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THE UNIVERSITY  
OF CHICAGO

ARTICLES OF INCORPORATION

BYLAWS

STATUTES

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MARCH 2009

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**The Certificate of Incorporation of  
The University of Chicago**

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AMENDMENT RECORDED IN COOK COUNTY, DECEMBER 9, 1926.  
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AMENDMENT RECORDED IN COOK COUNTY, MAY 18, 1937.  
AMENDMENT RECORDED IN COOK COUNTY, JULY 17, 1944.  
AMENDMENT RECORDED IN COOK COUNTY, AUGUST 1, 2007.  
AMENDMENT RECORDED IN COOK COUNTY, MARCH 16, 2009.

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**State of Illinois, Department of State**

**Isaac N. Pearson**

*Secretary of State*

*To all whom these Presents shall come,*

*Greeting:*

Whereas, A Certificate, duly signed and acknowledged, having been filed in the office of the Secretary of State, on the 10th day of September, A.D. 1890 for the organization of

**“The University of Chicago”**

under and in accordance with the provisions of “An Act concerning Corporations,” approved April 18, 1872, and in force July 1, 1872, and all acts amendatory thereof, a copy of which certificate is hereto attached;

Now, therefore, I ISAAC N. PEARSON, Secretary of State of the State of Illinois, by virtue of the powers and duties vested in me by law, do hereby certify that the said “The University of Chicago” is a legally organized Corporation under the laws of this State.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the great Seal of State. Done at the City of Springfield, this 10th day of September in the year of our Lord One Thousand Eight Hundred and Ninety, and of the Independence of the United States the one hundred and fifteenth.

[Signed] I.N. PEARSON  
*Secretary of State*

STATE OF ILLINOIS     )  
  ) SS.  
COUNTY OF COOK     )

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ARTICLES OF INCORPORATION

*To the Honorable Isaac N. Pearson, Secretary of State:*

We, the undersigned, John D. Rockefeller, E. Nelson Blake, Marshall Field, Fred T. Gates, Francis E. Hinckley, and Thomas W. Goodspeed, citizens of the United States, desiring to associate ourselves for the lawful purposes hereinafter stated, and for the purpose of forming a corporation (not for pecuniary profit), under the provisions of the Act of the General Assembly of the State of Illinois, entitled, “An Act concerning Corporation,” approved April 18, 1872, and of the several acts amendatory thereof, do hereby state and certify as follows, to wit:

1. The name by which said corporation shall be known in law is

**“The University of Chicago”**

2. *(As amended September 13, 1934.)* The particular objects for which said corporation is formed are to provide, impart, and furnish opportunities for all departments of higher education to persons of both sexes on equal terms; to establish, conduct, and maintain one or more academies, preparatory schools, or departments, such as academies, preparatory schools, or departments to be located in the city of Chicago or elsewhere as may be deemed advisable; to establish, maintain, and

conduct manual-training schools in connection with such preparatory departments; to establish and maintain one or more colleges, and to provide instruction in all collegiate studies; to establish and maintain a university, in which may be taught all branches of higher learning, and which may comprise and embrace separated departments for literature, law, medicine, music, technology, the various branches of science, both abstract and applied, the cultivation of the fine arts, and all other branches of professional or technical education which may properly be included within the purposes and objects of a university, and to provide and maintain courses of instruction in each and all of said departments; to prescribe the courses of study, employ professors, instructors, and teachers, and to maintain and control the government and discipline in said University, and in each of the several departments thereof, and in each of the several academies, preparatory schools, or other institutions subordinate thereto, and to fix the rates of tuition, and the qualifications for admission to the University and its various departments; to receive, hold, invest, and disburse all moneys and property, or the income thereof, which may be vested in or intrusted to care of the said corporation, whether by gift, grant, bequest, devise, or otherwise, for educational purposes; to act as trustee for persons desiring to give or provide moneys or property, or the income thereof, for any one or more of the departments of said University, and for any of the objects aforesaid, or for any educational purpose; to grant such literary honors and degrees as are usually granted by like institutions, and to give suitable diplomas; to establish and administer charities and to receive, hold, control, invest, and disburse moneys and property or the income thereof in support of such charitable uses; and generally to pursue and promote all or any of the objects above named, and to do all and every of the things necessary or pertaining to the accomplishment of said objects or either of them.

3. (*As amended July 12, 1923; November 11, 1926; July 10, 1930; September 13, 1934; May 13, 1937; July 13, 1944; May 31, 2007, and March 5, 2009.*) The management of the corporation shall be vested in a Board of Trustees, thirty-five in number at the date of this amendment. The acts of the Board of Trustees shall be the acts of the corporation for all purposes. The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws. Trustees shall be divided into such classes and be elected by the Board of Trustees in such manner and for such terms of office as shall from time to time be provided in the Bylaws.

No religious test or particular religious professions shall ever be held as a requisite for elections to said Board or for admission to said University or to any department belonging thereto or which shall be under the supervision or control of this corporation, or for election to any professorship, or any place of honor or emolument in said corporation, or any of its departments or institutions of learning.

The corporation shall have no members.

The Board of Trustees may make Bylaws not inconsistent with the terms of this charter, or with the laws of this State, or of the United States, for the government and control of said corporation and of its several departments, and of the several institutions of learning under its care and control, and for the proper management of the educational, fiscal, and other affairs of said corporation, and for the care and investment of all moneys and property belonging to it, or given or intrusted to the said corporation for educational or other purposes. Said Bylaws shall provide for annual meetings.

4. The location of the University and of its College of Arts, to be established by said corporation, shall be in Chicago, in the County of Cook, and State of Illinois.

5. The following persons are hereby selected as Trustees to control and manage said corporation for the first year of its corporate existence, to wit:

E. Nelson Blake, Ferd. W. Peck, Judge Joseph M. Bailey, Charles L. Hutchinson, Francis E. Hinckley, Herman H. Kohlsaat, Hon. George A. Pillsbury, Eli B. Felsenthal, Professor William R. Harper, Martin A. Ryerson, Edward Goodman, George C. Walker, John W. Midgley, Judge Daniel L. Shorey, Alonzo K. Parker, D.D., C.C. Bowen, Andrew MacLeish, Frederick A. Smith, Henry A. Rust, Charles W. Needham, Elmer L. Corthell.

In testimony whereof we, the incorporators first above named, hereunto set our hands, and affix our seals, this 18th day of June, in the year of our Lord One Thousand Eight Hundred and Ninety.

JOHN D. ROCKEFELLER [*Seal*]

E. NELSON BLAKE [*Seal*]

MARSHALL FIELD [*Seal*]

FRANCIS E. HINCKLEY [*Seal*]

FRED T. GATES [*Seal*]

## Bylaws of the University

### I. Trustees

1. *Trustees.* The number of Trustees shall not exceed fifty, including the President of the University. The Board shall, at each Annual Meeting, elect Trustees for five-year terms to succeed the group of Trustees whose terms expire with that meeting. The terms of the Trustees shall be staggered, and the number of Trustees in each of the five groups shall be as equal as is feasible. Vacancies in the Board arising from any cause may be filled by the Board at any meeting. No person (other than the President) shall be eligible to serve as a Trustee after the Annual Meeting following the Trustee's seventieth birthday. A Trustee may be removed from office with or without cause by the affirmative vote of a majority of the Trustees.

#### 2. *Chairman; Vice Chairmen.*

- a) There shall be a Chairman of the Board and two Vice Chairmen.
- b) The Chairman shall be elected from among the Trustees (other than the President) at the regular meeting that precedes the Annual Meeting of the Board, by affirmative vote of a majority of the Trustees. The term of the Chairman shall begin at the close of the Annual Meeting following his election, and shall serve for up to two three-year terms, the latter of which may be extended for additional one-year periods by affirmative vote of a majority of the Trustees. Vacancies in the position of Chairman for any reason may be filled by the Board at any meeting by the election of a Chairman for the unexpired term of the person succeeded, or by the election of an acting Chairman to fill such term or so much thereof as the Board shall determine.
- c) Upon the recommendation of the Chairman, the Vice Chairmen of the Board shall be appointed by the Board at its Annual Meeting or as soon thereafter as practicable, to serve until the next Annual Meeting of the Board. Vacancies in the position of Vice Chairman for any reason may be filled by the Chairman by the appointment of a Vice Chairman for the unexpired term of the person succeeded, or by the appointment of an acting Vice Chairman to fill such term or so much thereof as the Chairman shall determine.
- d) In the absence or inability to act of the Chairman, the Vice Chairmen, in the order of their length of service on the Board of Trustees, shall have the powers and perform the duties of the Chairman.

#### 3. *Honorary Trustees; Trustees Emeriti.*

- a) The Board may elect Honorary Trustees at any regular meeting.
- b) Trustees who were Life Trustees on December 31, 2006 became Trustees Emeriti effective January 1, 2007.
- c) A Trustee who has served at least two five-year terms and leaves the Board in good standing may be elected a Trustee Emeritus. In exceptional instances, based on a

determination that the Trustee has rendered truly distinguished service to the University, a Trustee who has served only one term may be elected a Trustee Emeritus. Elections to Trustee Emeritus can be made at any Annual Meeting upon recommendation by the Committee on Trusteeship. The election of a Trustee to the position of Trustee Emeritus will create a vacancy on the Board.

- d) Honorary Trustees and Trustees Emeriti will not attend the business session of Board meetings or any standing Board committees beginning July 1, 2009. They will be invited to attend the plenary session that accompanies the Annual Meeting each year. Prior to July 1, 2009, Honorary Trustees and Trustees Emeriti may attend and participate in the regular meetings of the Board and in committee meetings that have Trustee Emeritus members. \* Honorary Trustees and Trustees Emeriti shall not be members of the Board, and shall not have the privilege of voting or of holding any office which is filled by election or appointment from among the members of the Board. Honorary Trustees and Trustees Emeriti shall not be counted in determining the number of Trustees required to constitute a quorum nor in determining the presence of a quorum at meetings of the Board.

## II. Meetings of Trustees

### 1. *Meetings of Trustees.*

- a) *Regular Meetings.* The Board shall hold four meetings each year, on such dates as shall be established by resolution of the Board.
- b) *Annual Meeting.* The last regular meeting of each fiscal year shall be the Annual Meeting. Any action directed in these bylaws to be taken at an Annual Meeting, which is not so taken, may be taken at any subsequent regular or special meeting.
- c) *Special Meetings.* Special meetings of the Board shall be called by the Secretary at any time the Secretary shall be requested to do so by the Chairman or a Vice-Chairman of the Board, by any three Trustees, or by the President of the University.
- d) *Quorum.* One-third of the Board shall constitute a quorum for all purposes and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, except that (1) the adoption of amendments to the Articles of Incorporation, (2) the election of Trustees and the elective officers of the University, (3) final action on the annual budget, and (4) the designation of committees to have and exercise the authority of the Board in the management of the University shall receive the affirmative vote of a majority of the Trustees.
- e) *Notices.* Notices of meetings of the Board shall be delivered or sent by personal delivery, mail, electronic mail or telecopy to the Trustees at their addresses as shown by the records of the University, in the case of regular meetings at least five days, and in the case of special meetings at least two days, before the dates of the meetings. Each notice shall state the place, date, and hour of the meeting.

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\* Campus Planning and Facilities, Community and Civic Affairs, Alumni Relations and Development, Student and Campus Life, and University Relations.

2. *Place of Meetings.* All meetings shall be held at the registered office of the University unless otherwise directed by the Board, by the Chairman of the Board, or by the President of the University.

### III. Committees

#### 1. *In General.*

- a) Standing committees of the Board shall be the Executive Committee, the Alumni Relations and Development Committee, the Audit Committee, the Campus Planning and Facilities Committee, the Community and Civic Affairs Committee, the Compensation Committee, the Financial Planning Committee, the Investment Committee, the Medical Center Executive Committee, the Student and Campus Life Committee, the Committee on Trusteeship, and the University Relations Committee. Upon the recommendation of the Chair, Committee members shall be appointed by the Board at its Annual Meeting or as soon thereafter as practicable, to serve until the next Annual Meeting of the Board. Vacancies in standing committees may be filled, and new members of standing committees may be appointed, at any regular or special meeting of the Board.
- b) The Board may from time to time create such other committees as shall seem advisable. Any committee, if so provided in a resolution adopted by a majority of the Trustees, may have and exercise the authority of the Board in the management of the University and to the extent provided in such resolution.
- c) The Chairman of the Board shall designate the chairmen and any vice-chairmen of all committees appointed by the Board, except as is otherwise provided in these bylaws. No person shall serve as a chair of a standing committee, with the exception of the Executive Committee and the Investment Committee, for more than five consecutive years. In the absence or disability of the chairman and any vice-chairman of any standing committee, the Chairman of the Board shall designate another member of the committee as acting chairman.
- d) Except as otherwise provided in these bylaws, a majority of the members of any committee shall constitute a quorum at any meeting, and any action taken by a majority of the members attending any meeting at which a quorum is present shall be the act of the committee for all purposes. *Ex officio* members of a committee shall be counted in determining the number of members required to constitute a quorum, as well as in determining whether a quorum is present at any meeting, and shall have voting rights.
- e) Committees may adopt such rules for the conduct of their affairs, including rules concerning the place, time, and notice of meetings, as to them shall seem advisable.

#### 2. *The Executive Committee.*

- a) The Executive Committee shall consist of the Chairman, the Vice Chairmen, the President of the University, and eight appointed members. The Chairman of the Board

shall be the Chairman of the Executive Committee. A vacancy in the Committee arising from any cause may be filled by vote of a majority of the Trustees at any meeting of the Board for the unexpired term.

- b) The Executive Committee shall have and exercise the authority of the Board in the management of the University in all matters except those which are precluded by law or which under the bylaws require the vote of a majority of the Trustees, and except as otherwise provided by resolution adopted by a majority of the Trustees. With these exceptions, whenever reference is made in the bylaws to the powers of the Board, or to responsibilities or reports to the Board, the Executive Committee is to be deemed included as if specifically mentioned. The Executive Committee shall have the following specific responsibilities and whatever additional responsibilities may be assigned to it:
- Refer questions of general policy to the Board for its consideration.
  - Recommend to the Board for its approval the annual capital and operating budgets for the ensuing fiscal year.
  - Act upon funding arrangements referred to it by the Financial Planning Committee.
  - Approve cost estimates for construction and major renovations referred to it by the Campus Planning and Facilities Committee.
  - Review and provide continuing oversight of the University's long-range plans.
  - Approve compensation for the Officers of the University.
  - Unless expressly delegated to the President, approve or recommend to the Board nominations for Trustees of The University of Chicago Medical Center and for the Chair of the University of Chicago Medical Center Board of Trustees.

3. *The Alumni Relations and Development Committee.* The Alumni Relations and Development Committee shall consist of at least five appointed Trustees, with the Chairman of the Board and the President of the University as *ex officio* members. The responsibilities of the Committee shall include:

- Review and approve development plans, including major issues of development policy and strategy. Review projected development income prior to its inclusion in the University's long-range plan.
- Monitor the progress of the development program for the current year.
- Monitor progress in implementing development strategies and in achieving longer-term development objectives.
- Provide leadership and support for the University's fund-raising activities.
- Provide oversight for the University's relationships with its alumni and other external constituencies.

4. *The Audit Committee.* The Audit Committee shall consist of at least five appointed Trustees, with the Chairman of the Board as an *ex officio* member. The responsibilities of the Committee shall include:

- Recommend to the Board the independent certified public accountants to be retained to audit the books and financial statements of the University for the next fiscal year. Review and approve the scope of and the fees for the independent audit of the University, and receive and review the annual audit of The University of Chicago Hospitals.
- Review the management reports prepared in the course of the independent audit, along with the financial statements, accounting policies and accounting methods, and the administration's response to the audit findings.
- Review the reports prepared by the Office of Internal Audit and management's response to its audit findings.
- Review the services of the independent accountants, the University's accounting staff, and the Office of Internal Audit in order to assure their effectiveness.
- Report at least annually to the Board the results of its findings.

5. *The Campus Planning and Facilities Committee.* The Campus Planning and Facilities Committee shall consist of at least five appointed Trustees, with the Chairman of the Board, the President of the University, and the Chairman of the Financial Planning Committee as *ex officio* members. The responsibilities of the Committee shall include:

- Review and approve changes to the University's campus master plan.
- Review and approve plans for the siting, planning, and construction of new buildings and the major renovation of existing buildings.
- Review and approve cost estimates for new construction and major renovation projects prior to their consideration by the Executive Committee or Board of Trustees.
- Approve architects to be invited to bid and the selection of the winning bidder for each major building project.
- Review periodically the management and maintenance of existing campus buildings.
- Review and approve landscape plans.

6. *The Community and Civic Affairs Committee.* The Community and Civic Affairs Committee shall consist of at least five appointed Trustees with the Chairman of the Board, the President, and the Chairman of the University Relations Committee as *ex officio* members. The Chairman of the Board of Trustees of The University of Chicago Medical Center, if that person is a Trustee of the University, shall also be an *ex officio* member. The responsibilities of the Committee shall include:

- Support the University's participation in City and State efforts to enhance the quality of life for all citizens.
- Support the University's efforts to develop the South Side of Chicago in partnership with neighborhood residents, institutions and community groups.
- Consult with the administration in the development and implementation of a neighborhood strategy that addresses such issues as safety, quality public and private schools, a healthy business and retail environment, and cultural and recreational opportunities.
- Review and approve expenditures in support of community initiatives prior to their consideration by the Executive Committee or Board of Trustees.

- Review and monitor the University's policies and programs for promoting neighborhood safety and security.

7. *The Compensation Committee.* The Compensation Committee shall consist of at least five appointed Trustees, with the Chairman of the Board as an *ex officio* member. The responsibilities of the Committee shall include:

- Review and approve compensation and benefit-plan policies for the University. Obtain appropriate analyses and studies prepared by the administration or external sources to aid in evaluating compensation and benefit-plan levels, practices, and strategies to assure they are appropriate to attract and retain qualified personnel.
- Review and recommend to the Executive Committee compensation changes for the President of the University, the Provost, and the Vice-Presidents (excluding Associate and Assistant Vice-Presidents), and the Secretary and review and approve compensation changes for the Deans.
- Review and approve proposed material changes in the University's benefit plans.
- Review forecasts of wage, salary, and benefit-plan costs prior to their inclusion in the University's budget and long-range plan.
- Report at least annually to the Executive Committee on significant compensation and benefit-plan policy changes, and the competitiveness of the University's compensation levels and benefit plans in relation to peer institutions.

8. *The Financial Planning Committee.* The Financial Planning Committee shall consist of at least five appointed Trustees, with the Chairman of the Board, the President of the University, and the Chairman of the Campus Planning and Facilities Committee as *ex officio* members. The responsibilities of the Committee shall include:

- Consult with the administration in the development of the annual capital and operating budgets.
- Recommend to the Board the annual capital and operating budgets.
- Review periodically the current year capital expenditures and operating results versus the budget forecast.
- Review and recommend for approval the administration's long-range capital and financial plan.
- Review semiannually the internal and external debt position of the University.
- Review and recommend all internal and external funding arrangements above an amount to be agreed to by the Committee and the administration, and refer to the Executive Committee for approval major funding arrangements as agreed to by the Committee and the Executive Committee.
- Review the budget of The University of Chicago Medical Center and monitor for the Board the Medical Center's financial stability.

9. *The Investment Committee.* The Investment Committee shall consist of at least five appointed members, with the Chairman of the Board and the President of the University as *ex officio* members.

A majority of the Committee shall be Trustees, but a minority may be non-Trustees.<sup>†</sup> Non-Trustee members of the Committee shall have all the duties and responsibilities of Trustee members except that they shall have no vote. A quorum shall consist of a majority of the members of the Committee including a majority of the Trustee members. Members shall all be active in the investment field with significant investment knowledge. Members will normally serve on the Committee for five consecutive one-year terms. The primary responsibilities of the Investment Committee shall include:

- Establish the policies and guidelines for the investment and reinvestment of all funds held by the University in accordance with such investment policies and regulations as may be established by the Board.
- Oversight of investment management, approval of allocations between asset classes, and review of investment performance.

10. *The Medical Center Executive Committee.* The Medical Center Executive Committee, pursuant to the Affiliation Agreement between the University and the University of Chicago Medical Center (“UCMC”), shall have nine members, as follows: The Chairman of the Board; the President; the Chief Executive Officer of UCMC; the Chairman of the Board of Trustees of UCMC, who shall be chairman of the Committee; and five other Trustees of UCMC, who shall be appointed by the Executive Committee of the Board on the recommendation of the Chairman of the Board after consultation with the Chairman of the Board of UCMC; provided that at all times a majority of the members of the Medical Center Executive Committee shall also be Trustees. The Medical Center Executive Committee shall have the responsibilities with respect to UCMC as are provided in the bylaws of UCMC and, subject to the limitations of these bylaws and applicable law, may exercise the powers of the Board of UCMC in the discharge of those responsibilities.

11. *The Student and Campus Life Committee.* The Student and Campus Life Committee shall consist of at least five appointed Trustees, with the Chairman of the Board and the President of the University as *ex officio* members. The responsibilities of the Committee shall include:

- Support the University’s efforts to enhance the overall quality of the student and campus experience, including such student services as housing, dining, athletics, career services, student activities, student health, counseling, and community service.
- Review and recommend strategies for the enrichment of the quality of life for students.
- Monitor the policies and practices of the University established to provide student services.
- Consult with the Board of Student and Campus Life, and receive reports from that Board as appropriate.

12. *The Committee on Trusteeship.* The Committee on Trusteeship shall consist of at least five appointed members, with the Chairman of the Board and the President of the University as *ex officio* members. The responsibilities of the Committee shall include:

- Submit to the Board for its consideration nominations for membership on the Board, and for filling vacancies on the Board; and if requested by the Board, the President of the University.

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<sup>†</sup> Trustees Emeriti may be considered for appointment as non-Trustee members of the Investment Committee.

- Provide an orientation for new Trustees that includes goals and expectations for each new Trustee.
- Review the performance of Trustees. No later than the end of their third year of service, consult with each Trustee on how their engagement has progressed and how to engage fully in the work of the Board and the life of the University.
- Recommend for reappointment to a second five-year term only those Trustees who have rendered truly significant service to the University.
- Discuss and review the roles and responsibilities of Trustees.
- Review and monitor policies to assist Trustees in avoiding any conflict or appearance of conflict between the University's interests and any personal interest of a Trustee.
- Recommend for Trustee Emeritus status those Trustees who leave the Board after serving at least two five-year terms. In unusual circumstances, recommend Trustees who have served only one five-year term and who have rendered truly distinguished service to the University for Trustee Emeritus status.
- Unless the Board chooses to constitute a Committee on the Chairmanship, submit to the Board at its Annual Meeting for its consideration nominations for the office of the Chairman and, if requested by the Board, submit a nomination to fill a vacancy in such office.

13. *The University Relations Committee.* The University Relations Committee shall consist of at least five appointed Trustees, with the Chairman of the Board, the President of the University, and the Chairmen of the Alumni Relations and Development Committee and Community and Civic Affairs Committee as *ex officio* members. The responsibilities of the Committee shall include:

- Advise the administration in its efforts to build a broader understanding and appreciation of the University's strengths, achievements, contributions and character.
- Assist in the development and implementation of a communication strategy for these efforts that will reach the University's many constituencies, both internal and external, at local, regional, national and international levels.
- Serve as advocates of the University with these different constituencies, and help convey the special qualities of the University.
- Consult with the administration on its student recruitment efforts.

14. *Visiting Committees.*

- a) The Board may, from time to time on nomination of the Chairman, designate Visiting Committees consisting of Trustees and such other persons as the Board shall determine, to acquaint their members with all aspects of designated operations of the University. If deemed appropriate by the Board, separate Visiting Committees may be appointed for particular departments or activities of the University. In selecting the members of Visiting Committees, the Board shall be guided by the current needs and functions of the particular Committee, and where possible each Committee shall have in its membership persons who are particularly qualified to deal with the area covered by that Committee, as well as persons whose general experience qualifies them to be of

assistance. The Committees shall report periodically to the Board either in writing or through their Chairmen. Upon recommendation of the Chairman of the Board, the Board may dissolve a Visiting Committee.

- b) Visiting Committees shall serve the University by increasing the understanding of the Board and other friends of the University in the various operations of the University and in the work of the Divisions, Schools, and Departments and thus provide an informed group which can be of assistance to the University and to its faculties.
- c) Members of the Visiting Committees shall be appointed for such terms as the Board shall provide. The normal term shall be three years, but to maintain continuity of members, the Board may when deemed advisable appoint one or more members of each Visiting Committee to a term or terms of less than three years so that the number of terms expiring in one year is not more than about one-third of the membership. A member of a Visiting Committee may be appointed to more than one term but shall ordinarily be considered ineligible for reappointment for one year following the expiration of three terms. Upon nomination by the Chairman of the Board, a member of a Visiting Committee may be appointed as a Life Member of that Committee after the completion of two terms. The Chairman of a Visiting Committee, who may be—but need not be—a Trustee, shall be appointed by the Board for a term of three years, and may be reappointed as Chairman or as a member of the Visiting Committee without regard to the number of successive terms served. In order to encourage broad participation, but at the same time provide flexibility for special circumstances, the chairmanship of any committee normally shall be rotated after two successive terms.

15. *Term of Appointment.* All committee appointments shall be for the period expiring with the next Annual Meeting of the Board, except as otherwise provided in Section 14 (with respect to Visiting Committees). Members of all committees, standing or otherwise, shall, however, serve until their respective successors shall have been elected or the committee discharged.

#### IV. Officers

##### 1. *In General.*

- a) The officers of the University shall be:
  - President of the University
  - Provost of the University
  - Vice-President and Chief Financial Officer
  - Vice-President and Chief Investment Officer
  - One or more additional Vice-Presidents
  - Secretary of the University
  - Such other officers as the President may recommend.

- The President of the University, the Provost of the University, all Vice-Presidents, and the Secretary of the University shall be elected at the Annual Meeting of the Board by affirmative vote of a majority of the Trustees to serve at the pleasure of the Board until the next Annual Meeting and until their respective successors shall have been elected. Vacancies in any office arising from any cause may be filled by the Board at any meeting by the election of officers for the unexpired terms of the officers they succeed, or by the election of acting officers to fill such terms or so much thereof as the Board shall determine.
- b) The Board may appoint such other officers as shall seem advisable, to hold office at the pleasure of the Board.
  - c) The Provost of the University; the Vice-Presidents; and the Secretary of the University shall be nominated by the President of the University.
  - d) The officers shall have such authority and perform such duties, in addition to the duties prescribed in these bylaws, as may be prescribed from time to time by the President or by the Board.

## *2. The President.*

- a) The President shall be the executive head of the University, and shall serve as a Trustee. The President shall make appointments to the academic and non-academic staff of the University (except for offices with respect to which the appointive power is reserved to the Board or its elected officers) under such regulations as may be adopted from time to time by the Board, and report them to the Board. The President shall be responsible, under the supervision of the Board, for the management of the physical plant and the administration of all business activities of the University, including investments, investment properties, and special property holdings in the neighborhood of the University. The President shall be responsible for carrying out all measures officially agreed upon by the faculties in regard to matters committed to them by the Board, and such measures concerning the administration of the University as the Board may enact. The President shall be the official medium of communication between the faculties and the Board, and between the students and the Board.
- b) The President shall submit a budget to the Board at its Annual Meeting for its consideration and approval, and shall make an annual report to the Board of the work and condition of the University.

*3. The Provost.* The Provost of the University shall have general responsibility under the President for the development, implementation, and administration of the academic affairs of the University. In furtherance of this responsibility, the Provost shall take the initiative in proposing plans and action in academic matters, in reviewing and implementing educational programs and policies, and in meeting and consulting with Deans, Chairmen, Directors, and members of faculties. The Provost shall also (1) be empowered to appoint faculty committees and to call meetings of any Ruling Body, Department, University Board, or Institute; (2) recommend to the President the appointment of Deans, Chairmen of Departments, Directors, and members of University Boards; and (3) be

responsible for academic appointments, assignments, and promotions; for the supervision of Deans, Chairmen of Departments, and Directors in the administration of their areas; and for the approval of faculty assignments. The Provost shall have authority over academic budgets. The Provost shall be the senior officer of the University under the President, shall preside at meetings of all Ruling Bodies, Departments, and Boards when the President is not present at such meetings, and in the absence of the President, or in case of vacancy in the office, the Provost shall have the powers and perform the duties of the President.

#### 4. *The Vice-Presidents.*

- a) The Vice-Presidents shall have such powers and perform such duties as may be prescribed in the bylaws or by the Board, or in the absence thereof, such powers as the President may prescribe. Each Vice-President specifically so delegated in writing by the President may execute such contracts and other instruments as the conduct of the University's business in its ordinary course requires, according to the terms of the President's delegation.
- b) The Vice-President and Chief Financial Officer, under the direction of the President, shall be the University's chief financial officer and shall be responsible for the supervision and control of the financial affairs of the University. The Vice President and Chief Financial Officer shall supervise the financial records and accounts of the University; prepare or cause to be prepared and supply for the Board and its officers and committees and for the President such statements and reports as may be from time to time required, or as may be needed to show the financial condition and operation of the University. The Vice President and Chief Financial Officer shall coordinate the work of external auditors engaged by the University, manage the University's external debt and banking relationships, and perform other duties as assigned by the President.
- c) The Vice-President and Chief Investment Officer, subject to the Board and the Investment Committee, and under the supervision of the President of the University, shall have charge of the investment of the University's funds; the purchase, management, and sale or other disposition of its investment properties, including real estate; and insurance and taxes relating to investment property; and the management of the Investment Office. The Vice-President and Chief Investment Officer shall receive and be the custodian of all securities of the University and of the legal documents relating to invested funds, either directly or by depositing such securities with a trust company or trust companies designated by the Board as depositaries.

#### 5. *The Secretary of the University.*

- a) The Secretary of the University shall be responsible to the President and shall have the duties prescribed in these bylaws and as the President may prescribe.
- b) The Secretary shall have the responsibility of keeping minutes of all meetings of the Board of Trustees, of the Executive Committee, and of the Investment Committee; the Secretary shall also keep minutes of meetings of other committees when requested by their chairmen. Copies of the minutes of the meetings of the Board and of the Executive

Committee shall be made available for review at the next regular meeting of the Board of Trustees. The Secretary shall keep and file all documents belonging to the University committed to the custody of the Secretary.

- c) The Secretary shall have the authority to certify the bylaws, resolutions of the Board and Committees, and other documents of the University as true and correct copies thereof.
- d) In the absence of the Secretary or in the event of the Secretary's inability to act, an Assistant Secretary appointed by the President shall have the powers and perform the duties of the Secretary.

## V. General

1. *Purchase, Sale and Lease of Real Property.* Contracts for the purchase, sale, or disposition of real estate or leaseholds thereof and leases and deeds of conveyance of real estate and leaseholds thereof authorized by the Board or the Investment Committee, shall be executed and delivered by the President, or a Vice-President, and the Secretary or an Assistant Secretary.

2. *Access to and Withdrawal of Securities.* Access to and withdrawal of securities of the University shall be had by not less than two persons jointly, as authorized by resolution of the Board or the Investment Committee.

3. *Delivery and Receipt of Securities.*

- a) Delivery of U.S. Government securities or corporate money market instruments approved by the Investment Committee against payment in cash at current market values may be made by the custodian banks upon written or verbal instructions of the Vice-President and Chief Investment Officer or a person authorized in writing by the Vice-President and Chief Investment Officer, subject to prompt confirmation by two persons as provided in paragraph 2 of this Article V.
- b) Receipt of U.S. Government securities, subscription deposit therefor, or corporate money market instruments approved by the Investment Committee may be charged by the custodian against the University account upon written or verbal instructions of the Vice-President and Chief Investment Officer, or a person authorized in writing by the Vice-President and Chief Investment Officer, subject to prompt confirmation by two persons as provided in paragraph 2 of this Article V.
- c) In connection with the lending of securities, receipt and delivery may be made by custodian banks in exchange for cash collateral or U.S. Government and agency securities against collateral in similar obligations, subject to prompt confirmation by two persons as provided in paragraph 2 of this Article V.

4. *Banking Authority.*

- a) The President or the Vice-President and Chief Financial Officer shall have the authority to authorize individuals to open and operate bank accounts in the University's name, to

instruct the transfer of funds, to issue checks and other instruments, and to otherwise manage and transact in funds in such accounts.

- b) Checks drawn upon the University's Voucher and Payroll Accounts shall be signed by the Vice-President and Chief Financial Officer, or a representative authorized by the Board, against vouchers certified by the Comptroller, an Associate or Assistant Comptroller, or a representative authorized by the Vice-President and Chief Financial Officer.

5. *Authority for Expenditure.* No agent, officer, or other person shall expend any money or make any contract, agreement, promise, or undertaking in the name of the University unless authority for such action is contained in these bylaws or is provided for in the budget or is specifically granted by the Board or a standing committee thereof, or is contained in a delegation of authority approved by the President.

6. *Indemnification of Trustees and Officers.* Each person who is or was a Trustee or Officer of the University or who is or was serving at the request of the University as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the University in accordance with, and to the fullest extent authorized by, the General Not-for-Profit Corporation Act of the State of Illinois as it may be in effect from time to time.

7. *University Statutes.* The Board may enact, amend, or repeal statutes for the organization and proper management of the educational affairs of the University.

8. *Amendments.* These bylaws may be amended or repealed at any regular meeting of the Board provided that either (i) previous notice of the general nature of the proposed amendment was given at a regular meeting before the meeting at which action thereon is to be taken, or (ii) notice of the general nature of the proposed amendment is given at least five days prior to the meeting at which action thereon is to be taken and the proposed amendment is recommended by the Executive Committee.

9. *Changes in Articles of Incorporation.* The Articles of Incorporation may be amended at any regular meeting of the Board by the affirmative vote of a majority of the Trustees. Previous notice of the general nature of any proposed amendment shall be given at a regular meeting of the Board before the meeting at which action thereon shall be taken. A copy of the proposed amendment shall be transmitted by mail to each Trustee at least five days before the meeting at which action thereon is to be taken, but this requirement shall not prevent modification of the proposed amendment at the meeting and its adoption as so modified.

10. *Non-Discrimination.* In keeping with its long-standing traditions and policies, the University of Chicago considers students, employees and applicants for admission or employment, and those seeking access to programs on the basis of individual merit. The University, therefore, does not

discriminate on the basis of race, color, religion, sex, sexual orientation, gender identity, national or ethnic origin, age, disability, veteran status, or other protected classes under the law.

11. *Former Bylaws.* All former bylaws are hereby repealed.

**Statutes of the University**  
**[Enacted by the Board of Trustees]**

**STATUTE 1.** *The University* includes the Schools, the Divisions, the College, the Oriental Institute, the Rockefeller Memorial Chapel, the University Library, the University Press, the David and Alfred Smart Museum of Art, the Court Theatre, the William B. and Catherine V. Graham School of General Studies, and the Laboratory Schools.

**STATUTE 2.** *The Schools and the Divisions* include:

2.1. The Divinity School; the Ogden School of Science, which consists of the Division of the Physical Sciences and the Division of the Biological Sciences; the Pritzker School of Medicine of the Division of the Biological Sciences; the Law School; the Booth School of Business; the School of Social Service Administration; and the Irving B. Harris Graduate School of Public Policy Studies.

2.2. The Division of the Humanities, the Division of the Social Sciences, the Division of the Physical Sciences, and the Division of the Biological Sciences.

**STATUTE 3.** *The University Library* is responsible for the selection, custody, maintenance, and service of the various collections of books, journals, manuscripts, microforms, maps, and other related materials for the teaching, research, and scholarly activities of the faculty and students of the University. The Director of the Library shall be in general charge of operation and administration of the Library. The Director shall be subject to the jurisdiction of the Board of the Library and shall be responsible through the Provost to the President of the University.

**STATUTE 4.** *The University Press* is responsible for the publication and distribution of books and journals issued under the imprint of the University. The Press is under the supervision of a Director, who is responsible for its budget, operations, and editorial work. The Director shall be subject to the jurisdiction of the Board of University Publications and shall be responsible through the Provost to the President of the University.

**STATUTE 5.** *The William B. and Catherine V. Graham School of General Studies* is responsible for the conduct of programs of continuing education in cooperation with the academic units of the University. The Dean of the Graham School of General Studies shall be in charge of its operation and administration. The Dean shall be subject to the jurisdiction of the Board of the Graham School of General Studies and shall be responsible through the Provost to the President of the University.

**STATUTE 6.** *The President and the Provost.*

6.1. *The President* of the University is the executive head of the University in all its departments, exercising such supervision and direction as will promote the efficiency of every department. The President is the presiding officer of all Ruling Bodies. The President is the official medium of communication between the Faculties and the Board of Trustees, and between the students and the

Board of Trustees; the President makes appointments to the academic and non-academic staff of the University (except as the appointive power is reserved to the Board or its elective officers) under such regulations as may be adopted from time to time by the Board, and reports them to the Board of Trustees; the President is responsible for carrying out all measures officially agreed upon by the Faculties in regard to matters committed to them by the Board, and such measures concerning the administration of the University as the Board of Trustees may enact. The President makes an annual report to the Senate.

6.2. *The Provost* of the University shall have general responsibility under the President for the development, implementation, and administration of the academic affairs of the University, including oversight of the application of information technology to support research and instruction at the University. In furtherance of this responsibility, the Provost shall take the initiative in proposing plans and action in academic matters, in reviewing and implementing educational programs and policies, and in meeting and consulting with Deans, Chairmen, Directors, and members of Faculties. The Provost shall also (1) be empowered to appoint faculty committees and to call meetings of any Ruling Body, Department, University Board, or Institute, (2) recommend to the President the appointment of Deans, Chairmen of Departments, Directors, and members of University Boards, and (3) be responsible for academic appointments, assignments, and promotions; for the supervision of Deans, Chairmen of Departments, and Directors in the administration of their areas; and for the approval of faculty assignments. The Provost shall have authority over academic budgets. The Provost shall be the senior officer of the University under the President, shall preside at meetings of all Ruling Bodies, Departments and Boards when the President is not present at such meetings. In the absence of the President, or in case of vacancy in the office, the Provost shall have the powers and perform the duties of the President.

6.3. The Office of the President of the University shall consist of:

- a) The President of the University;
- b) The Provost of the University;
- c) One or more Deputy Provosts and one or more Associate or Assistant Provosts;
- d) One or more Vice-Presidents;
- e) One or more Associate or Assistant Vice-Presidents;
- f) Such other officers as shall from time to time be recommended by the President and appointed by the Trustees.

The officers shall have such authority and perform such duties, in addition to the duties prescribed in these Statutes, as may be prescribed from time to time by the President and the Trustees.

#### **STATUTE 7. *The Deans.***

7.1. The Divisions, the Schools, and the College each shall have at least one Dean. Each School, Division, or College is administered by a Dean under the supervision of the Provost of the

University. That Dean is empowered to act as the executive officer and representative of a Faculty, and, with regard to educational policy, to take the initiative in proposing plans to the Faculty, and to carry into effect plans adopted by the Faculty.

7.2. When the Dean of a Division, School, or College is to be appointed, the Faculty shall elect a committee whose duty shall be to confer with the President and the Provost of the University, to ascertain the suggestions and preferences of the Faculty members and to make a list of candidates. The Dean shall be appointed by the President upon the recommendation of the Provost under such regulations as may be adopted from time to time by the Board of Trustees after the President has requested and received suggestions from the committee concerning its list of candidates and the list the President has under consideration. Each member of the Faculty shall have the privilege of communicating preferences for or criticisms of candidates directly to the President or the Provost of the University, or to the members of the committee.

7.3. The period of appointment of a Dean shall be for a term not to exceed five years, and at the end of each period the appointment shall be reviewed in the manner prescribed for the original appointment.

**STATUTE 8.** *The Dean of Students of the University.* In addition to the Deans provided for in the foregoing section, there shall be a Dean of Students of the University. Under the supervision of the Provost, the Dean of Students coordinates the University's relations with students in the College, the Divisions, and the Schools. The Dean of Students is an ex officio member of all committees on the curriculum in the College, the Divisions, and the Schools.

**STATUTE 9.** *The Dean of the Rockefeller Memorial Chapel* studies and proposes methods of promoting the religious life of the University and the harmony and efficiency of its religious and benevolent organizations; the Dean also serves as needed in religious exercises and ministers as a pastor. Religious services are maintained by the University in one of its chapels both on Sunday and during the week. The Dean is responsible to the President of the University through an officer designated by the President or Provost.

**STATUTE 10.** *Other Directors.* The Oriental Institute, the David and Alfred Smart Museum of Art, and the Court Theatre are each under the general charge of a Director. Each of these Directors is responsible through the Provost to the President of the University.

**STATUTE 11.** *Faculty and Other Academic Personnel.*

11.1. *The Members of the University Faculties* are classified as follows: Professor, Associate Professor, Assistant Professor, Collegiate Assistant Professor, and Instructor. Every person holding one of these titles with status as defined in §11.1 through §11.3 shall be a member of the Faculty. Membership in the University Faculties is restricted to persons holding appointment as prescribed in §11.1.

The procedure in making appointments and in determining tenure and promotion of members of the Faculties shall be as follows:

11.1.1. *Instructors.* The term of appointment as instructor shall be for either one or two years, provided that no person shall be appointed to serve in the rank of instructor for a total of more than four years. When an instructor is not reappointed for a second, third, or fourth year, terminal notice shall be given to the instructor not later than March 15 of the last year of appointment. When an instructor has held full-time appointment for three years in one or more Faculties of the Departments, the College, and Schools and is reappointed for a fourth year of such service, the department, or the College, or the School shall review the case and recommend to the appropriate Dean (1) that the instructor be promoted to assistant professor as defined in §11.1.3 at the end of the fourth year, or (2) that the instructor not be reappointed at the end of the term of appointment. Following subsequent review, and not later than December 15 of the last year of appointment, the instructor shall be notified of the final decision. Persons whose appointive year ends at dates other than June 30 or September 30 will be given comparable notice.

11.1.2. *Collegiate Assistant Professors.* The term of appointment as Collegiate Assistant Professor shall be for four years. Appointment as a Collegiate Assistant Professor shall be limited to one, non-renewable four-year term in the College and shall carry no implication of eligibility for indefinite tenure or a right to be reviewed for indefinite tenure.

11.1.3. *Assistant Professors.* The appointment of an assistant professor normally shall be for a term of either three or four years of full-time service in one or more Faculties of the Departments, the College, and Schools, provided that no person shall be appointed to serve in this rank for (1) a total of more than seven years, or (2) a total of more than six years if the person previously had an appointment for full-time service in the rank of instructor for as long as four years. In the last year of full-time service as an assistant professor under an initial term of appointment (third or fourth year, whichever is applicable), the Department, or the College, or the School shall review the case and recommend to the appropriate Dean (1) that the assistant professor be reappointed for a second term of not more than three or four years, whichever is applicable, or (2) that the assistant professor not be reappointed at the end of the term of appointment. When an assistant professor has completed all but the last year of service under a second full-time appointment and is in the last year (sixth or seventh year as the case may be) of such appointment, the Department, or the College, or the School shall review the case and recommend to the appropriate Dean (1) that the assistant professor be promoted to associate professor as defined in §11.1.4 at the completion of the term of appointment, or (2) that the assistant professor not be reappointed at the end of the term of appointment. With respect to reviews under §11.1.3, following subsequent review and not later than December 15 of the last year of appointment, the

assistant professor shall be notified of the final decision. Persons whose appointive year ends at dates other than June 30 or September 30 will be given comparable notice.

11.1.4. *Associate Professors and Professors.* Normal appointment to the rank of associate professor or professor shall be with indefinite tenure. Exceptions can be made for appointments at those ranks on a term basis, and the notice of appointment shall specify the period of appointment. Such term appointments carry no implication of indefinite tenure. When an associate professor or professor on a term appointment has completed all but the last year of service under such an appointment, the Department, or the College, or the School shall review the case and recommend to the appropriate Dean normally either (1) that the associate professor or professor shall at the completion of the term of appointment be appointed with indefinite tenure, or (2) that the associate professor or professor not be reappointed at the end of the term of appointment. Following subsequent review, and not later than December 15 of the last year of appointment, the associate professor or professor shall be notified of the final decision. Persons whose appointive year ends at dates other than June 30 or September 30 will be given comparable notice.

11.1.5. *Clinical faculty without public distinction of title.* Appointments in the Division of the Biological Sciences of clinical faculty without public distinction of title shall be made at the ranks of Assistant Professor, Associate Professor, or Professor.

11.1.5.1. Appointments as assistant professor under this section shall be made for terms of up to four years; an individual shall hold such a full-time appointment for no more than seven years. In the last year of service in the initial term of such an appointment, the Department shall review the case and recommend to the Dean either that the assistant professor will (1) be reappointed to another term, or (2) not be reappointed at the end of the first term of appointment.

A similar procedure shall be followed in subsequent appointments as assistant professor under this section, except that when an assistant professor appointed under this section has completed all but the seventh year of appointment, the Department shall review the case and recommend to the Dean that the individual (1) be promoted to associate professor as defined in §11.1.5.2, or (2) not be reappointed.

With respect to reviews under §11.1.5.1, following subsequent review and not later than December 15, the assistant professor shall be notified of the final decision.

Persons whose appointive year ends at dates other than June 30 or September 30 will be given comparable notice.

11.1.5.2. Appointments as associate professor under this section shall be made for terms of up to five years and may be renewed with no limit as to the number of terms. When an associate professor has completed all but the last year of service under such an appointment, the Department shall review the case and recommend to the Dean that the associate professor (1) be reappointed, (2) be promoted to professor as defined in §11.1.5.3, or (3) not be reappointed. Following subsequent review and not later than December 15, the associate professor shall be notified of the final decision. Persons whose appointive year ends at dates other than June 30 or September 30 will be given comparable notice.

11.1.5.3. Appointments under this section as professor normally shall be made for terms of up to five years which may be renewed with no limit on the number of terms. Appointments may be made for a term without specified limit of time but without indefinite tenure; such appointments shall be made subject to a one-year notice of termination. When a professor has completed all but the last year of service under a specified term appointment, the Department shall review the case and recommend to the Dean that the professor (1) be reappointed, or (2) not be reappointed. Following subsequent review and not later than December 15, the professor shall be notified of the final decision. Persons whose appointive year ends at dates other than June 30 or September 30 will be given comparable notice.

11.2. At the end of the term of appointment, membership in the Faculties of the University ceases unless a faculty member is reappointed, and the failure to give or receive a notice of termination within the time or times specified in §11.1 shall not give rise to any contrary presumptions or implications either as to (1) promotion in rank, or (2) reappointment in the same rank. During a term of appointment, a member of the Faculties should not engage in business or professional activities encroaching upon University obligations; and before undertaking a continuing extra-University activity which might interfere with such obligations, a Faculty member should obtain the consent of the appropriate Chairman or Director, and Dean.

11.3. All officers of instruction and government are subject to removal for inadequate performance of duty or for misconduct. Before such removal, a member of the Faculty must be given notice of the charges and must be given the opportunity to resign or to be heard by a Faculty Committee. Such committee shall be appointed by the President, and if the committee does not report within the time fixed by the President, the President shall take whatever action the President deems appropriate. Such committee shall be informed of the reasons if recommendations which it makes are not followed.

Appointments of individuals under §11.1.5 shall be terminated upon loss of medical licensure or attending privileges, discontinuation of the relevant specialty program, absence of a reimbursement base to support the practice, or diminished participation in clinical service and teaching; such termination shall not be subject to the proceedings as set out above for inadequate performance or misconduct.

11.4. *Other academic personnel.* In each of the following other academic positions, appointments shall be made for periods and upon terms consistent with the then-applicable administrative policies of the University. Connection with the University ceases at the end of the term of appointment unless reappointment is provided. All such personnel are subject to removal for inadequate performance of duty or for misconduct. Appointments requiring clinical privileges which are made under §11.4.1 shall terminate upon the loss of any requisite privileges. These other academic positions include the following:

11.4.1. *Clinical appointments in the Division of the Biological Sciences.* In the Pritzker School of Medicine, persons engaged in the educational programs of the School may be appointed to one of the following designated positions.

11.4.1.1. *Academic Clinical Appointments.* Academic clinical appointments shall consist of appointments as Instructor of [Department], Assistant Professor of [Department], Associate Professor of [Department], and Professor of [Department].

11.4.1.2. *Clinical Academic Appointments.* Clinical academic appointments shall consist of appointments as Clinical Instructor of [Department], Clinical Assistant Professor of [Department], Clinical Associate Professor of [Department], and Clinical Professor of [Department].

11.4.1.3. *Clinical Associate Appointments.* Appointments may be made as Clinical Associate.

11.4.1.4. Appointments of members of the staff of an affiliated hospital to positions at the University of Chicago will be made in accordance with the University's academic appointment standards and procedures. Such appointments require the agreement of the affiliated hospital and are subject to continuation of the affiliation agreement between the University of Chicago and the affiliated hospital. An appointment ceases upon the termination of the staff member's appointment at the affiliated hospital or at the end of the term of the University appointment, whichever occurs first.

11.4.2. *Clinical appointments in the Law School.* In the Law School, persons engaged in the educational program of the Edwin F. Mandel Legal Aid Clinic may be appointed to one of the following designated positions.

11.4.2.1. *Clinical Instructors.* Appointments as Clinical Instructor shall be made for terms of up to two years. Clinical Instructors shall ordinarily serve in this position for a maximum of four years.

11.4.2.2. *Assistant Clinical Professors.* Appointments as Assistant Clinical Professor shall be made for terms of up to three years. Assistant Clinical Professors shall ordinarily serve in this position for a maximum of six years.

11.4.2.3. *Associate Clinical Professors.* Appointments as Associate Clinical Professor shall be made for terms of up to three years. Associate Clinical Professors shall ordinarily serve in this position for a maximum of six years.

11.4.2.4. *Clinical Professors.* Appointments as Clinical Professor shall be made for terms of up to five years, which may be renewed with no limits on the number of terms. Such appointments shall carry no implication of indefinite tenure.

11.4.3. *Clinical and Adjunct Appointments in the Booth School of Business.* In the Booth School of Business, persons engaged in the educational programs of the School may be appointed to one of the following positions.

11.4.3.1. *Adjunct Assistant Professor of [Area].* Appointments as Adjunct Assistant Professor shall be made for terms up to five years. These appointments may be renewed with no limit on the number of terms, though an adjunct assistant professor shall ordinarily serve in this position for no longer than six years. These appointments shall carry no implication of indefinite tenure.

11.4.3.2. *Adjunct Associate Professor of [Area].* Appointments as Adjunct Associate Professor shall be made for terms up to five years. These appointments may be renewed with no limit on the number of terms, though an adjunct associate professor shall ordinarily serve in this position for no longer than six years. These appointments shall carry no implication of indefinite tenure.

11.4.3.3. *Adjunct Professor of [Area].* Appointments as Adjunct Professor shall be made for terms up to five years. These appointments may be renewed with no limit on the number of terms. These appointments shall carry no implication of indefinite tenure.

11.4.3.4. *Clinical Assistant Professor of [Area].* Appointments as Clinical Assistant Professor shall be made for terms up to five years. These appointments may be renewed with no limit on the number of terms, though a clinical assistant professor shall ordinarily serve in this position for no longer than six years. These appointments shall carry no implication of indefinite tenure.

11.4.3.5. *Clinical Associate Professor of [Area].* Appointments as Clinical Associate Professor shall be made for terms up to five years. These appointments may be renewed with no limit on the number of terms, though a clinical associate professor shall ordinarily serve in this

position for no longer than six years. These appointments shall carry no implication of indefinite tenure.

11.4.3.6. *Clinical Professor of [Area]*. Appointments as Clinical Professor shall be made for terms up to five years. These appointments may be renewed with no limit on the number of terms. These appointments shall carry no implication of indefinite tenure.

11.4.4. *Research Associates, Lecturers, Visiting Scholars and Associates*. Research Associates are classified as follows: Research Associate (Professor), Research Associate (Associate Professor), Senior Scientist, Senior Research Associate, Research Scientist, Research Associate (Assistant Professor), Research Associate (Instructor), and Research Associate. There shall be two positions of full-time Lecturers: Lecturer and Senior Lecturer. Persons with appropriate academic qualifications may be appointed as Associates or as Visiting Scholars in Departments, Schools, or the College.

11.4.5. *Field Work Personnel*. In the School of Social Service Administration appointments may be made to the following additional positions: Field Work Professor, Field Work Associate Professor, Field Work Assistant Professor, and Field Work Instructor. Additionally, in the School of Social Service Administration appointments may be made to the positions of Senior Clinical Associate and Clinical Associate.

11.4.6. *Professional Staff, University Library*. On the nomination of the Director of the Library, appointments may be made to the following categories of positions: Deputy Director, Associate Director, Assistant Director, Bibliographer, Curator, Librarian, and Cataloger.

11.4.7. *Adjunct and Clinical Appointments in the Division of the Physical Sciences*. In the Division of the Physical Sciences, persons whose responsibility is in the practice oriented master's degree programs may be appointed to one of the following part-time positions.

11.4.7.1 *Adjunct Instructor*. Part-time appointments as Adjunct Instructor of [Area] shall be made for terms up to two years, renewable up to a maximum of four years in the aggregate. Such appointments shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's affiliation with the program.

11.4.7.2 *Adjunct Assistant Professor*. Part-time appointments as Adjunct Assistant Professor of [Area] shall be made for terms up to five years, which may be renewed with no limit on the number of terms, although an adjunct assistant professor shall ordinarily serve in this position for no longer than six years. Such appointments shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's affiliation with the program.

11.4.7.3 *Adjunct Associate Professor.* Part-time appointments as Adjunct Associate Professor of [Area] shall be made for terms up to five years, which may be renewed with no limit on the number of terms, although an adjunct associate professor shall ordinarily serve in this position for no longer than six years. Such appointments shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's affiliation with the program.

11.4.7.4. *Adjunct Professor.* Part-time appointments as Adjunct Professor of [Area] shall be made for terms up to five years, which may be renewed with no limit on the number of terms. Such appointments shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's affiliation with the program.

11.4.7.5. *Assistant Clinical Professor.* Appointments as Assistant Clinical Professor in [Area] shall be made for terms up to five years, which may be renewed with no limit on the number of terms. Such appointments shall be made only on a full-time basis and shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's primary affiliation with the program.

11.4.7.6. *Associate Clinical Professor.* Appointments as Associate Clinical Professor in [Area] shall be made for terms up to five years, which may be renewed with no limit on the number of terms. Such appointments shall be made only on a full-time basis, and shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's primary affiliation with the program.

11.4.7.7. *Clinical Professor.* Appointments as Clinical Professor in [Area] shall be made for terms up to five years, which may be renewed with no limit on the number of terms. Such appointments shall be made only on a full-time basis and shall carry no implication of indefinite tenure and shall end either with the end of the practice oriented master's degree program or with the end of the appointee's primary affiliation with the program.

11.4.8. *Clinical Appointments in the Division of the Social Sciences.* In the Division of the Social Sciences, persons whose responsibility is in practice oriented master's programs may be appointed to one of the following positions.

11.4.8.1. *Assistant Clinical Professor.* Appointments as Assistant Clinical Professor shall be made for terms of up to three years. In the last year of the term of the appointment, a faculty committee designated by the Dean of the Division of the Social Sciences shall review the record of each Assistant Clinical Professor and recommend to the Dean one of three dispositions: a) appointment for an additional term of up to three years as Assistant Clinical

Professor; b) promotion to Associate Clinical Professor; or c) termination at the end of the last year of the term. The Assistant Clinical Professor shall be given notice of the decision not later than January 15. These appointments shall carry no implication of indefinite tenure.

11.4.8.2. *Associate Clinical Professor.* Appointments as Associate Clinical Professor shall be made for terms of up to three years. In the last year of the term of appointment, a faculty committee designated by the Dean of the Division of the Social Sciences shall review the record of each Associate Clinical Professor and recommend to the Dean one of three dispositions: a) appointment for an additional term as Associate Clinical Professor; b) promotion to Clinical Professor; or c) termination at the end of the last year of the term. The Associate Clinical Professor shall be given notice of the decision not later than January 15. These appointments shall carry no implication of indefinite tenure.

11.4.8.3. *Clinical Professor.* Appointments as Clinical Professor shall be made for terms of indefinite length, which may be terminated only after notice of termination has been given two years in advance of such termination. These appointments shall carry no implication of indefinite tenure.

**STATUTE 12.** *The Organization and Powers of the University Senate and the Ruling Bodies.*

12.1. *General.* All advisory, legislative, and administrative powers in the University concerning its educational work, except those vested in the President by the Board of Trustees, shall be exercised by, or be under the authority of, the Ruling Bodies specified in §12, according to their respective jurisdictions as herein defined.

12.2. *The University Ruling Bodies.* The University Ruling Bodies shall consist of:

- a) The Council of the University Senate;
- b) The Faculty of the College;
- c) The Faculty of the Division of the Biological Sciences, including the Pritzker School of Medicine;
- d) The Faculty of the Division of the Humanities;
- e) The Faculty of the Division of the Physical Sciences;
- f) The Faculty of the Division of the Social Sciences;
- g) The Faculty of the Booth School of Business;
- h) The Faculty of the Divinity School;
- i) The Faculty of the Law School;
- j) The Faculty of the Irving B. Harris Graduate School of Public Policy Studies;
- k) The Faculty of the School of Social Service Administration;
- l) The Faculty of the Oriental Institute;
- m) The University Boards.

### 12.3. *Provisions Common to Several Ruling Bodies*

#### 12.3.1. *Constitution.*

12.3.1.1. Membership in the Faculty of a School, Division, or College with voting privileges shall be extended to all persons listed in §11.1 who are appointed on a full-time basis in the University for at least a year under any of the types of appointment listed in §14, and one-third of whose work for the current year is in the School, Division, or College in question. Further, the Faculty of any School, Division, or College may adopt a rule conferring membership with voting privileges on faculty members who have been full-time members of the Faculty and who currently have at least a half-time appointment in the University.

12.3.1.2. A faculty member on full-time service in the University for at least a year under any of the types of appointment listed in §14 may, if specifically appointed, hold joint membership with voting privileges in more than one faculty on the basis of less than one-third service.

12.3.1.3. Members of a Faculty with emeritus status, lecturers, assistants, and academic personnel appointed under the provisions of §11.4 who are appointed for at least one year to give service in the College, a Division, or a School may be invited to attend the meetings and take part in the deliberations of its Faculty, but shall not vote.

12.3.1.4. Vacancies in the places of ex officio representatives in any Ruling Body may be temporarily filled by persons appointed by the President.

12.3.1.5. The President shall be the presiding officer of each Ruling Body or, if the President be not present, the Provost of the University. If neither the President nor the Provost be present, a Dean or other member of the Ruling Body may be appointed by the President to serve in the President's stead.

12.3.1.6. The President shall appoint a Secretary of the Faculties who shall act as Secretary of each Ruling Body.

#### 12.3.2. *Jurisdiction and Powers.*

12.3.2.1. Each Faculty shall have general legislative power over all matters pertaining to its own meetings, and to the admission requirements, curricula, instruction, examinations, grading, and degrees in its own School or Division, and these powers of each Faculty shall be exclusive and final, except as otherwise specifically provided in §12.5.3.

12.3.2.2. Meetings of any Faculty may be called by the Dean, and shall be called by the Dean at the request of such proportion of the Faculty as shall be fixed by the Faculty.

#### 12.4. *The University Senate*

12.4.1. *Constitution.* The Senate shall consist of:

- a) Professors (as identified above under §11.1.4 and §11.1.5.3);
- b) Associate Professors (as identified above under §11.1.4 and §11.1.5.2);
- c) and Assistant Professors (as identified above under §11.1.3 and §11.1.5.1) who have completed one year's full-time service on academic appointment at whatever rank;
- d) the President
- e) the Provost;
- f) the Vice-Presidents.

12.4.2. *Powers.*

12.4.2.1. The Senate shall meet not less than once a year to hear a report from the President and to discuss matters of University interest.

12.4.2.2. The President may call special meetings of the Senate, and shall call such special meetings on vote of the Council or on petition of one-tenth of the members of the Senate.

12.4.2.3. The Senate shall elect a Council as provided in §12.5.1.

#### 12.5. *The Council of the University Senate*

12.5.1. *Constitution.* The Council of the University Senate shall consist of fifty-one elected members chosen by the Senate from its membership by the Hare System of Proportional Representation. The President and the Provost of the University shall be members without vote, save that the Chairman may vote to break a tie. These officers shall serve as Chairman or Vice-Chairman in the order listed, and if none of these be present, a Dean of a Division shall preside. Nominations shall be made and elections shall be held each year to elect seventeen regular members to serve for a term of three years from September 25, to replace the seventeen whose terms expire on September 24. Candidates shall be placed in nomination by three or more members of the Senate. The retiring members, except those who have served less than one year, shall be ineligible for re-election until the lapse of one year. Vacancies shall be filled, in accordance with the Rules of Procedure of the Council, at the time of the annual elections.

12.5.2. *Meetings.* The Council shall meet once a month in the Autumn, Winter, and Spring Quarters, or oftener at the call of the President or of the Provost, or of such proportion of its membership as it shall determine.

12.5.3. *Jurisdiction and Powers.*

12.5.3.1. The Council shall be the supreme academic body of the University, having all legislative powers except concerning those matters reserved to the Board of Trustees, the Office of the President, or the other Ruling Bodies. In particular, it shall have such jurisdiction over (1) matters affecting more than one Ruling Body, and (2) any action of any Ruling Body which substantially affects the general interest of the University. Questions of jurisdiction between the President and the Council shall be decided by the Board of Trustees. Questions of jurisdiction between the Council and other Ruling Bodies shall be decided by the President. The competence of the Council shall extend to the Institutes and other educational and research organizations of the University not defined as Ruling Bodies and not subordinate to a Ruling Body in the same way that competence applies to the Ruling Bodies.

12.5.3.2. Actions of Ruling Bodies within the jurisdiction of the Council shall be referred to the Council, through the Committee of the Council, at the first Council meeting following the action, and shall not be effective until that meeting of the Council. At such meeting the Council may approve or disapprove such action, or direct that such action be stayed until further order of the Council.

12.5.3.3. The Council shall act by vote of the majority (but not less than twenty) of the members in attendance.

12.5.3.4. The President, the Provost, or any member of the Council may initiate legislation in the Council. Any Ruling Body may lay before the Council action of any other Ruling Body which it desires the Council to consider.

12.5.3.5. Consistent with the powers reserved to the Board of Trustees, the Office of the President, and other Ruling Bodies, the Council of the University Senate shall formulate those rules that relate to student conduct prohibited by §21. The Council of the University Senate shall formulate the procedures that will enforce those regulations and shall provide for hearings where there are charges of violations of those regulations. The Council of the University Senate may also establish mechanisms for the formulation and administration of additional rules and regulations for student conduct prohibited by §21.

12.5.3.6. The President shall not give effect to proposals on matters within the jurisdiction of the Council without the approval of the Council, but the President may

submit the action of the Council to the Board of Trustees. Any action so referred to the Board of Trustees shall be accompanied by such report or reports as the interested parties may prepare and transmit to the Board of Trustees through the President. The interested parties may, at their request, meet with the appropriate committee of the Board of Trustees. The decision of the Board of Trustees shall be final.

12.5.3.7. Either the President, the Provost, or the Council may make recommendations to any Ruling Body concerning matters within the jurisdiction of the latter.

12.5.3.8. The President may within a reasonable time before the next regular meeting of the Council disapprove any action of the Council (including action disapproving the action of a Ruling Body), and upon such disapproval the action shall be reconsidered by the Council before becoming effective. Approval by the Council of such action upon reconsideration shall constitute reference of the action to the Board of Trustees. The decision of the Board of Trustees shall be final. Any action so referred to the Board of Trustees shall be accompanied by such report or reports as the interested parties may prepare and transmit to the Board of Trustees through the President. The interested parties may, at their request, meet with the appropriate committee of the Board of Trustees.

12.5.3.9. The President or the Council may invite any person not a member of the Council to attend a meeting of the Council, with the right to speak, but not to vote.

## 12.6. *The Committee of the Council*

12.6.1. *Constitution.* The Committee of the Council shall consist of seven members of the Council chosen annually by the Council by the Hare System of Proportional Representation. Deans shall not be eligible for election to the Committee. Members of the Committee shall be eligible for re-election provided they are members of the Council. The President and the Provost of the University shall be members of the Committee, without vote, and shall be Chairman and Vice-Chairman, respectively. Vacancies in the elected membership shall be filled as provided by the Council. The Committee shall elect a spokesman who shall be the channel of communication between the Committee and the Council.

12.6.2. *Powers.* The Committee may concern itself with all matters of educational policy within the jurisdiction of the Council. All matters to be presented to the Council for action shall first be laid before the Committee, which shall report its opinion upon them to the Council through its spokesman. At the Committee's request it may meet with the appropriate committee of the Board of Trustees.

12.6.3. *Meetings.* The Committee shall meet every two weeks during the Autumn, Winter, and Spring Quarters, or oftener at the call of the President or of such proportion of its membership as it shall determine.

12.6.4. The President shall keep the Committee informed as far as practicable on all matters of general University interest.

12.6.5. Subcommittees of the Committee of the Council shall be appointed by the President in consultation with the spokesman.

## 12.7. *The Faculties of the Divisions*

12.7.1. *Constitution.* The Faculty of each Division shall consist of:

- a) The President;
- b) The Provost of the University;
- c) The Dean of the Division;
- d) The Dean of Students of the University;
- e) The Director of the University Library;
- f) Officers of instruction, as defined in §12.3.1.1 and §12.3.1.2, in such Departments and Institutes as the President may assign to the Division.

12.7.2. *Jurisdiction and Powers.* The Faculty of each Division shall have control of the work of the Division and of recommending candidates for the Master's and Doctor's degrees and the Bachelor's degree jointly with the College where formal arrangements for joint degrees have been adopted.

12.7.3. *The Faculty of the School of Medicine of the Division of the Biological Sciences.* The Faculty of the Pritzker School of Medicine of the Division of the Biological Sciences shall consist of the President, the Provost of the University, the Dean of the Division of the Biological Sciences, and members of the Division of the Biological Sciences, part of whose work is in the Pritzker School of Medicine. This Faculty shall recommend candidates for the degree of M.D.

## 12.8. *The Faculties of the Schools*

12.8.1. *Constitution.* The Faculty of each School shall consist of:

- a) The President;
- b) The Provost;
- c) The Dean of the School;

- d) The Dean of Students of the University;
- e) The Director of the University Library;
- f) Officers of instruction as defined in §12.3.1.1 and §12.3.1.2, in each School.

12.8.2. *Jurisdiction and Powers.* The Faculty of each School shall have jurisdiction and powers defined in §12.3.2. Candidates may be recommended for the following degrees:

- a) in the Divinity School: M.A., M.Div., and Ph.D.;
- b) in the Law School: LL.M., M.Comp.L., D.Comp.L., J.D., and J.S.D.;
- c) in the Booth School of Business: M.B.A. and Ph.D.;
- d) in the School of Social Service Administration: M.A. and Ph.D.;
- e) in the Irving B. Harris Graduate School of Public Policy Studies: M.A., M.P.P., and Ph.D.

## 12.9. *The Faculty of the College*

12.9.1. *Constitution.* The Faculty shall consist of:

- a) The President;
- b) The Provost of the University;
- c) The Deputy Provost;
- d) The Dean of Students of the University;
- e) The Director of the University Library;
- f) The Dean of the College, the Associate Deans of the College, the Dean of Students in the College;
- g) Members of the Faculty of the University by appointment following concurrence of the Master of the appropriate Collegiate Division, the Dean of the College, the Dean of the Division, and the Provost;
- h) The Deans of the Divisions and Professional Schools and Chairmen of (non-clinical) Departments and Committees within Divisions.

12.9.2. *Jurisdiction and Powers.*

12.9.2.1. The Faculty shall have control of the work in the College leading to the Bachelor of Arts degree and of the recommendation of candidates for the Bachelor of Arts degree; shall determine the requirements in general education for the Bachelor of Science degree; and shall jointly with a Division recommend candidates for that degree, with the jurisdiction and powers defined in §12.3.2.

12.9.2.2. The Faculty shall meet at least once a year and, in addition, shall meet upon the call of the Dean of the College or upon the petition of twenty percent of the members of the Faculty. With the exception of the election of members of the College Council, and the

election of the committee when the Dean is to be appointed, the College Council shall exercise the powers of the College Faculty.

12.9.3. *College Council.* The College Council shall consist of forty members. Half will be elected by the College Faculty and half will be appointed by the President upon the recommendation of the Provost after consultation with the Dean of the College who will in turn consult with the Deans of the Divisions and the Masters of the Collegiate Divisions. Three members shall be designated as representatives from each of the Governing Committees of the Biological Sciences Collegiate Division, the Humanities Collegiate Division, the Physical Sciences Collegiate Division, and the Social Sciences Collegiate Division. The terms for members of the College Council shall be for not more than three years. The President, Provost, Dean of the College, Associate Deans of the College, Masters, Dean of Students in the College, Dean of Students in the University, and the Dean of College Admissions shall be ex officio members of the College Council.

12.9.4. *Collegiate Divisions.* A Collegiate Division shall consist of members of any Faculty as defined in §12.3.1.1, who regularly give undergraduate instruction in the field of the Collegiate Division, as defined by rules which may be adopted by the College Council, or as designated under §12.9.1(g). Subject to the authority of the College Council and subject to the General Statutes of the University, the Collegiate Division shall determine the general policy of the Collegiate Division. Each Collegiate Division of the College shall have a Governing Committee and an Associate Dean or Chairman appointed by the President for terms not to exceed three years upon the recommendation of the Provost after consultation with the Dean of the College and with the advice of the Deans of the relevant Divisions. When an Associate Dean or Chairman is to be appointed, the Provost shall notify the Collegiate Division of the vacancy and request the Collegiate Division to make suggestions to the Provost as to the Associate Dean or Chairman, and give it opportunity to submit such suggestions. The President, the Provost, and the Dean of the College shall be ex officio members of the several Collegiate Divisions.

12.9.5. The Dean of the College, in the absence of the President and the Provost, shall be the presiding officer of the College Council and of the Collegiate Divisions, but the Associate Dean or Master of a Collegiate Division may be designated by the Dean of the College to act in the Dean's stead.

## 12.10. *The University Boards*

12.10.1. *List of Boards.* There shall be the following University Boards:

- a) The Board of the Library;
- b) The Board of the Graham School of General Studies;

- c) The Board of University Publications;
- d) The Board of Computing Activities and Services;
- e) The Board of Student and Campus Life.

12.10.2. *Constitution.* The various Boards shall consist of the following members:

- a) The President;
- b) The Provost;
- c) One other member of the Office of the President;
- d) Administrative officers in charge of any of the activities controlled by the Boards and, where appropriate, Deans designated by the President, as ex officio members of the appropriate Board;
- e) Not fewer than six nor more than fourteen members appointed by the Board of Trustees on the nomination of the President. All appointed members shall be appointed for three years. The retiring members shall be ineligible for reappointment until the lapse of one year.
- f) The President shall annually designate one of the appointed members of each Board to act as presiding officer in the absence of the President and the Provost.

12.10.3. *Jurisdiction and Powers.*

12.10.3.1. Each University Board shall have policy-making powers, not specifically reserved to a Faculty by §12, within its appropriate domain. In addition, each Board is expected to consult with, advise, and make recommendations to the President with respect to such operational and other matters pertaining to the area under the cognizance of the Board as may be requested by the President.

12.10.3.2. The Secretary of the Faculties shall send an abstract of all important actions of each University Board to the Faculties concerned and to the Council of the University Senate.

12.10.3.3. Any action of a University Board affecting another Ruling Body or the general interest of the University may be altered or reversed by the Council of the University Senate.

12.10.3.4. Action under §12.10.3.3 may be requested by any Ruling Body.

12.10.3.5. Each Board concerned shall be given an opportunity to be heard by the Council of the University Senate, through representatives appointed by it for that purpose, before final action is taken under §12.10.3.3, preceding. The operation of Board actions may, however, be suspended meanwhile, in the discretion of the Council of the University Senate.

## 12.11. *Departments*

12.11.1. *Constitution.* A Department shall consist of members of any Faculty, as defined in §12.3.1.1, other than the Faculty of the College, regularly appointed to give instruction at the divisional level in one of the well-recognized divisions of study and investigation. A member of the Faculty who gives no instruction at the divisional level in the field of a Department is not a member of the Department in the absence of an agreement by the Department to the contrary. The President and the Provost shall be ex officio members of the several Departments. Members of the Faculty giving instruction in the same field in a Division and in the College should make suitable arrangements for the discussion of common problems.

### 12.11.2. *Powers and Organization.*

12.11.2.1. The Department as a body, or by such constitutional procedure as it may corporately determine, subject to the general Statutes of the University, shall determine from time to time the general policy and work of the Department and include among its duties: the duty of determining in consultation with the Dean of the School, Division, or College in which the Department may be established the program of studies offered by the Department; the candidacy of students for higher degrees; the examination of candidates for higher degrees; the filing of theses for higher degrees; the duty of editing the departmental journal, if any be edited; and of providing for the examination and acceptance of theses for higher degrees.

12.11.2.2. The administration of the Department shall ordinarily be conducted through a Chairman, who shall be appointed by the President upon the recommendation of the Provost from the Department to serve for not to exceed three years, at the end of which period a new Chairman shall be appointed or the same one reappointed. Prior to the President's appointment or reappointment of a Chairman, the Provost shall notify the Department of the vacancy, request the Department to make suggestions to the Provost as to a Chairman, and give it opportunity to submit such suggestions.

12.11.2.3. In the case of a large Department a secretary shall normally be appointed by the Chairman of the Department to aid in the work of administration.

12.11.2.4. In the absence of the President or the Provost, the Chairman— or in the absence of the Chairman, the executive officer—shall preside at all meetings of the Department. A meeting of the Faculty of each Department shall be held at least once a Quarter. Other meetings may be called by the Chairman, and shall be called by the Chairman at the request of such proportion of the Faculty as shall be fixed by the Faculty. The Chairman is empowered to act as executive officer and representative of the Faculty, and, with regard to educational policy, to take the initiative in proposing plans to the Faculty and to carry into effect plans adopted by the Faculty. The Chairman shall be the official representative of the

Department in all official communications with the President and the Provost of the University and with other officers and Boards of the University, and also in all departmental communications with students.

#### 12.12. *Institutes*

12.12.1. *Constitution.* An Institute is an organizational unit of the University engaged in research and advanced instruction; it does not recommend candidates for degrees. The voting members of an Institute shall consist of members of any Faculty or Faculties, as defined in §12.3.1.1, regularly appointed to conduct research under the auspices of the Institute. Persons who are not Faculty members are not voting members of an Institute in the absence of decision by the Faculty members of the Institute to the contrary.

#### 12.12.2. *Powers and Organization.*

12.12.2.1. The voting members of an Institute, subject to the General Statutes of the University, shall determine from time to time the general policy and work of the Institute.

12.12.2.2. The administration of the Institute shall ordinarily be conducted through a Director who shall be appointed by the President, upon recommendation of the Provost, from the Institute to serve for a term of not to exceed three years, at the end of which period a new Director shall be appointed or the same one reappointed. Prior to the President's appointment or reappointment of a Director, the Provost shall notify the Institute of the vacancy, request the Institute to make suggestions to the Provost as to a Director, and give it opportunity to submit such suggestions.

12.12.2.3. In cases in which the burden of administrative duties requires it, an administrative assistant shall be appointed by the Provost on recommendation of the Director, not necessarily from the Faculty.

12.12.2.4. The Director—or in the absence of the Director, a voting member of the Institute delegated by the Director—shall preside at all meetings of the Institute. A meeting of the voting members of each Institute shall be held at least once a Quarter. Other meetings may be called by the Director and shall be called by the Director at the request of such proportion of the voting membership as shall be fixed by the voting membership. The Director is empowered to act as executive officer and representative of the Institute and to take the initiative in proposing plans to the Institute and to carry into effect plans adopted by the Institute. The Director shall be the official representative of the Institute in all official communications with the President and the Provost of the University and with other officers and Boards and Departments of the University.

### 12.13. *Amendments*

Amendments to §12 may be recommended to the Board of Trustees in either of the following ways:

12.13.1. Amendments may be recommended to the Council of the University Senate by any Ruling Body, or the Council of the University Senate itself may propose them. An opportunity shall then be given to any other Ruling Bodies affected to make recommendations also upon the matter to the Council of the University Senate. By a majority vote the Council of the University Senate may recommend the proposed amendments, through the President, to the Board of Trustees for adoption. Should the Council of the University Senate be adverse, any Faculty may still have the matter presented, through the President, to the Board of Trustees by a two-thirds vote (a majority of the voting members of the Faculty in residence being present), in which case the President shall lay before the Board of Trustees a report stating the recommendations of all Ruling Bodies and the adverse action of the Council of the University Senate, with the reasons for each.

12.13.2. Upon call of the President, or at the request of the Council of the University Senate, or of any two Faculties, or of any one Faculty by a two-thirds vote, a joint meeting shall be held of all Faculties at which amendments may be recommended, through the President, to the Board of Trustees. The Council of the University Senate or any Faculty may dissent from these recommendations and may present, through the President, to the Board of Trustees a statement containing the reasons therefor.

**STATUTE 13.** *The Academic Year* is divided into four Quarters, beginning with the Summer Quarter. The Autumn Quarter begins about October 1; the Winter Quarter begins about January 2; the Spring Quarter begins in late March; the Summer Quarter begins about the middle of June. The length of a Quarter is from ten to twelve weeks.

**STATUTE 14.** *Residence Requirements for Members of the Faculty.* Each member of the Faculty during each appointive year shall perform service (in instruction, research, and other activities) as may be recommended by the appropriate Dean and approved by the Provost. Work under such assignments shall be considered to be service in residence, and shall normally be performed within the University, but such service may be rendered outside the University when recommended by the Dean and approved by the Provost. Periods of freedom from assignment, when extended to one Quarter or more, are considered to be out of residence unless otherwise specified in the Statutes. A member of the Faculty during the Quarters of residence may not engage in consultation, teaching at other universities, regular compensated lecturing, compensated editorial activities, or other substantial outside employment, unless such activity is consistent with the faculty member's obligations to the University, is not inimical to the fullest development of scholarly activities, and meets with the approval of the faculty member's Chairman and Dean.

14.1. *Three-Quarter appointments*: Each Faculty member under this type of appointment shall perform service in residence during three Quarters of the member's appointive year as may be recommended by the appropriate Dean and approved by the Provost. Compensation for such service is payable in twelve equal monthly installments annually.

14.2. *Four-Quarter appointments*: When certain types of continuous service are required, a member of the Faculty may be appointed to serve during the four Quarters (or equivalent thereof) of the academic year. Compensation shall be in twelve equal monthly installments. The different types of Four-Quarter appointments provided for are designated below by the symbol used in budget and appointment forms.

a) 4 Q: Four-Quarter appointments requiring specified service in each Quarter are provided for members of the Faculty assigned to teaching, research, or administrative duties through four Quarters of the year. Persons receiving this type of appointment shall be entitled to four weeks of vacation annually.

b) 4 S: This type of Four-Quarter appointment is provided for members of the staffs of the clinics and clinical Departments of the Pritzker School of Medicine appointed under §11.1.1 to §11.1.4. Appointees are subject to the divisional regulations on full-time service. Service in the classrooms, laboratories, and clinics, as may be approved by the Dean, is required throughout the appointive year, except that the appointee is entitled to four weeks of vacation annually. Fees charged for professional services shall be paid to the University, including income received for professional consultation and professional services outside the University.

c) 4 CT: This type of Four-Quarter appointment is provided for members of the staffs of the clinics and clinical Departments of the Pritzker School of Medicine who are appointed under §11.1.5. Appointees are subject to the divisional regulations on full-time service. Service in the classrooms, laboratories, and clinics, as may be approved by the Dean, is required throughout the appointive year, except that the appointee is entitled to four weeks of vacation annually. Fees charged for professional services shall be paid to the University, including income received for professional consultation and professional services outside the University.

Members of a Faculty in (a), (b), and (c) above who accept full-time appointment under these conditions, and who have served thereunder eleven Quarters or longer in the rank of Assistant Professor or higher, shall be eligible to apply for one full Quarter out of residence for each such eleven Quarters of service, with pay at the basic academic salary in force when such leave is taken, except that under no circumstances may a member of the Faculty accumulate more than two Quarters of leave in out-of-residence status and, when a second Quarter of such leave has been accumulated, no further accumulation is permitted until at least one full Quarter of such leave has been taken.

14.3. The President is authorized to make provision for less than full-time appointments.

**STATUTE 15. *Convocation.*** A Convocation is held at the end of each Quarter, at which time degrees are conferred.

**STATUTE 16. *Retirement.***

16.1. A person in the service of the University may retire after reaching the age of fifty-five.

16.2. A Faculty member who retires from a position on indefinite tenure, or after serving as a Faculty member for twenty years, shall be conferred the status of emeritus.

**STATUTE 17. *Contributory Retirement Plan.***

17.1. The stated regular annual salary of each person participating in the Contributory Retirement Plan on and after April 1, 1987, shall be reduced by five (5) percent and the amount applied to the purchase of an annuity policy, or paid into a custodial account, or divided between the annuity policy and custodial account, as determined by the person within the limits defined in the Plan documents. In addition, effective July 1, 2005, the University shall contribute eight (8) percent (revised from 7½ percent for prior periods) toward the purchase of the annuity policy or payment into the custodial account in the same proportions as determined by the person for the five (5) percent contribution. Further, all contributions shall be made within the limitations of the Internal Revenue Code.

17.2. The annuity policy referred to in this Statute shall be a retirement annuity issued by Teachers Insurance and Annuity Association of America (TIAA) or by College Retirement Equities Fund (CREF). The custodial account shall be chosen from among those sponsored by TIAA, CREF, and the Vanguard Group Inc. and established in compliance with Internal Revenue Code Section 403(b)(7). Retirement annuity policies issued by other companies or custodial accounts sponsored by other companies may be acceptable under conditions and criteria established from time to time by the Board of Trustees of the University. Additional terms regarding the Contributory Retirement Plan shall be stated in the Plan documents as approved by the President and established by the University.

17.3. The persons hereinafter designated shall be required to participate in the Contributory Retirement Plan described in the Statute beginning on the first day of their appointment (in the case of individuals with two or more appointments, the primary appointment will determine his or her status): (1) Faculty and other academic appointees appointed to Full-Time Service; (2) Librarians appointed to Full-Time Service; (3) Officers of the University appointed to Full-Time Service.

17.4. The persons hereinafter designated shall be required to participate in the Contributory Retirement Plan described in the Statute beginning on the first day of the month coinciding with or next following the day on which they meet the appointment and other conditions set forth below:

(1) persons appointed to Full-Time Service as Teachers in the University Laboratory Schools after completing one year of service (revised from two years of service effective July 1, 2005) in such position; (2) persons appointed to Half-Time or more but less than Full-Time Service in a position in any of the categories of participation named in §17.3 after completing one year of service (revised from two years of service effective July 1, 2005) in such position; (3) non-academic employees who are compensated at or above an annual salary level as specified from time to time by the University; (4) persons appointed to Full-Time Service to such other positions, and meeting such service conditions, as may from time to time be designated by specific action of the Board of Trustees. Any person who becomes a participant in the Contributory Retirement Plan shall remain a participant in the plan so long as the person remains in the Full-Time Service of the University.

17.5 For persons hired by the University on or after July 1, 2005, contributions by the University shall vest after three (3) years of service and shall be forfeitable for persons who do not complete three (3) years of service.

17.6. The University shall not continue its contribution (1) after a person withdraws from the University, or (2) after a person's employment with the University has been terminated, or (3) after a person retires.

17.7. The obligation of the University to contribute toward annuity policies or custodial accounts as stated in this Statute §17 shall be neither greater nor lesser than its obligation to continue to pay salaries at any stated scale to persons in active service, so that if misfortune should compel a reduction of salaries, its contributions toward the payments specified in this Statute may be reduced in the same proportion.

17.8. Nothing in this Statute shall preclude the Board of Trustees from including in the provisions of this Statute other persons in the University's employ than those described herein, nor from granting additional retirement benefits where the term and character of service, or the special circumstances of the case, make the same appropriate.

17.9. In addition to the Contributory Retirement Plan, persons covered by such plan may participate in a Supplementary Retirement Plan established by the University, whereby, within the limitations of the Internal Revenue Code, they may agree to reductions in their salary to be applied to the purchase of additional annuities or payments to custodial accounts.

17.10. The University reserves to itself the right from time to time to modify, amend, or repeal this Statute, but each person shall be entitled to retain benefits based on participation prior to such action subject to §17.5, and the level of University contributions to a retirement program shall not be reduced except as provided in §17.7.

17.11. The term "regular annual salary" as used in §17 shall be understood to include, in addition to the base salary, any amount payable to the individual as a clinical bonus, clinical term allowance,

administrative supplement, pay for work out of residence, and other designated amounts, subject to the terms of the Plan documents as approved by the President and established by the University.

**STATUTE 18.** *Patent Policy.*

18.1. The basic policies of The University of Chicago include complete freedom of research and the unrestricted dissemination of information. Research done primarily in anticipation of profit is incompatible with the aims of the University. The normal method of dissemination of the results of academic work is through publication in scholarly or other public media. The University recognizes that in the course of research activities, some developments arise which may have commercial benefit. In order for such benefits to be realized, various steps need to be taken depending on the nature of the development. Where research or other activities carried out at the University, or with substantial aid of its facilities or funds administered by it result in inventions, discoveries, or device-like software, such products shall be disclosed to the University, shall be the property of the University and shall be assigned to the University, or an organization designated by the University. The University, acting directly or through its designee, shall endeavor to license or assign such products in such a manner as to assure the greatest benefits to the University and the public, and provide a return to the inventor or creator. The inventor or creator and his or her Dean or other administrative head shall be consulted and kept informed of the arrangements. The conditions for the disposition of patent rights shall be consistent with (1) the basic policies of the University, (2) the terms of sponsorship of activities that led to the product, and (3) the requirements of law and professional ethics.

18.2. Where neither the University nor its designated organization wishes to retain the rights to the product, and the conditions of sponsorship so permit, the inventor or creator may be allowed to retain the rights, and to obtain patents or copyrights, at the expense and for the benefit of the inventor or creator, but in any event the normal processes of academic publication will be utilized for the benefit of the scholarly and general public.

18.3. This §18 does not apply in any situation where the Illinois Employee Patent Act or other law does not permit the University to require that rights be assigned to it. In any situation where the inventor or creator retains rights under this §18, the inventor or creator may offer to assign the product to the University or its designee, upon such terms as may be agreed upon.

18.4. Procedures to implement the foregoing shall be developed and administered under the direction of the President.

**STATUTE 19.** *Advertising.* The University will not permit its name or names of members of its staff to be used in advertising.

**STATUTE 20.** *The Unit of Instruction.* The unit of instruction may be the course or, in the case of Ph.D. students, a period of residence. In the College, “the course” is defined as one-third or one-fourth of the normal student load per Quarter and calls for a minimum of three hours a week per

course of classroom work or its equivalent. For Master's degree students in the Divisions and for students in the Professional Schools, "the course" is usually defined as one-third of the normal student load per Quarter and usually calls for a minimum of three hours a week per course of classroom work or its equivalent. For Ph.D. students in the University, the unit of instruction is Quarters of residence, classified as Scholastic Residence for the first four years, and thereafter as Advanced Residence or Extended Residence until the degree is awarded.

**STATUTE 21.** *Disruptive Conduct.* Conduct of members of the University disruptive of the operations of the University, including interference with instruction, research, administrative operations, freedom of association, and meetings as protected by University regulations, is prohibited and is subject to disciplinary action.

**STATUTE 22.** *Degrees.* The degrees of Bachelor of Arts (B.A.), Bachelor of Science (B.S.), Master of Arts (M.A.), Master of Fine Arts (M.F.A.), Master of Science (M.S.), Master of Business Administration (M.B.A.), International Master of Business Administration (I.M.B.A.), Master of Arts in Teaching (M.A.T.), Master of Science in Teaching (M.S.T.), Master of Divinity (M.Div.), Master of Public Policy (M.P.P.), Master of Liberal Arts (M.L.A.), Master of Laws (LL.M.), Master of Comparative Law (M.Comp.L.), Doctor of Philosophy (Ph.D.), Doctor of Medicine (M.D.), Doctor of Law (J.D.), Doctor of Jurisprudence (J.S.D.), and Doctor of Comparative Law (D.Comp.L.) are conferred upon the recommendation of the several Faculties. None of these degrees will be conferred on a student who has done less than one year of resident work in The University of Chicago. The (honorary) degrees of Doctor of Divinity, Doctor of Music, Doctor of Laws, Doctor of Science, and Doctor of Humane Letters are conferred upon the recommendation of the Council of the University Senate. These degrees are granted only for specific achievements in such fields as scholarship, discovery, or administration. At the Convocation, the President recites the specific ground upon which these degrees are conferred, and the recipients must be present in person.

**STATUTE 23.** All rules, regulations, and statutes heretofore adopted, inconsistent with these Statutes, are hereby repealed.

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