



fiscal year, provided that the Executive Committee may change the date of any such scheduled meeting and may cancel a scheduled meeting if it determines, in its discretion, that such change or cancellation is necessary.

(b) *Special Meetings.* Special meetings may be called: (1) by the Chair of this Board; or (2) by the Executive Committee; or (3) by any seven Trustees acting through written notice to the Chair and the Board of Trustees. *Special Meetings*

(c) *Voting.* Except as otherwise provided by law, or by these bylaws, a majority of those present and voting shall decide any question that may come before a meeting. *Voting*

(d) *Notices.* Trustees shall be advised of the dates of regular meetings and any changes therein as those dates are fixed or changed. A notice shall be sent to each Trustee at least ten days prior to each meeting, whether such meeting is a regular or special meeting. A detailed agenda of each meeting and the written

if appropriate. Removal of any Trustee shall require a vote of two-thirds of all Trustees then acting.

A Trustee may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting. *Electronic Communication*

(g) *Executive Sessions.* Trustees may meet for a portion of any meeting in executive session without administration or staff, or with only such members thereof as the Board shall direct, in order to discuss any confidential matters, including attorney-client privileged matters. *Executive Sessions*

(h) *Travel Expenses.* Any Trustee living outside the Denver metropolitan area may be reimbursed for reasonable expenses of travel to Trustees' meetings, including lodging, meals, and incidental expenses. *Travel Expenses*

(i) *Action without a Meeting.* Any action to be taken at a meeting may be taken without a meeting if notice is transmitted in writing to each Trustee and each Trustee by the time stated in the notice (a) votes in writing for such action or (b)(i) votes in writing against such action, abstains in writing or fails to respond and (ii) fails to demand in writing that such action not be taken without a meeting. Action is taken if the affirmative votes in writing for such action exceed the minimum number of votes that would be necessary to take action at a meeting at which all of the Trustees were present and voted. For purposes of this section, "writing" shall include all communications transmitted and received electronically by facsimile, e-mail or other form of wire or wireless communication. *Action without a Meeting*

(j) *Faculty and Student Representatives.* The Faculty Senate President, together with appropriate leadership of student government groups, as determined by the Chancellor from time to time, shall serve as representatives to the Board. All such representatives shall be invited to attend portions of board meetings, shall receive notices thereof and shall be invited to address the Board on matters of mutual interest and concern at such times and in such manner as determined by the Chair, in consultation with the Chancellor. Such representatives shall have no vote or other right to participate in Board meetings and shall be excused for executive sessions pursuant to (g) above. *Faculty and Student Representatives*

(k) *Others Present.* Prior to each meeting of the Board, the Chair and Chancellor shall determine which members of the administration and which other persons are needed at such meeting and shall arrange for their attendance for such portions of the meeting as are appropriate. *Others Present*

(l) *Minutes.* Minutes of board meetings shall be kept and sent to all Trustees as soon after each such meeting as reasonably convenient. *Minutes*

SECTION 4. *Trustees' Orientation.* Each new Trustee shall receive an orientation briefing and a campus tour as soon after election as feasible. At or prior to such briefing each new Trustee shall also receive copies and/or electronic access to materials important to service as a Trustee, including but not limited to, the Ch

committees: Finance and Budget, Faculty and Educat

on the request of any one Trustee. Items not removed may be adopted by general consent without debate. Removed items may be taken up either immediately after the consent agenda or placed later on the agenda at the discretion of the Chair.

SECTION 6. *Others Present.* Prior to each meeting of the Executive Committee, the Chair and Chancellor shall determine which members of the administration and which other persons are needed at such meetings and shall arrange for their attendance. *Others Present*

SECTION 7. *Minutes.* Minutes of Executive Committee meetings shall be sent to all Trustees as soon after each such meeting as reasonably convenient. *Minutes*

SECTION 8. *Subcommittees.* The Executive Committee has the authority (but is not required) to establish subcommittees in its discretion to assist in the fulfillment of its responsibilities. *Subcommittees*

SECTION 1. *Officers.* The officers of the University of Denver shall be a Chair and one or more Vice Chairs, all of whom shall be Trustees, and a Secretary, Treasurer, a Chancellor, a Provost, and such other individuals as may be appointed officers as hereinafter provided. During the last year of the term of the Chair, the officers shall include a Chair Elect, who shall be a Trustee. An officer other than the Chair may hold more than one office. *Officers*

SECTION 2. *Election.* The Chair shall be elected at the annual meeting or any other meeting having such action within its purpose. The Chair shall serve in that position for a term of four years and until the Chair's successor has been elected; or until the Chair's inability to serve, disqualification, resignation, or removal. The Chair is not eligible for reelection as Chair upon the expiration of his or her term as Chair. *Election*

Should the Chair reach the limit on terms of service as a Board Trustee prior to completion of his or her term as Chair, the Board may, by affirmative majority vote, extend the Chair's service on the Board beyond the term limit set forth in Article 2, Section 1 of these Bylaws, in order to allow for the completion of the Chair's four-year Chair term. The Board may also, by affirmative vote, extend the Chair's service as a Board member for one additional year beyond the term limit as a Trustee in order to allow the Chair to provide service to the University as immediate past chair. *Chair's Term*







SECTION 4.

financial implementation, as described in more detail in the committee charter.

This committee's role shall, however, exclude investment management and audits, which are the appropriate roles of the Investment and Audit Committees, respectively, but the chairs of such committees shall communicate as needed to assure effective coordination between the various committees.

and sent to the Board at least ten days prior to the meeting at which action is to be taken and, if a person not presently a Trustee is being nominated, shall include relevant information on the nominee's qualifications and background. In its deliberations the committee shall recognize that there should be an appropriate diversity of skills and representation. It shall take into account the benefits to be gained from the participation of persons not residing in the Denver metropolitan area, of persons having current political insight, and of educators not currently employed by the University. Above all, it should recognize that the University needs interested, dedicated, knowledgeable and diversified Trustees. Prospective Trustees should be pledged to make trusteeship one of their

requirements of its regular meetings, but provided that under unusual circumstances, in the judgment of the Chair of the Investment Committee, the Chair of the Board of Trustees or the Chancellor, immediate action may be taken within the Investment Committee's policy parameters by the Chancellor, Treasurer or Assistant Treasurer, based on a recommendation of the committee's investment consultant with the concurrence of the Chair of the Committee and the Chancellor or the Chair of the Board of Trustees, and that, in such latter case, the action taken shall be reduced to writing, with copies circulated promptly thereafter to members of the Investment Committee and retained as part of the records of the Committee.

SECTION 13. *Athletic Affairs*. This committee shall counsel with and advise the Chancellor on athletic matters, compliance, and governance, including both intercollegiate and intramural or informal and athletic and recreational and wellness matters. *Athletic Affairs*

SECTION 14. *Staff Support*. The Chancellor shall appoint one or more principal administrative officers of the University of Denver to act as staff support for each committee. It shall be the responsibility of such officer to assist in the call and organization of committee meetings, to provide an agenda and all needed information to the chair and the committee and to act as liaison between the committee and the Chancellor. *Staff Support*

SECTION 1. *Chancellor*. The Chancellor shall be selected and appointed by the Board of Trustees for such term and upon such conditions as it may authorize and approve. He or she shall be the chief executive and administrative officer of the University, President of the Faculties, and their ultimate medium of communication with the Board of Trustees. He or she shall preside at all commencement exercises and shall have general oversight of all departments of instruction. The Chancellor shall, in general, perform such duties as may be prescribed by the Board of Trustees and shall, at each meeting of the Board, report to it upon the general status of the affairs of the University, and shall report annually to the faculty, students and Trustees on the state of the University. *Chancellor Duties*  
*Academic Operations* SECTION

the Board of Trustees. Upon assuming the duties of Acting Chancellor, the Provost shall so advise the Board of Trustees, in writing. If there shall be any question whether the Chancellor is unable to perform his or her duties, the Provost shall consult and counsel with the Chair of the Board of Trustees and with such other members of the Executive Committee as may be readily available, pending formal action by the Executive Committee or by the Board of Trustees.

SECTION 1. *Treasurer*. Unless otherwise determined by the Board, the Senior Vice Chancellor for Financial Affairs shall serve as Treasurer, and the provisions of Section 4 of Article 8 shall define the duties and responsibilities of the Treasurer and Senior Vice Chancellor for Financial Affairs. If those offices are not held by the same person, the Board of Trustees or the Executive Committee shall, by resolution, delineate the

by the Board of Trustees or by any agent so authorized by the Board including particularly the Audit Committee of this Board.

SECTION 3. *Provost*. The Provost shall be the chief academic officer of the University and shall be responsible for academic planning and policy, preparation of the budget for academic affairs units, faculty development, and those other campus operations assigned by the Chancellor. The Provost shall report to the Chancellor, shall serve as a senior executive in the absence of the Chancellor and shall become Acting Chancellor under the circumstances and in accordance with the provisions of Article 6, Section 2 of these Bylaws. As Dean of Faculties, the Provost will act upon recommendations concerning academic appointments, reappointments, promotion, and tenure. *Provost*

SECTION 4. *Senior Vice Chancellor for Financial Affairs*. The Senior Vice Chancellor for Financial Affairs shall be appointed by the Chancellor, after consultation with, and concurrence of, the Chair of the Board and the chair of the Finance and Budget Committee, and may be removed by the Chancellor, subject, however, to the prior approval of the Chair of the Board of Trustees. The Senior Vice Chancellor for Financial Affairs shall be the chief financial officer of the University and shall be responsible for the following matters: financial planning; policy and control; debt and asset management; budget development and evaluation, in collaboration with the Provost and Chancellor; monitoring and control of the budget after adoption by the Board of Trustees and advising the Finance and Budget and other appropriate Trustee Committees, the Executive Committee and the Board of Trustees on financial results as compared with the budget, with prior years and with other appropriate standards; and for such other financial and business matters as may be incident to the foregoing or assigned by the Chancellor, the Executive Committee or the Board of Trustees. The Senior Vice Chancellor for Financial Affairs shall report to and cooperate with the Chancellor as the chief executive and administrative officer of the University in connection with the Senior Vice Chancellor for Financial Affairs' responsibilities as chief financial officer, but shall have an independent reporting relationship with and responsibility to the Executive Committee and the Board of Trustees on financial matters generally and particularly with respect to those matters relating to the monitoring and control of the budget. When there are important differences between the Chancellor and the chief financial officer regarding financial matters, the chief financial officer, as well as the Chancellor, after appropriate consultation and attempts to resolve such differences, will report such differences to the appropriate committee(s) and to the Executive Committee and/or the Board of Trustees, with requests for their counsel, advice, and direction. *Sr. Vice Chancellor  
Financial Affairs*

SECTION 5. *Vice Chancellors*. There shall be one or more Vice Chancellors, including Senior and Executive Vice Chancellors, of the *Vice Chancellors*

University, who shall be appointed and may be removed by the Chancellor, after consultation with the Chair of the Board and the chair of the relevant committee, and who shall have such duties and responsibilities as may be assigned to each by the Chancellor. The Chancellor shall inform the relevant committee(s), the Executive Committee and/or the Board of Trustees from time to time of the duties, responsibilities and performance of the Vice Chancellors.

SECTION 1. *General.* To the fullest extent permitted or provided by law, as provided from time to time, the University shall indemnify any person against all liability and expense incurred by reason of the fact that he or she is or was a Trustee or officer of the University or, while serving as such Trustee or officer, he or she is or was serving at its request in one or more of the following listed capacities, hereinafter referred to as “Another Related Capacity”: as a trustee, director, officer, partner, member, manager or Trustee of, or in any similar managerial or fiduciary position of, or as an employee or agent of, another corporation, partnership, joint venture, trust, association, other enterprise or employee benefit plan. In addition to the foregoing obligation of indemnification, and with a view to giving the persons covered by these provisions the broadest possible indemnity, the University shall also indemnify persons as provided in the succeeding subsections of this Article 9. In interpreting this Article, unless the contrary is manifest, terms used herein shall be given the meanings provided by the analogous provisions of the Colorado Revised Nonprofit Corporation Act. *General*

SECTION 2. *Third-Party Litigation.* The University shall indemnify any person who was or is a party or is threatened with being made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal (all of which are hereinafter sometimes referred to as a “Proceeding”) other than an action by or in the right of the University, by reason of the fact that he or she is or was a Trustee or officer of the University or is or was serving in Another Related Capacity, against expenses (including attorneys’ fees), judgments, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such Proceeding if, (a) while acting as a Trustee of the University, he or she acted in good faith and in a manner he or she believed reasonably to be in its best interest, or (b) while acting in Another Related Capacity, he or she acted in good faith and in a manner *Third-Party Litigation*

he or she believed reasonably not to be opposed to its best interests, or, (c) with respect to any criminal action or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, be determinative that the person did not meet the standard of conduct described in this section. A Trustee's conduct with respect to an employee benefit plan for a purpose that he or she reasonably believed to be in the interests of the participants in or beneficiaries of the plan shall be deemed to meet the foregoing requirements.



in satisfying the quorum, or, (b) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Trustees designated by the Board, which committee shall consist of two or more Trustees not parties to the Proceeding, except that Trustees who are parties to the Proceeding may participate in the designation of Trustees for the committee. If a quorum cannot be established as just provided, or, even if a quorum is obtained or a committee is designated, if a majority of the Trustees constituting such a quorum or such committee so directs, the determination shall be made by independent legal counsel selected by a vote of the Board of Trustees or the committee in the manner provided in this Section 5, or, if a quorum of the full Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board.

SECTION 6. *Advancing of Expenses.* Expenses (including attorneys' fees) incurred in defending a Proceeding may be paid by the University in advance of the final disposition of such Proceeding in the manner authorized in Section 5 of this Article 9 if (a) the Trustee furnishes to the University a written affirmation of the Trustee's good faith belief that he or she has met the standard of conduct described in this Article 9; (b) the Trustee furnishes to the University a written undertaking executed personally, to repay the advance if it is ultimately determined that the Trustee did not meet such standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article 9.

*Advancing of Expenses*

SECTION 7. *Indemnification Not Exclusive.* The indemnification provided by this Article 9 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Bylaws, any agreement, vote of disinterested Trustees, or otherwise, and any procedure provided for by any of the foregoing, both as to action while a Trustee or in Another Related Capacity, and such indemnification shall continue as to a person who has ceased to be in the position which entitled him or her to such indemnification and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such a person. The provisions of this Article 9 shall not be deemed to preclude the University from indemnifying other persons than those indemnified under this Article 9 from similar or other expenses and liabilities as the Board of Trustees may determine in a specific instance or by resolution of general application.

*Indemnification Not Exclusive*

SECTION 8. *Insurance.* The University may purchase and maintain insurance on behalf of any person who is or was a Trustee, director, officer, partner, member, manager, employee, fiduciary, or agent of the University or who is or was serving at the request of the University in Another Related Capacity. Any such insurance may be procured from any insurance company designated or authorized, specifically or by general

*Insurance*

authorization, by the Board of Trustees, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, and including any insurance company in which the University has an equity or any other interest through stock ownership or otherwise.

Amendments to these Bylaws may be made by the affirmative vote of two-thirds of the Trustees present at any meeting of the Board of Trustees where a quorum is present, if the notice of such meeting contains a general statement of the nature of the proposed amendment. *Approval of Amendments*

The University of Denver prohibits discrimination on the basis of race, color, national origin, ancestry, age, religion, creed, disability, sex, sexual orientation, gender identity, gender expression, marital status, pregnancy, genetic information, military enlistment, or veteran status, and any other class of individuals protected from discrimination under federal, state, or local law, regulation, or ordinance in any of the University's educational programs and activities, and in the employment (including application for employment) and admissions (including application for admission) contexts. *Non-Discrimination Policy*