks, trust companies, investment firms or investment counsel. The Vice President of Finance may perform other duties as may be assigned by the President. The Vice President of Finance shall be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board of Trustees or required by State statute.

ARTICLE IX

COMMITTEES

Section 1. There may be such special or ad hoc committees as the Board of Trustees may from time to time establish.

Section 2. There shall be the standing committees specified in this Article. Except as provided by Section 6 of this Article, members of standing committees shall be nominated by the Board of Trustees Chair and confirmed by the Board of Trustees. The Board of Trustees Chair shall appoint from the members of each Committee its chairperson. Members shall be nominated whenever possible with due regard to any special expertise or experience the nominee may have as appropriate for a particular committee. Except as otherwise provided in these Bylaws, the Board of Trustees Chair and the President of the College shall be ex officio members of all standing committees, without power to vote (except that in case of a tie vote in the Executive Committee, the Chair may cast the deciding vote). The Chairperson of each standing committee and a majority of its members shall be Trustees.

Section 3. All committees appointed by the Board of Trustees shall have and may exercise such powers and authorities as the Board of Trustees may delegate to such committee or committees by resolution or other action. All committees appointed by the Board of Trustees shall keep regular minutes of their meetings and proceedings and shall report same to the Board of Trustees upon request. The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any Committee so discontinued shall be performed during such discontinuance by the Executive Committee. The Board of Trustees may disband at any time any special or ad hoc committees it may have created.

Section 4. The Chairperson of any Committee, with the consent of the Board of Trustees Chair, may request the President of the College to appoint an Officer of the College or a member of the administrative staff to serve as a liaison between the Committee and the Office of the President, and the President shall designate such a person to perform that service. Such liaison person shall assist the Committee in the carrying out of its duties, including taking minutes if requested, but shall not have the power to vote.

Section 5. Except as otherwise provided in this Article, all standing Committees shall meet at least twice annually.

EXECUTIVE COMMITTEE

Section 6. The Executive Committee shall consist of the Board of Trustees Chair, any Vice Chairs of the Board of Trustees, the President, the Chairpersons of the other standing committees of the Board of Trustees, and one (1) Trustee at large designated by the Board of Trustees Chair. All members of the Executive Committee shall be Trustees. The Board of Trustees Chair shall be the Chair of the Executive Committee.

Between meetings of the Board of Trustees, the Executive Committee shall have authority to act for the Board of Trustees except that, unless specifically empowered by the Board of Trustees to do so, it may not take any action required by statute to be taken by the Board of Trustees or any action inconsistent with a prior act of the Board of Trustees; neither may the Committee award degrees, alter Bylaws, locate permanent buildings on tax exempt property held for the College's purposes, remove or appoint the President of the College, or take any action which has been reserved for the full Board of Trustees by statute, the Articles of Incorporation or the Bylaws.

The Executive Committee shall meet when necessary. Meetings of the Executive Committee shall be called on the written request of the Board of Trustees Chair, the President or at least three (3) of the members of the Committee.

All members of the Executive Committee shall have the power to vote in meetings of that Committee. Six (6) members of the Executive Committee present at any meeting of that Committee shall constitute a quorum for the transaction of business.

TRUSTEE AND GOVERNANCE COMMITTEE

Section 7. The Trustee and Governance Committee shall have a minimum of five (5) members, and shall have all authorities and obligations set forth within its Charter, as approved by the Board of Trustees. The Trustee and Governance Committee shall present to the Board of Trustees nominations for Trustees to be elected by the Board of Trustees, and for Board of Trustees Chair, one (1) or more Vice Chairs, Secretary, and Assistant Secretary. The Committee shall furnish to all Trustees information relating to the background and qualifications of all such nominees at least thirty (30) days prior to the Board of Trustees meeting at which an election is scheduled to take place. The Committee shall develop and administer a program of orientation for newly elected Trustees and a program of continuing education for all Trustees. The Committee shall also nominate Emeritus Trustees. It shall report to the Board of Trustees at the spring Board of Trustees meeting and otherwise as circumstances dictate.

FINANCE COMMITTEE

Section 8. The Committee on Finance shall have a minimum of five (5) members. The Committee on Finance shall:

- (a) Review the annual operating and capital budget prepared and presented under the direction of the President and make recommendations to the Board of Trustees with respect thereto.
- (b) Review major financial transactions not provided for in the budget and submit proposed variances from the budget with recommendations to the Board of Trustees or Executive Committee.

- (c) Advise the Board of Trustees and President on matters relating to employee pensions, retirement, insurance and other employee welfare benefits and programs.
- (d) Acting within the scope of investment policy guidelines established by the Board of Trustees, the Committee shall oversee the investment of funds of the College and the management of the other assets of the College and shall, at least annually, report to the Board of Trustees on changes in investments, the value of the assets of the College and the revenues and projected revenues from the assets.
- (e) Oversee or supervise the employment of investment counsel and delegate authority, as it determines, for the purchase or sale of securities for the account of the College to such investment counsel or to any Officer of the College. The Committee may select and review the operations of custodians of the investment funds and securities of the College.
- (f) Authorize the purchase, sale, or lease of real property held by the College and the major improvement or major repair of such property. The Committee shall report periodically to the Board of Trustees on the condition of real estate holdings, on recommendations as to their use and on the maintenance of properties of the College.

The Vice President of Finance of the College shall be an ex-officio member of the Committee without power to vote and shall not be counted as a member of the committee for any purpose.

AUDIT AND COMPLIANCE COMMITTEE

Section 9. The Audit and Compliance Committee shall have a minimum of five (5) members and shall have all authorities and obligations set forth within its Charter, as approved by the Board of Trustees. The Audit and Compliance Committee shall periodically appraise the financial control and accounting systems of the College and recommend any changes it deems appropriate. The Audit and Compliance Committee may request the designated independent auditor, or any officer or employee of the College, to appear before it to report on the financial condition of the College. The President of the College shall not be an ex officio member of the Audit Committee, but may, upon invitation of the committee, attend any meeting. It shall recommend the designation of an independent auditor each year and cause to be prepared and submitted to the Committee and to the Board of Trustees at least once a year an audited statement of the financial condition of the College as of the close of the fiscal year and of the receipts and expenditures for each year. The Audit and Compliance Committee also shall periodically appraise the compliance policies and procedures of the College. It shall receive periodic reports from the College's Compliance Officer and shall make

recommendations to the Board of Trustees regarding compliance policies requiring Board of Trustees action or approval.

ACADEMIC AFFAIRS COMMITTEE

Section 10. The Academic Affairs Committee shall be composed of a minimum of five (5) members, including the Faculty Trustee. It shall, in cooperation with the President, study and appraise the quality of the academic programs; measure the programs relative to comparable institutions in terms of teaching load, class size, student/faculty ratios, instructional expenditures, research programs and other relevant factors; make recommendations regarding faculty appointments, promotions and tenure; formulate desirable short and long range enrollment goals; and make such reports and recommendations to the Board of Trustees relative to the academic programs, as may be required. The Academic Affairs Committee shall also be responsible, with the advice of the President, to consider and recommend to the Board of Trustees candidates for the award of honorary degrees.

HEALTH AFFAIRS COMMITTEE

Section 11. The Committee on Health Affairs shall consist of a minimum of six (6) members, and shall:

- (a) Consider, report and recommend to the Board of Trustees policies and programs reflecting the professional service and financial activities of affiliated health care activities (including practice plans, ambulatory, dental and medical clinics, and mental health centers, etc.). This shall include reports as to whether such facilities meet accreditation and other public health requirements.
- (b) Request, review, and comment on special reports prepared by the President, Vice Presidents, Deans and other appropriate administrative officers of the College.
- (c) Review and comment, with recommendations to the Board of Trustees, on Federal, State and local reports, audits and reviews of health facility operations, including those dealing with license, fire inspection, and safety.

INSTITUTIONAL ADVANCEMENT COMMITTEE

Section 12. The Committee on Institutional Advancement shall consist of a minimum of five (5) members, and shall:

- (a) Advise the Board of Trustees on College activities pertaining to fundraising, alumni programs, public relations, capital campus planning, renaming of buildings and other highly visible properties.
- (b) Recommend to the Board of Trustees, subject to the concurrence of the Committee on Finance, policies relating to the security of gifts and endowments for the College and to the acceptance, use and allocation of such gifts and endowments.

The Vice President for Institutional Advancement shall serve as administrative liaison to the Committee.

BUILDINGS AND GROUNDS COMMITTEE

Section 13. The Buildings and Grounds Committee shall have a minimum of five (5) members, all of whom shall be Trustees. The Committee on Buildings and Grounds shall:

- (a) Review the status, condition, and maintenance of the buildings and grounds of the campus;
- (b) Recommend to the Board of Trustees, subject to the concurrence of the Committee on Finance, policies regarding major expenditures for the purpose of the sale or acquisition of campus property or major improvements upon the campus; and
- (c) Work with the Committee on Institutional Development regarding any matters that fall under the jurisdiction of both Committees.

STUDENT AFFAIRS COMMITTEE

Section 14. The Student Affairs Committee shall have a minimum of five (5) members. It shall review matters affecting all aspects of student life at the College, other than those relating to the academic program, as presented by the Student Life Committee of the College. It shall also consider proposals on such matters, and report and make recommendations thereon to the Board of Trustees as may be required.

ARTICLE X

INDEMNIFICATION

Each Trustee and officer of the College, or the executor, administrator or other legal representative of any such Trustee or officer, shall be indemnified to the fullest extent permitted under the law of Tennessee as now existing or hereafter enacted against all expenses actually and necessarily incurred by such Trustee or officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been a Trustee or officer. The College shall cover such expenses except in relation to matters in which the Trustee or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The College may advance expenses for any such action, suit, or proceeding against an undertaking of the Trustee or officer to return them in the event he or she is eventually determined not to be entitled to indemnification. The College shall also maintain appropriate trustee and officer liability insurance coverage. If the Board of Trustees determines it to be in the best interests of the College, it may provide such indemnification to any employee or agent of the College who is not a Trustee or officer.

ARTICLE XI

CONFLICTS OF INTEREST

A Trustee shall be considered to have a conflict of interest if:

- (a) such Trustee has existing or potential financial or other interests; or
- (b) such Trustee is aware that a member of his family has existing or potential financial or other interests; or
- (c) any organization in which such Trustee (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has existing or potential financial or other interests

which will impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College.

No trustee shall have a member of his/her family employed by the College in a position that directly reports to the President and/or CEO of the College.

For purposes of this Article, family member shall be defined as a spouse, parents, siblings, and children; and shall also include any other relative if such relative resides in the same household as the Trustee.

All Trustees shall disclose to the Board of Trustees any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a

Board of Trustees or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. The Chair of the Board of Trustees or of a Committee may excuse a Trustee with a potential conflict of interest from any executive session during any part of a discussion relating to the potential conflict of interest. Any Trustee who is uncertain whether he or she has a conflict of interest in any matter may request that the Board of Trustees determine whether a conflict of interest exists, and the Board of Trustees shall resolve the question by majority vote.

ARTICLE XII

DISCRIMINATION PROHIBITED

In administering its affairs, the College shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or physical handicap.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the College shall be from July 1 to June 30.

ARTICLE XIV

DISSOLUTION

Section 1. Trustees shall be notified by regular mail at least thirty (30) days prior to a regular meeting or special meeting called for the intent to vote on whether to consider dissolution of the College (the "Meeting to Consider Dissolution"). Any such vote to consider dissolution of the College shall be passed by a two-thirds (2/3) vote of the Trustees present at any regular or special meeting, as the case may be, that is duly noticed and constituted. In the event any Meeting to Consider Dissolution results in the approval of such consideration, thereafter, upon at least twenty (20) days notice, a special meeting to vote on whether to dissolve the College shall be held, provided that meeting is held no sooner than thirty (30) days and no later than sixty (60) days after the Meeting to Consider Dissolution. Any vote to dissolve the College shall require a vote of the majority of the full membership of the Board of Trustees.

Section 2. Upon the dissolution of the College and satisfaction of all of its debt, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code or corresponding section of any future tax code, particularly in support of historically Black institutions of higher education, or shall be distributed to the Federal government or to a state or local government to further serve the medical needs of the underserved.

ARTICLE XV

REVIEW AND AMENDMENT OF BYLAWS

These Bylaws may be changed or amended at any duly noticed and constituted meeting of the Trustees by a two-thirds (2/3) vote of those present, provided notice of the substance of the proposed amendments is sent to all the Trustees at least ten (10) days before the meeting.

CERTIFICATION

These Amended and Restated Bylaws were duly adopted at a meeting of the Board of Trustees on March 11, 2014.



Ivanetta Davis Samuels
Corporate Secretary
Meharry Medical College