

BYLAWS OF NEW YORK UNIVERSITY



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CHAPTER I

PURPOSES, NONDISCRIMINATION, OFFICES AND FISCAL YEAR

1. Purposes

New York University (the "University") is an education corporation of the State of New York that derives its powers from a charter granted by act of the New York State Legislature in 1831 (such charter as amended from time to time, the "Charter"). The purposes of the University are exclusively charitable, scientific, literary and educational within the full contemplation of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any successor law (the "Internal Revenue Code").

2. Nondiscrimination

The University will undertake and carry on its educational activities without regard to race, color, creed, age, marital status, disability, national origin or sexual orientation or any other basis prohibited by law. The University will not discriminate on any of these bases in administering its educational policies, admission policies and other school-administered programs.

The University will make its nondiscriminatory policy known at least annually to all segments of the general community served by publishing a notice of its nondiscriminatory policy in a newspaper of general circulation that serves all segments of the community and/or by using the broadcast media to publicize its nondiscriminatory policy to all segments of the general community the school serves.

3. Principal Office

The principal office of the University will be located at such place in the City of New York, State of New York, as the Board of Trustees of the University (the "Board") may from time to time determine.

4. Other Offices

The University also may have other offices at such other places both within and without the State of New York as the Board may from time to time determine or the business of the University may require.

5. Fiscal Year

The fiscal year of the University will begin each year on September 1 and end on the following August 31.

CHAPTER II

MEMBERS

6. Membership

The University will have one class of members, which will consist of those persons serving as the voting Trustees of the Board. Such persons are the members of the University for the purposes of any statutory provision or rule of law relating to members of a non-stock, not-for-profit education corporation. If a member ceases to serve as a voting Trustee, whether due to his or her death, incapacity, disqualification, resignation, removal or expiration of term as a voting Trustee, such person automatically ceases being a member of the University.

7. Meetings

A regular meeting of the members denominated as the annual meeting will be held annually, usually in June, for the election of Trustees and the transaction of such other business as may properly come before the membership including the delivery of a financial report verified by the President and Chancellor and by the Chief Financial Officer. The Board or the Chair of the Board may call other regular or special meetings for any permitted purpose. The Chair of the Board, or the President and Chancellor in the Chair's absence, will determine the date, time and place of meetings of the members and will advise the Secretary and General Counsel. Special meetings also may be convened at the principal office of the University by written demand of at least ten percent of the members then in office, specifying the date of such meeting, which must be not less than two nor more than three months from the date of the written demand; the Secretary will give prompt notice of the meeting upon receipt of the written demand.

8. Notice

The Secretary and General Counsel will provide members with not less than ten or more than fifty days' notice of each meeting. Notice of special meetings also will set forth the purpose or purposes of the meeting. Notice of a meeting of the members need not be given to a member who submits a waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice prior to the conclusion of the meeting.

9. Quorum

One-third of the members present in person or by proxy constitutes a quorum for the transaction of business.

10. Voting by Members

- a. Voting at a Meeting. At all meetings of the members, each member present is entitled to one vote. Except as otherwise provided by law or by these

Bylaws, the vote of a majority of the members present at any meeting at which there is a quorum will constitute the act of the members.

b. Proxies. Voting by proxy is permitted. A member may authorize another person to act for the member by providing an authorization to the person who will be the holder of the proxy. No proxy is valid more than eleven months after execution unless it expressly states otherwise and every proxy is revocable prospectively at the pleasure of the member executing it.

11. Organization

The Chair will preside at all meetings of the members or, in the absence or incapacity of the Chair, the Chair Designee (if there is one) or the Vice Chair (if there is more than one, the Vice Chair designated by the Chair), or, in the absence or incapacity of the Chair Designee, if any, and Vice Chair (or all the Vice Chairs if there is more than one), an acting Chair chosen by the voting Trustees. The Secretary and General Counsel will act as Secretary at all meetings of the members, but in the absence or incapacity of the Secretary and General Counsel, the presiding officer may appoint any person to act as Secretary of the meeting.

CHAPTER III

BOARD OF TRUSTEES

12. Number and Qualifications

The Board will be composed of not less than twenty-five nor more than seventy voting Trustees, including Elected Trustees as described in Section 14(b), Ex Officio Trustees as described in Section 14(c), Alumni Trustees as described in Section 14(d), and Young Alumni Trustees as described in Section 14(e). The number of voting Trustees that will constitute the Board at any time will be the number of voting Trustees elected by the members or serving as Ex Officio Trustees who have not ceased to serve as voting Trustees, whether due to their death, incapacity, disqualification, resignation, removal or expiration of term. Each voting Trustee must be a natural person at least eighteen years of age, be committed to the advancement of the University and its goals, and provide expertise and support to assist the University and help it attain its goals. No person who has reached the age of seventy-five is eligible to be elected or reelected as an Elected Trustee or an Alumni Trustee except as provided in Section 25 (Chair Emeritus), Section 29 (Chair), and Section 40 (Election and Removal of Committee Members, Chairs and Vice Chairs).

13. Powers

The Board will establish policy and strategic direction for the University and oversee the business and affairs of the University. The Board may exercise all powers and take all actions not prohibited by law, the Charter or these Bylaws.

14. Voting Trustees: Election and Term

a. Categories. There will be four categories of voting Trustees: Elected Trustees; Ex Officio Trustees; Alumni Trustees; and Young Alumni Trustees.

b. Elected Trustees. Elected Trustees will be elected upon nomination by the Committee on Trustees or, with not less than thirty or more than sixty days' notice to the members proposing a specific nomination, upon nomination from the floor, by the vote of a majority of the members present at any meeting at which there is a quorum of members. Unless otherwise provided by the members, Elected Trustees will take office upon their election. An Elected Trustee may be elected for a full term of six years, for the remainder of an unexpired term or for term of less than six years to better equalize the size of the respective classes, and will serve until the annual meeting of the members proximate to the expiration of such Elected Trustee's respective term and until the Elected Trustee's successor is elected and qualified, or until such Elected Trustee's sooner death, incapacity, disqualification, resignation or removal. At the expiration of any term, any qualified Elected Trustee may be reelected.

c. Ex Officio Trustees. The Chair of the Board for the two years following the

end of his or her service as Chair, if able and willing and if not at that time an Elected Trustee, will serve as an Ex Officio Trustee. The President and Chancellor during his or her service as President and Chancellor, other than on an acting basis, will serve as an Ex Officio Trustee.

d. Alumni Trustees. Alumni Trustees, who must be graduates of the University, will be elected upon nomination of the Committee on Trustees by the vote of a majority of the members present at any meeting at which there is a quorum of members. Prior to making any nomination, the Committee on Trustees will consult with the University's Alumni Association in such manner as determined by the Committee from time to time. Unless otherwise provided by the members, Alumni Trustees will take office upon their election. An Alumni Trustee may be elected for a full term of six years or for the remainder of an unexpired term, and will serve until the annual meeting of the members proximate to the expiration of such Alumni Trustee's respective term and until the Alumni Trustee's successor is elected and qualified, or until such Alumni Trustee's sooner death, incapacity, disqualification, resignation or removal. An Alumni Trustee may not be reelected as an Alumni Trustee; provided, however, that an Alumni Trustee who served less than a full-term may be reelected as an Alumni Trustee to a partial term that, together with the term served, does not exceed six years plus such additional days as necessary to end the term at the annual meeting of the members following such six-year period.

e. Young Alumni Trustees. Young Alumni Trustees, who must be graduates of the University who have not attained the age of forty when first elected as a Young Alumni Trustee, will be elected upon nomination of the Committee on Trustees by the vote of a majority of the members present at any meeting at which there is a quorum of members. Unless otherwise provided by the members, Young Alumni Trustees will take office upon their election. A Young Alumni Trustee may be elected for a full term of three years or for the remainder of an unexpired term, and will serve until the annual meeting of the members proximate to the expiration of such Young Alumni Trustee's respective term and until the Young Alumni Trustee's successor is elected and qualified, or until such Young Alumni Trustee's sooner death, incapacity, disqualification, resignation or removal. A Young Alumni Trustee may be reelected for a second three-year term as a Young Alumni Trustee but may not thereafter be reelected as a Young Alumni Trustee; provided, however, that a Young Alumni Trustee who served less than two full-terms may be reelected as a Young Alumni Trustee to a partial term that, together with the term served, does not exceed six years plus such additional days as necessary to end the term at the annual meeting of the members following such six-year period.

f. Staggered Classes of Trustees. Voting Trustees other than Ex Officio Trustees will be divided into six classes based on the year of expiration of their respective terms, with such classes as nearly equal as practicable.

15. Life Trustees

Upon recommendation of the Committee on Trustees, the members may elect a retiring member of the Board or other person as an Honorary Trustee with the title of Life Trustee. Life Trustees will receive notice of Board meetings and have the right to attend meetings and participate in deliberations, but will not be counted in determining the presence of a quorum and will have no vote. Life Trustees are eligible to be appointed to committees and to serve as committee chairs and vice chairs.

16. Attendance at Meeting

Absent compelling circumstances, the members will remove any Voting Trustee who fails to attend at least fifty percent of all Board meetings during any two consecutive fiscal years.

17. Removal

Any Elected or Life Trustee may be removed with or without cause at any time by the vote of a majority of the members present at any meeting at which a quorum of at least sixty percent of the members, excluding the member who is the subject of the removal proceeding, is present; provided that members receive not less than thirty or more than fifty days' notice of the meeting.

18. Resignations

Any Trustee may resign at any time by giving written notice to the Chair or Secretary and General Counsel. The resignation will take effect at the time specified in the notice or immediately if no time is specified.

19. Vacancies

A vacancy caused by the death, incapacity, disqualification, resignation, or removal of a Trustee, or by the creation of a new Trusteeship, may be filled by the voting Trustees or the members at any meeting.

20. Meetings

a. Regular Meetings. A regular meeting of the Board denominated as the annual meeting will be held each year, usually during the month of June, jointly with or immediately following the annual meeting of the members. At the annual meeting, the Board will elect the Officers. The Board will hold at least three other regular meetings each year. Regular meetings may be held at such dates, times, and places as set by resolution of the Board, or as determined by the Chair of the Board, on at least thirty days' notice.

b. Special Meetings. Upon the written request of the Chair, the President and Chancellor, or at least ten percent of the voting Trustees then in office, setting

forth the purpose, the Secretary and General Counsel will call a special meeting of the Board on at least thirty days' notice, specifying the purpose, date, time, and place of the meeting. The meeting may be held on less than thirty days' notice, but not less than twenty-four hours' notice, if in the judgment of the Chair or President and Chancellor an urgent situation requires less notice.

c. Executive Sessions. The Board may hold one or more executive sessions at any meeting on the request of the Chair, President and Chancellor, or at least five voting Trustees. The Board may exclude from an executive session persons who are not voting Trustees, voting Trustees who are employed by or have business relationships with the University or its affiliates, and/or voting Trustees who may have a conflict of interest with respect to a matter being discussed.

21. Waiver of Notice

Notice of a meeting of the Board need not be given to a member who submits a waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice prior to the commencement of the meeting.

22. Quorum

At each meeting of the Board, one-third of the voting Trustees then in office will constitute a quorum for the transaction of business.

23. Voting at a Meeting

Each voting Trustee will have one vote. Except as required by applicable law or these Bylaws, the vote of a majority of the voting Trustees present at any meeting at which there is a quorum of voting Trustees will be the act of the Board.

CHAPTER IV

OFFICERS

24. Officers

a. Officers of the Board and Officers of the University. The officers of the Board will consist of a Chair and one or more Vice Chairs and may include a Chair Designee and Honorary Officers. The officers of the University will consist of a President and Chancellor, a Provost, an Executive Vice President for Health, a Secretary and General Counsel, and a Chief Financial Officer, and may include an Executive Vice President and such other officers and assistant officers with such titles, powers and duties as the Board may from time to time determine. All officers will be elected by and will serve at the pleasure of the Board.

b. Qualification to Hold Office. Each officer must be a natural person at least eighteen years of age and each of the Chair and the Chair Designee, if any, must be an Elected Trustee. Each officer of the University must be an employee of the University whose employment duties, as determined by the President and Chancellor, correspond to the duties of the office. No employee of the University may serve as Chair, Vice Chair, or Chair Designee.

25. Election and Term of Office

a. Officers of the Board. The officers of the Board will be elected by the voting Trustees upon nomination of the Committee on Trustees or upon nomination from the floor by the vote of a majority of the voting Trustees present at any meeting at which there is a quorum of voting Trustees. Unless otherwise provided by the Board, officers of the Board will take office upon their election.

(i) Chair. Except in the case of a vacancy, the Chair will be elected by the voting Trustees at an annual meeting of the Board for a four-year term and hold office until the annual meeting of the Board that is approximately four years after such election, and until the Chair's successor is elected and qualified, or until such Chair's sooner death, incapacity, disqualification, resignation or removal. The Chair may be reelected for one additional four-year term, but is not eligible for reelection thereafter.

(ii) Chair Designee. The Board should consider electing a Chair Designee at least one year before the anticipated end of the then current Chair's term. The Chair Designee may be elected by the voting Trustees at any meeting of the Board for a term that ends with the conclusion of the current Chair's term, or until such Chair Designee's sooner death, incapacity, disqualification, resignation or removal, after which the Chair Designee shall become the Chair, to serve for a four-year term subject to the provisions of Section 25(a)(i). The Chair Designee is not eligible for reelection.

(iii) Other Officers of the Board. Except in the case of vacancies, each officer of the Board, other than the Chair and any Chair Designee or Honorary Officer, will be elected by the voting Trustees at the annual meeting of the Board for a one-year term and hold office until the next annual meeting of the Board and until the officer's successor is elected and qualified, or until such officer's sooner death, incapacity, disqualification, resignation or removal. At the expiration of any term, any qualified officer of the Board may be reelected except that a Chair may not serve more than two terms and a Chair Designee is not eligible for reelection.

(iv) Honorary Officers of the Board. Upon recommendation of the Committee on Trustees, the voting Trustees may elect, at any meeting of the Board, a former Chair of the Board to the office of Chair Emeritus, and such Chair Emeritus shall have all of the rights and responsibilities of Elected Trustees, including full voting rights, regardless of age. In addition, upon recommendation of the Committee on Trustees, the voting Trustees may elect, at any meeting of the Board, a former Vice Chair of the Board to the honorific office of Vice Chair Emeritus, or any other Trustee as an Honorary Officer as the Board deems appropriate, such designations to recognize exceptional service to the University but not involve any rights or responsibilities.

b. Officers of the University. The President and Chancellor will be elected by the voting Trustees after consideration of the recommendations of a committee established by the Chair to conduct a search for a President and Chancellor of the University, which committee will include members of the faculty of the University and such representation of other constituencies of the University as the Chair deems appropriate. The officers of the University, other than the President and Chancellor, will be elected by the voting Trustees upon recommendation of the President and Chancellor. Unless otherwise provided by the Board, officers of the University will take office upon their election. Officers of the University may be elected for a specific term or may be elected without a stated term and serve until such officer's sooner death, incapacity, disqualification, resignation, removal or until the person ceases to be an employee of the University whose employment duties, as determined by the President and Chancellor, correspond to the duties of the office. At the expiration of any term, any qualified officer of the University may be reelected.

26. Removal

Any officer may be removed with or without cause at any time by a majority of the voting Trustees in office.

27. Resignations

Any officer of the Board, other than the Chair, may resign at any time by giving written notice to the Chair or to the Secretary and General Counsel; the Chair may resign at any time by giving written notice to the President and Chancellor or to the Secretary and General Counsel; any officer of the University, other than the President and Chancellor,

may resign at any time by giving written notice to the Chair or to the President and Chancellor; and the President and Chancellor may resign at any time by giving written notice to the Chair or to the Secretary and General Counsel. The resignation will take effect at the time specified in the notice or immediately if no time is specified.

28. Vacancies

Except in the case of the Chair, a vacancy caused by the death, incapacity, disqualification, resignation, or removal of an officer, or by the creation of a new office, may be filled for the unexpired term by the voting Trustees at any meeting. A vacancy caused by the death, incapacity, disqualification, resignation, or removal of the Chair may be filled at any meeting for a new term of four years plus such additional days as necessary to end the term at the annual meeting of the Board that is approximately four years after such election. If an officer ceases to meet the qualifications to hold office, such person automatically ceases being an officer.

29. Chair

The Chair will preside at all meetings of the Board and the members at which the Chair is present; will decide all questions of order, subject to appeal to the Board; will be the principal officer of the Board; will serve as the Board's principal spokesperson; will act as liaison officer between the Board and the President and Chancellor; will make recommendations to the Board regarding the persons to be appointed as members and chairs and vice chairs of committees of the Board; will take such actions and make such recommendations as will facilitate the work of the Board and its committees; subject to Board policies regarding conflicts of interest and executive sessions, may attend meetings of any committee of the Board; and will have all powers and duties incident to the office of board chair and such other powers and perform such other duties as the Board may prescribe from time to time. The person serving as the Chair is eligible to be reelected as an Elected Trustee regardless of age, that is without regard to the limitation set forth in Section 12 that no person who has reached the age of seventy-five is eligible to be reelected as an Elected Trustee.

30. Chair Designee

The Chair Designee is the person that the Board has selected to serve as Chair at the conclusion of the then current Chair's term. The Chair Designee will assume the powers and discharge the duties of the Chair in the absence or incapacity of the Chair; and will, in general, have all powers and perform all duties incident to the office of chair designee and such other powers and duties as the Chair or Board may prescribe from time to time.

31. Vice Chair

The Vice Chair, or the Vice Chairs if there are more than one, will, in the order designated by the Chair or by the Board, assume the powers and discharge the duties of the Chair in the absence or incapacity of the Chair and the Chair Designee, if any; and

will, in general, have all powers and perform all duties incident to the office of vice chair and such other powers and duties as the Chair or Board may prescribe from time to time.

32. President and Chancellor

The President and Chancellor is appointed by and serves at the pleasure of the Board; the President and Chancellor serves as an Ex Officio Trustee so long as he or she holds the office on a non-acting basis. The President and Chancellor will serve as the chief executive officer and chief academic officer of the University; will be delegated authority and responsibility for the administration and management of the University consistent with its mission and the direction of the Board; will have all powers and perform all duties incident to the office and such other powers and duties as the Board may prescribe from time to time; will exercise supervision and direction of all University activities; will be responsible to the Board for the supervision of the University's educational programs in the University's schools, colleges, institutes, departments, divisions, and units; will serve as head of each faculty of the University and have the power to call a meeting of any faculty or a joint faculty meeting of two or more faculties, provided that any such meeting has the power to take action only upon such subjects as specified in the call for the meeting; will be concerned with the welfare of students of the University and their moral and intellectual development; will be the Board's representative and the official medium of communication between each faculty of the University and the Board, between University students and the Board, and between University administration and the Board; will prepare or cause to be prepared an annual proposed capital and operating budget in advance of each fiscal year for the Board's consideration; will recommend to the Board the appointment of the deans of schools and colleges and directors of institutes, after consulting with the faculty of the applicable college, school, or institute or a representative committee of the faculty thereof, each of whom will serve at the pleasure of the President and Chancellor; will consult or cause his or her representative to consult with the University Senate, which may be through the pertinent Senate committee, before making a recommendation to the Board with respect to changes or innovations that affect the University in matters within the jurisdiction of the Senate; may call upon the University's senior management and academic leaders for assistance in the performance of his or her duties and may appoint advisory councils of senior management and academic leaders and others as he or she deems appropriate; subject to Board policies regarding conflicts of interest and executive sessions, may attend meetings of any committee of the Board; and will determine the senior management and academic leaders who will serve in the President and Chancellor's stead during a temporary absence or incapacity, or until the Board replaces the President and Chancellor or determines a temporary succession plan during a permanent or more extensive absence or incapacity.

33. Provost

The Provost is appointed by the Board upon the recommendation of the President and Chancellor, and may be removed by the President and Chancellor or the Board. The Provost will be the senior assistant to the President and Chancellor in all

academic matters; will be a member of each faculty of the University; will work with the deans of the colleges and schools and the directors of the institutes in strategic academic planning, recruiting faculty, overseeing academic appointments and promotions, conducting program reviews, guiding academic aspects of enrollment planning and ensuring the highest academic standards throughout the University for faculty and students; and will have such other powers and duties as the President and Chancellor may prescribe from time to time.

34. The Executive Vice President

The Executive Vice President, if there is one, is appointed by the Board upon the recommendation of the President and Chancellor, and may be removed by the President and Chancellor or the Board. The Executive Vice President will be the senior assistant to the President and Chancellor in all non-academic matters; and will have such other powers and duties as the President and Chancellor, Chair or Board may prescribe from time to time.

35. The Executive Vice President for Health

The Executive Vice President for Health is appointed by the Board upon the recommendation of the President and Chancellor, and may be removed by the President and Chancellor or the Board. The Executive Vice President for Health will be the senior assistant to the President and Chancellor in all matters involving the schools of Medicine, Dentistry, Global Public Health, and Nursing, the Faculty of Health, and other health-related areas within the University; will work with the deans and other University officials on long-term academic, financial and operational strategies for health and health-related activities at the University; will be the principal liaison between the University and NYU Hospitals Center and its subsidiaries; and will have such other powers and duties as the President and Chancellor, Chair or Board may prescribe from time to time.

36. Secretary and General Counsel

The Secretary and General Counsel is appointed by the Board upon the recommendation of the President and Chancellor, and may be removed by the President and Chancellor or the Board. As Secretary, the officer will have custody of the seal, Charter, Bylaws, and records of the Board; will act as secretary at all meetings of the Board of Trustees and the members (in the absence or incapacity of the Secretary, the Chair will appoint a Secretary of the meeting); will be responsible for the maintenance of fair and accurate records of the proceedings of the Board, its Executive Committee and other committees of the Board, and the members, and distribute them to Trustees and members, as applicable, in accordance with these Bylaws; will cause notice to be given to Trustees, members, officers of the Board, and Board committee members of meetings and acts of the Board, Board committees, and members affecting them; will be responsible for the issuance of certificates; and will have all powers and duties incident to the office of secretary and such other powers and perform such other duties as the President and Chancellor, Chair, or Board may

prescribe from time to time. As General Counsel, the officer will represent the University and its affiliates in its legal affairs; except for those matters where the General Counsel's own performance of duties or status is being considered or evaluated, and subject to the right of the Board, the Audit and Compliance Committee and the Compensation Committee to engage independent counsel, all matters requiring legal advice or legal action will be referred to the General Counsel who will provide legal advice or take legal action directly or through counsel engaged for such purpose by the General Counsel; and will have such other powers and duties as the President and Chancellor, Chair, or Board may prescribe from time to time.

37. Chief Financial Officer

The Chief Financial Officer is appointed by the Board upon the recommendation of the President and Chancellor, and may be removed by the President and Chancellor or the Board. The Chief Financial Officer will be the chief accounting and financial officer of the University; will be responsible for assuring that the University is in compliance with applicable financial and accounting standards and has appropriate internal controls; will be responsible for assuring that payments made by the University are included in the approved budget for the fiscal year, unless approved by the Board, and that restricted funds are expended in accordance with applicable limitations and restrictions; will be responsible for collecting, recording, and safeguarding all funds and securities of the University, which will be deposited with such banks or trust companies as authorized by the Board; will be responsible for keeping proper books of account, preparing quarterly and annual financial reports, and providing financial reports to the members and the Board at least annually and as requested by the President and Chancellor, Chair, members, or Board or its committees; will make available during business hours, on request by a Trustee or member, the University's books of account and records; will work with the University's independent certified public accounting firm in its preparation of the annual audit; and will have such other powers and duties as the President and Chancellor, the Executive Vice President, Chair, or Board may prescribe from time to time.

CHAPTER V

COMMITTEES

38. Committees and Subcommittees of the Board

The Board may establish such committees of the Board with such powers and responsibilities as determined by the Board and as permitted by law. Each such committee of the Board, and subcommittee where permitted, will consist of three or more voting Trustees and may include other persons.

39. Current Committees of the Board

The current committees of the Board are as follows:

- (a) Executive Committee;
- (b) Academic Affairs Committee;
- (c) Alumni Affairs and University Life Committee;
- (d) Audit and Compliance Committee;
- (e) Committee on Trustees;
- (f) Committee on Online Education and Technology;
- (g) Compensation Committee;
- (h) Development Committee;
- (i) Facilities and Real Estate Committee;
- (j) Finance Committee;
- (k) Global Initiatives Committee; and
- (l) Investment Committee.

40. Election and Removal of Committee Members, Chairs and Vice Chairs

Except as provided in these Bylaws or as otherwise directed by the Board, the Chair of the Board will determine the size of each committee and, after consulting with the Committee on Trustees, recommend to the Board the membership of each committee, and the chair or co-chairs and vice chair or vice chairs for each committee, for annual election by the Board. Notwithstanding the provisions of Section 12 of these Bylaws, any person serving, or nominated to serve, as the chair, co-chair, or vice chair of a committee is eligible to be elected or reelected as an Elected Trustee regardless of age. Each committee member will serve until his or her successor is elected and qualified or until such committee member's sooner death, incapacity, disqualification, resignation or removal. Any committee member, chair or vice chair, or subcommittee member, chair or vice chair where permitted, may be removed with or without cause at any time by a majority of the voting Trustees present at any meeting at which there is a quorum. Committee members, chairs and vice chairs may be added to committees at any time by the Board on the recommendation of the Board Chair, but their terms will expire when their successors are elected and qualified or upon each such committee member's sooner death, incapacity, disqualification, resignation or removal.

41. Executive Committee

The Executive Committee will be composed of the Chair of the Board, who will serve as chair of the Committee, the Chair Designee, if any, who will serve as chair designee of the Committee, the Vice Chair or Vice Chairs of the Board, who will serve as vice chair(s) of the Committee, the President and Chancellor, at least five persons who are either chairs of other committees of the Board or, if they are Trustees, the chair of the New York University Institute of Fine Arts Board of Trustees or the president of the School of Law Foundation, and up to ten additional members. The members of the Executive Committee who are not ex-officio members as set forth above will be elected by at least three-quarters of the Trustees present at a meeting at which a quorum is present.

The Executive Committee will have and exercise all of the powers and authority of the Board, including its committees, except that the Committee may not elect or remove Trustees, Officers, or committee members or fill vacancies on the Board or committees; may not amend these Bylaws or approve amendments to the Charter; may not submit to the Members any action requiring Members' approval by law or under these Bylaws; and may not take any other action prohibited by law or by the Board. With respect to permitted powers and authority, references in these Bylaws to the Board, including, but not limited to, Board powers, approvals, actions, and duties, and the making of recommendations to the Board, mean the Board or the Executive Committee. The Executive Committee will meet at least twice a year and more frequently as desirable.

42. Academic Affairs Committee

The Academic Affairs Committee will periodically review existing and proposed academic programs and make recommendations to the Board concerning such programs and/or other academic matters. The Committee may meet with representatives of the faculties as desirable to discuss any educational concerns of the colleges, schools, institutes, or University as a whole. The Committee will make recommendations to the Board for the conferment of honorary degrees by the President and Chancellor at the Annual Commencement Exercises and, if appropriate, at other times. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least once a year and more frequently as desirable.

43. Alumni Affairs and University Life Committee

The Alumni Affairs Committee will act as a liaison between the Board and the Alumni Association. The Committee will meet periodically with the Alumni Association in order to be kept informed of alumni programs and activities, leadership development, and alumni fundraising and will report to the Board concerning these matters. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least once a year and more frequently as desirable.

44. Audit and Compliance Committee

The Audit and Compliance Committee will cause an annual audit of the University's financial statements to be made by an independent firm of certified public accountants; discuss the substance and form of the auditor's report with the representatives of the auditing firm; monitor the independence and performance of the auditing firm; require the auditing firm to submit its opinion as auditors regarding the financial statements and present the auditor's written report to the Board; monitor the integrity of the University's financial reporting processes and systems of internal controls regarding finance and accounting; monitor the performance of the University's internal audit, accounting and financial, and compliance departments; and provide an avenue of communication among the independent auditors, management, the internal audit and compliance functions, and the Board. The Committee will assist the Board in fulfilling its oversight responsibilities with respect to monitoring the University's compliance with legal, research grant terms and obligations, and regulatory obligations. The Committee will oversee the adoption of, implementation of, and compliance with the University's Code of Ethical Conduct, conflict of interest policies, and whistleblower policies and will have such other duties related to these areas as are determined by the Board. The Committee will have the authority to conduct any review or investigation it deems appropriate to fulfilling its responsibilities; will have direct access to the independent auditors as well as anyone in the University; and will have full authority to retain, at the University's expense, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

45. Committee on Online Education and Technology

The Committee on Online Education and Technology will advise the Board and University management on matters related to online education and technology used in connection with teaching. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

46. Committee on Trustees

The Committee on Trustees will present a slate of nominated successors to the outgoing Trustees and officers to the voting Trustees in advance of the annual meeting of the Board and from time to time present nominations to fill vacancies on the Board. The Committee will advise the Chair of the Board on appropriate assignments of Trustees to committees of the Board. The Committee will be responsible for establishing criteria for Board membership, and will seek out prospective Trustees as necessary, will advise new members of the Board concerning their duties and responsibilities, and in general work to assure the effective functioning of the Board. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

47. Compensation Committee

The Compensation Committee will determine the compensation, including benefits, of the President and Chancellor and review and approve the compensation, including benefits, of the other University officers as recommended by the President and Chancellor. In so doing, the Committee will seek to comply with best practices, including meeting the requirements necessary to obtain the rebuttable presumption of reasonableness under Section 4958 of the Internal Revenue Code, which includes considering appropriate data as to comparability, determining that the total compensation is reasonable in light of the performance of the President and Chancellor or other University officer and the comparability data, and concurrently documenting the basis for the Compensation Committee's determination, and will seek to meet the requirements of applicable laws. The Compensation Committee also may review and approve the compensation, including benefits, for other members of the administrative and academic University leadership team and of officers, directors, and key employees of University affiliates, in each case as recommended by the President and Chancellor. The Committee will have the authority to review any University compensation matter it deems appropriate to fulfilling its responsibilities and will have full authority to retain, at the University's expense, compensation consultants, special legal counsel, or other consultants or experts it deems necessary in the performance of its duties. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

48. Development Committee

The Development Committee will be concerned with fund-raising policies and the coordination of plans and programs for the generation of financial support of the University. The Committee will make appropriate recommendations to the Board concerning these matters. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

49. Facilities and Real Estate Committee

The Facilities and Real Estate Committee will review and provide guidance concerning the University's proposed purchases and sales of real estate and the University's short-term and long-term facilities' plans. To the extent it considers advisable, the Committee may review other facilities, real estate and construction matters of the University. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

50. Finance Committee

The Finance Committee will have responsibility for the financial and budget affairs of the University and for recommending the acquisition and disposition of property. The Committee will review the borrowing plans of the University and will submit them, with recommendations, to the Board for consideration and adoption. The Committee will review the operating and capital expenditures budgets of the University and will submit

them, with recommendations, to the Board for consideration and adoption. The Committee will be concerned with plans and procedures for conserving and enhancing the facilities and assets of the University, and will make recommendations to the Board before University officers are authorized by the Board to purchase or sell real property. The Committee will have responsibility for overseeing the University's investment and management of University pension plans and University funds other than the endowment and quasi-endowment, and the Committee may establish policies and guidelines related to such plans and funds. The Committee or its chair may establish one or more subcommittees to which it delegates some or all of its responsibilities. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

51. Global Initiatives Committee

The Global Initiatives Committee will provide the Board with advice and guidance relating to the development, oversight and operation of the University's Global Network, including with respect to the University's global sites and campuses, the experience of University students studying in the Global Network, the enhancement of the University's standing and profile as the Global Network University, the recruitment of students from outside the United States, and the integration of the activities, students, faculty and staff within and among the Global Network. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least once a year and more frequently as desirable.

52. Investment Committee

The Investment Committee will have responsibility for investing and managing the endowment and quasi-endowment funds of the University. The Committee will establish policies and guidelines that comply with applicable law for the investment and reinvestment of such funds and will oversee the investment and management of the funds, including the engagement of investment managers and other professionals, approval of investments with specific managers and other professionals, approval of allocations among asset classes, and review of investment performance. At each meeting of the Board, the Committee will report changes in investments for the preceding period. The Committee or its chair may establish one or more subcommittees to which it delegates some or all of its responsibilities. The Committee will perform such other activities as may be assigned by the Board. The Committee will meet at least twice a year and more frequently as desirable.

53. Operation of Committees

(a) Meetings. The chair of the committee, or subcommittee where permitted, may call meetings of the committee (or subcommittee) on at least three days' notice to the membership. The committee (or subcommittee) may hold one or more executive sessions at any meeting on the request of the committee (or subcommittee) chair or on the request of at least a quorum of the voting Trustee members of the committee (or subcommittee). The committee (or subcommittee)

may exclude from an executive session persons who are not voting Trustees, voting Trustees who are employed by or have business relationships with the University or its affiliates, and/or voting Trustees who may have a conflict of interest with respect to a matter being discussed.

(b) Quorum. At each meeting of a committee, and subcommittee where permitted, one-third of the members who also are voting Trustees present will constitute a quorum for the transaction of business.

(c) Voting. The vote of a majority of the members of a committee, or subcommittee where permitted, who also are voting Trustees present at any meeting at which there is a quorum will constitute the act of the committee (or subcommittee).

(d) Minutes. All committees of the Board, will take minutes of their meetings and transmit those minutes to the Secretary and General Counsel for distribution to all Trustees; except that the minutes for the Compensation Committee will be distributed only to its members.

CHAPTER VI

OTHER PROVISIONS RELATING TO MEMBERS, TRUSTEES AND OFFICERS

54. Meetings by Conference Telephone or Electronic Video Screen

Members, Trustees and committee (or subcommittee where permitted) members may participate in meetings by conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means will constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each member, Trustee, or committee member can participate in all matters before the members, Trustees, or committee, as applicable.

55. Unanimous Consent

Any action that may be taken at any meeting of the members, Board or a committee (or subcommittee where permitted) may be taken without a meeting upon the consent of all the persons entitled to vote at the meeting, which consent will set forth the action so taken. The action and written consents will be filed with the minutes of the proceedings of the members, Board or committee (or subcommittee), as applicable.

56. Methods of Notice

Notices may be written or electronic. Notice will be deemed to have been given to a Trustee, committee (or subcommittee where permitted) member, or member, as applicable, if given in one of the following methods: (a) in the case of first class postage prepaid mail, three days after being deposited in the United States mail; (b) in the case of facsimile telecommunication, when sent to the person's fax number; (c) in the case of electronic mail, when sent to the person's electronic mail address; (d) in the case of courier, overnight delivery service or hand delivery, when delivered; and (e) in the case of telephone, when transmitted; provided, however, that notice to a member may not be given by telephone and, if given by facsimile telecommunication or electronic mail, will not be deemed given if (i) the University is unable to deliver two consecutive notices the member or (ii) the University otherwise becomes aware that notice cannot be delivered.

57. Written or Electronic Waivers, Proxies, and Consents

Waivers of notice, authorization of proxies, and unanimous consents may be written or electronic. If written, a waiver of notice, authorization of proxy, or consent must be executed by the Trustee, committee (or subcommittee where permitted) member, or member, as applicable, by signing such waiver of notice, authorization of proxy, or consent or causing his or her signature to be affixed to the waiver of notice, authorization of proxy, or consent by any reasonable means, including, but not limited to, facsimile signature. If electronic, the transmission of the waiver of notice, authorization of proxy, or consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee, committee (or subcommittee where permitted) member, or member, as applicable.

58. Conflicts of Interest

The Board will establish one or more policies with respect to conflicts of interest by Trustees, officers and committee members and such other persons at the University as determined by the Board.

59. Indemnification and Insurance

(a) Right to Indemnification. To the fullest extent permitted by the New York Not-For-Profit Corporation Law, the University will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and legal representatives) who was or is made, or threatened to be made, a party to or is involved in (including as a witness) any threatened, pending or completed action, suit, proceeding or inquiry, whether civil or criminal, administrative or investigative, brought in the right of the University or otherwise, by reason of the fact that he or she is or was a Trustee or officer of the University, or is or was serving any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity upon the written authorization of the President or Chancellor or with the approval of the Board, against any and all liability, loss, and expense actually and reasonably incurred or suffered by such person in connection therewith, including judgments, fines (including excise taxes assessed with respect to an employee benefit plan pursuant to applicable law), amounts paid or to be paid in settlement of such action or proceeding, and attorneys' fees actually and necessarily incurred as a result of such action or proceeding or an appeal therein. Reference to serving any employee benefit plan will include such service as a Trustee or officer that imposes duties on, or involves services by, that Trustee or officer with respect to an employee benefit plan, its participants or beneficiaries. The right of indemnification provided in this Section 59 will continue for a person who has ceased to serve in an indemnified capacity with respect to the prior service in an indemnified capacity. The right to indemnification includes the right to be paid by the University the expenses incurred in defending an action, suit, proceeding or inquiry, whether civil or criminal, administrative or investigative, in advance of the final disposition thereof; provided, however, that the payment of such expenses will be made only upon receipt by the University of an undertaking by or on behalf of such person to repay (i) the sum advanced, in case the person receiving that sum is ultimately found not to be entitled to indemnification under this subsection (a), or (ii) that part of the sum advanced that exceeds the indemnification to which such person is ultimately determined to be entitled under this subsection (a). A person entitled to be indemnified as a matter of right under this subsection (a) may elect to have such right interpreted based on the New York Not-For-Profit Corporation Law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or in effect at the time indemnification, including reimbursement or advancement of expenses, is sought.

(b) Right of Claimant to Bring Suit. If a claim for indemnification under subsection (a) of this Section 59 is not paid in full by the University within thirty

days after a written demand therefor has been received by the University, the claimant may at any time thereafter bring suit against the University to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition thereof where the required undertaking has been tendered to the University) that the claimant has not met the standards of conduct that make it permissible under subsection (a) of this Section 59 for the University to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the University.

(c) Non-Exclusivity of Rights; Severability; Contract Right. If any provision of this Section 59 is found to be in whole or part legally invalid, that finding will not affect the validity of the remaining provisions of Section 59. The right of indemnification provided in this Section 59 is not exclusive and will not be deemed to limit any other rights that any person entitled to indemnification may have or hereafter acquire under any statute, provision of the Charter, Bylaws, agreement, resolution of disinterested members of the Board, or otherwise. The provisions of this Section 59 will be deemed to be a contract right between the University and each person entitled to indemnification pursuant to this Section 59. Any repeal, amendment or modification of this Section 59 may not adversely impact any right or protection of such person in respect of an act or omission occurring prior to the time of the repeal, amendment or modification.

(d) Other Employees and Agents of the University. The University may, by action of its Board, provide indemnification to an employee or agent of the University of such scope, to such effect, and granting such rights, if any, as the Board, in its sole discretion, determines, including, without being limited to, indemnification of the same scope, to the same effect, and granting the same rights as the indemnification of Trustees and officers provided by this Section 59.

(e) Insurance. The University may purchase and maintain insurance, at its expense, to indemnify (i) the University against any obligation it incurs as a result of this Section 59, (ii) its Trustees, officers, employees, and agents in instances in which they must or may be indemnified by the University pursuant to this Section 59, and (iii) its Trustees, officers, employees, and agents in instances in which, for any reason, they are not, or may not be, indemnified by the University.

CHAPTER VII

THE UNIVERSITY SENATE

60. Functions

The University Senate will serve the following functions:

- (a) The Senate will be the deliberative body for the discussion of University-wide policies and proposed changes in University practices and structure. The Senate will set its agenda with particular concern for academic programs and structure, personnel and budgetary policies, development of facilities, and community, professional, and educational relations of the University. The Senate will make any recommendations regarding the policies and practices of the University to the President and Chancellor and, through the President and Chancellor, to the Board.
- (b) The Senate will receive and review regularly the reports and recommendations of University-wide commissions and, from time to time, those of other interschool committees or commissions that may refer to matters within the jurisdiction of the Senate.
- (c) The Senate will have power to act upon educational matters and regulations of the academic community that affect more than one school. Action by the Senate in these matters will be binding upon all faculties, but any faculty will have the right of appeal to the Board, which may overrule the Senate action.
- (d) The Senate will fix the length of terms and vacations and define the University calendar. It will determine the time, place, and manner of the Commencement Exercises and of other public occasions affecting more than one school of the University, and will adopt regulations regarding academic costumes therefor.
- (e) The Senate may make recommendations for the consideration of each of the faculties in reference to their educational programs and policies. It will make recommendations to the administration of the University in regard to catalogues, bulletins, and other announcements of the University, and will define the meaning of educational terms used in these University publications.
- (f) The Senate will exercise such other legislative or advisory functions in connection with the educational work of the University as may be assigned to it by the Board.

61. Members

The Senate will consist of the President and Chancellor, and not more than one hundred and thirty-eight voting members as follows: (a) not more than thirty-eight members of the Tenured/Tenure Track Faculty Senators Council, including one representative of the Division of the Libraries of the University; (b) not more than twenty-nine members of the Full-Time Continuing Contract Faculty, including one representative of the Division of the Libraries of the University; (c) not more than twenty-one academic members of the Deans Council; (d) not more than thirty-eight members of the Student Senators Council; (e) not more than seven representatives of the Administrative Management Council; and (f) not more than five senior members of the administration of the University, including the President and Chancellor, the Provost, the Executive Vice President, if there is one, the Executive Vice President for Health, the Secretary and General Counsel, or such other senior members of the administrators of the University as may from time to time be designated by the President and Chancellor.

62. Officers of the Senate

The President and Chancellor of the University will be the President of the Senate. The Senate will elect a Vice President, who will preside in the absence of both the President and Chancellor and the Provost, and a Secretary.

63. Meetings

The Senate normally meets during the months of October, November, December, February, March, and April, and at other times on twenty-four hours' notice at the call of the President and Chancellor. When requested in writing by at least six members of the Senate, including at least one representative of each of the Student Senators Council, the Tenured/Tenure Track Faculty Senators Council, the Full-Time Continuing Contract Faculty Senators Council, the Administrative Management Council, the Deans Council, and University Senior Administration (as defined in Section 61), the Secretary will call a special meeting on twenty-four hours' notice, specifying the purpose of the meeting.

64. Rules

The Senate will adopt for its governance rules of procedure not inconsistent with the Charter and these Bylaws. These rules may provide for the appointment of standing and special committees or commissions of the Senate, with such membership and for such purposes as the Senate may deem useful in the performance of its functions.

CHAPTER VIII

UNIVERSITY COUNCILS AND COMMISSIONS

65. The Tenured/Tenure Track Faculty Senators Council

(a) Functions. The Tenured/Tenure Track Faculty Senators Council may consider any matters of educational and administrative policy and will function as the Faculty Personnel Committee of the Senate with respect to the Tenured/Tenure Track Faculty. It will designate representatives on the other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Tenured/Tenure Track Faculty Senators Council will consist of not more than thirty-eight members of the Tenured/Tenure Track Faculty elected by the voting members of the several faculties of the University in the manner prescribed by the rules adopted by the Council for its own governance and consistent with these Bylaws.

(c) Elections and Appointments. In order to best assure the effective operation of the Tenured/Tenure Track Faculty Senators Council, all elections for members of the Tenured/Tenure Track Faculty Senators Council should be held prior to the University Commencement in May. The name of each representative to the Senate should be transmitted to the Secretary of the Senate within five days of the University Commencement in May. The thirty-eight elected representatives will be selected as follows: one from the Division of the Libraries of the University; six from the School of Medicine; and thirty-one apportioned among the colleges, schools, and the Abu Dhabi and Shanghai portal campuses by the method of equal proportions with the proviso that each college and school and each of the two portal campuses will be entitled to at least one elected Senator. Each year, the University Secretary and General Counsel will provide to the Tenured/Tenure Track Faculty Senators Council and the dean of each college and school and the vice chancellor of each of the two portal campuses the number of faculty members assigned to each for the purpose of Senate elections and will at the same time state the number of Tenured/Tenure Track Faculty Senator Council Senators to which each is entitled. A Tenured/Tenure Track Faculty Senators Council Senator whose term has expired will be eligible for reelection. For purposes of the election, any Tenured/Tenure Track Faculty member who is a member of more than one faculty will be assigned by the President and Chancellor to one faculty only, and any Tenured/Tenure Track Faculty member, otherwise eligible to vote, who is not formally attached to a faculty will be assigned by the President and Chancellor to one of the faculties of the University. Any Tenured/Tenure Track Faculty member who holds an administrative office and whose administrative responsibilities

encompass a college, school, portal campus, the Division of the Libraries, or the University will not be eligible for election to the Tenured/Tenure Track Faculty Senators Council. Final determination of eligibility for membership rests with the extant Tenured/Tenure Track Faculty Senators Council.

(d) Officers of the Faculty Senate. The Tenured/Tenure Track Faculty Senators Council will elect its own chairperson and such other officers as it may determine.

(e) Meetings. The Tenured/Tenure Track Faculty Senators Council will meet at least twice a year at the call and under the chairpersonship of the President and Chancellor and the Provost, and as many other times under its own chairperson as it may choose. It may meet from time to time with the Executive Committee of the Board.

(f) Rules. The Tenured/Tenure Track Faculty Senators Council will adopt for its governance rules of procedure not inconsistent with the Charter and these Bylaws.

66. The Full-Time Continuing Contract Faculty Senators Council

(a) Functions. The Full-Time Continuing Contract Faculty Senators Council may consider any matters of educational and administrative policy and will function as the Faculty Personnel Committee of the Senate with respect to the Full-Time Continuing Contract Faculty. It will designate representatives on the other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Full-Time Continuing Contract Faculty Senators Council will consist of not more than twenty-nine members of the Full-Time Continuing Contract Faculty elected by the voting members of the several faculties of the University in the manner prescribed by the rules adopted by the Council for its own governance and consistent with these Bylaws.

(c) Elections and Appointments. In order to best assure the effective operation of the Full-Time Continuing Contract Faculty Senators Council, all elections for members of the Full-Time Continuing Contract Faculty Senators Council should be held prior to the University Commencement in May. The name of each representative to the Senate should be transmitted to the Secretary of the Senate within five days of the University Commencement in May. Elections and transmission of the names of the members in the first year of operations may be delayed while the Full-Time Continuing Contract Faculty Senators Council is in formation. The twenty-nine elected representatives will be selected as follows: one from the Division of the Libraries of the University; and twenty-eight apportioned among the colleges,

schools, and the Abu Dhabi and Shanghai portal campuses by the method of equal proportions with the proviso that each college and school and each of the two portal campuses will be entitled to at least one elected Senator and none will have more than six elected Senators. Each year, the University Secretary and General Counsel will provide to the Full-Time Continuing Contract Faculty Senators Council and the dean of each college and school and the vice chancellor of each of the two portal campuses the number of faculty members assigned to each for the purpose of Senate elections and will at the same time state the number of Full-Time Continuing Contract Faculty Senators to which each is entitled. A Full-Time Continuing Contract Faculty Senator whose term has expired will be eligible for reelection. For purposes of the election, any Full-Time Continuing Contract Faculty member who is a member of more than one faculty will be assigned by the President and Chancellor to one faculty only, and any such faculty member, otherwise eligible to vote, who is not formally attached to a faculty will be assigned by the President and Chancellor to one of the faculties of the University. Any Full-Time Continuing Contract Faculty member who holds an administrative office and whose administrative responsibilities encompass a college, school, portal campus, the Division of the Libraries or the University will not be eligible for election to the Full-Time Continuing Contract Faculty Senators Council. Final determination of eligibility for membership rests with the extant Full-Time Continuing Contract Faculty Senators Council.

67. The Deans Council

(a) Functions. The Deans Council may consider any matters of educational and administrative policy, and will make appropriate recommendations to the President and Chancellor and other University officers. It may designate representatives on other standing committees, and in appropriate instances on the ad hoc committees, of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be represented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Deans Council will consist of the President and Chancellor, the Provost, the Executive Vice President for Health, other vice presidents, and the twenty-one deans and portal campus vice chancellors as follows: the deans of the College of Arts and Science; Faculty of Arts and Science; Faculty of Health; School of Law; School of Medicine; College of Dentistry; College of Global Public Health; Rory Meyers College of Nursing; Graduate School of Arts and Science; Steinhardt School of Culture, Education, and Human Development; Leonard N. Stern School of Business, Undergraduate College; Leonard N. Stern School of Business, Graduate Division; School of Professional Studies; Robert F. Wagner Graduate School of Public Service; Silver School of Social Work; Tisch School of the Arts; Gallatin School of Individualized Study; Tandon School of Engineering; and Division of the Libraries; and the vice chancellors of the Abu

Dhabi and Shanghai portal campuses. The academic members may name a substitute for a particular meeting if unable to attend in person.

(c) Officers. The Deans Council will elect its own chairperson and such other officers as it may determine.

(d) Rules. The Deans Council may adopt for its governance rules of procedure not inconsistent with the University Charter and these Bylaws.

(e) Meetings. The Deans Council will meet at least once a year under its own chairperson, and at the call of the President and Chancellor or the Provost.

68. The Student Senators Council

(a) Functions. The Student Senators Council may consider any matters in which the interests, needs, rights, or responsibilities of students are involved, and will take special responsibility for bringing to the attention of the Senate all matters concerning students at the University. For this purpose, the Council will invite the presidents of student governments in the several colleges, schools, and portal campuses, faculty members and administrative officers, and student constituency leaders as necessary. The Council may work through such local units as may be appropriate at the various geographical centers of the University, and will report to the Senate, through the Student Senators Council, its policy recommendations concerning student life. The Student Senators Council will designate representatives on the standing committees and, in appropriate instances, on the ad hoc committees of the Senate. It may bring to the attention of the various committees of the Senate any matters that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Student Senators Council will consist of not more than thirty-eight members. There will be twenty-four regular student Senators, elected as follows: two from each of the Steinhardt School of Culture, Education, and Human Development and the Tisch School of the Arts; one from each of the other colleges and schools and each of the Abu Dhabi and Shanghai portal campuses, except that for this purpose the School of Medicine and the Post-Graduate Medical School will be considered one school; and one from Liberal Studies. There will be in addition not more than fourteen student Senators appointed at large by the Executive Committee of the Senate in accordance with the rules of procedure adopted by the Senate. The name of every student Senator should be transmitted to the Secretary of the Senate within five days of the University Commencement in May. Should no student Senator be elected from a college, school or portal campus by the date of the October meeting of the Senate, the dean of that college or school or the vice chancellor of that portal campus is authorized to appoint a Senator who will serve until replaced by a duly elected Senator.

(c) Officers. The Student Senators Council will elect its own chairperson and such other officers as it may determine. It will meet once a month at the call and under the direction of its chairperson, and at other times according to such procedures as it may devise; at least one meeting each semester will be held with the President and Chancellor and the Provost in attendance.

(d) Rules. The Student Senators Council will adopt for its governance rules of procedure not inconsistent with the University Charter and these Bylaws.

69. The Administrative Management Council

(a) Functions. The Administrative Management Council is composed of elected representatives from the professional and administrative staffs of each college, school and division of the University. It functions as an initiative, deliberative, and responsive body concerning policy issues, serves as a vehicle for promoting the continued professional growth and development of its constituents, and has a commitment to community service. It will designate representatives on the standing committees of the Senate and, where appropriate, on any ad hoc committees of the Senate. It may bring to the attention of the various committees of the Senate any matters of concern to the University's professional and administrative staffs that it believes should be presented to the entire Senate. It may bring to the attention of the President and Chancellor any matters that it wishes to discuss with him or her. It may perform such other functions as are requested of it by the President and Chancellor, by the Board, or by the Senate.

(b) Members. The Administrative Management Council of the Senate will consist of not more than seven members. Representatives to the Administrative Management Council of the Senate are the current chair of the Administrative Management Council of the University and six others elected from within the Administrative Management Council of the University. An Administrative Management Council Senator whose term has expired will be eligible for reelection.

70. Graduate Program Committee

(a) Functions. There will be a Graduate Program Committee having the power to review and recommend to the Provost the approval of proposals from colleges, schools, and portal campuses with respect to new graduate programs granting masters' and doctoral degrees. The Committee will evaluate all master's and doctoral program proposals to ensure that the University's colleges, schools, and portal campuses with graduate components maintain comparable standards of work for the degrees; that there has been consultation with the relevant colleges, schools, and/or portal campuses; and that there is minimal curricular overlap between or among the units. The Committee also may formulate recommendations to the Provost on other matters that relate to graduate education in the University.

(b) Members. The voting members of the Committee will include one elected faculty representative who is a full-time member of the Tenured/Tenure Track or

Non-Tenure Track/Contract Faculty, elected by the faculty from each college, school, and portal campus that delivers graduate education; four graduate deans, selected by the Deans Council; the dean of the NYU Libraries (or his/her designee); a member of the Tenured/Tenure Track Faculty Senators Council, selected by the Tenured/Tenure Track Faculty Senators Council; a member of the Full-Time Continuing Contract Faculty Senators Council, selected by the Full-Time Continuing Contract Faculty Senators Council; and three graduate student members of the Student Senators Council, selected by the Student Senators Council. The term of service for Committee members is three years, unless filling a vacancy; except that the term of service for representatives from the Student Senators Council is two years, unless filling a vacancy. Terms are staggered, such that approximately one-third of the membership changes every year. The following administrators (or their designees) serve *ex officio* as non-voting members: the dean of each college, school, and portal campus that delivers graduate education; the most senior representative of the Provost's Office tasked with academic program review; and the most senior representative of the Provost's Office tasked with graduate academic affairs. The co-chairs of the Committee will be the most senior representative of the Provost's Office tasked with graduate academic affairs and the dean of the Graduate School of Arts and Science.

71. Undergraduate Program Committee

(a) Functions. There will be an Undergraduate Program Committee whose chief responsibility is to advise the Provost on proposals from colleges, schools, and portal campuses for new undergraduate majors and degree programs, as well as for cross-school minors. The Committee will review all such program proposals to ensure that the University's colleges, schools, and portal campuses with undergraduate components maintain comparable standards of work for the degrees; that units proposing new programs have consulted appropriate colleges, schools, and/or portal campuses; and that there is minimal curricular overlap between or among the units. At the request of the President and Chancellor and/or the Provost, or at its own discretion, the Committee also may formulate recommendations on other matters that relate to undergraduate education in the University.

(b) Members. The voting members of the Committee will include at least: one elected faculty representative from each college, school, and portal campus involved in undergraduate education, elected by the applicable college, school, or portal campus; two undergraduate deans selected by the Deans Council; a faculty representative from the NYU Libraries, elected by the faculty from the NYU Libraries; a member of the Tenured/Tenure Track Faculty Senators Council, selected by the Tenured/Tenure Track Faculty Senators Council; a member of the Full-Time Continuing Contract Faculty Senators Council, selected by the Full-Time Continuing Contract Faculty Senators Council; and three members of the Student Senators Council, selected by the Student Senators Council. The term of service for Committee members is three years, unless filling a vacancy; except that the term of service for representatives from the Student Senators Council typically is one year. Terms are staggered, such that approximately one-third of the membership changes

every year. The following administrators (or their designees) serve on the committee *ex officio* as non-voting members: the senior representatives of the Provost's Office tasked with each of global programs, academic program review, and undergraduate academic affairs. The chair of the Committee will be the most senior representative of the Provost's Office tasked with undergraduate academic affairs.

72. Other University and Interschool Committees and Commissions

The Senate or the President and Chancellor may from time to time appoint other University and interschool committees and commissions, which will have such powers and duties as are delegated to them at the time of their organization until modified or annulled by action of the appointing authority.

CHAPTER IX

ORGANIZATION OF COLLEGES, SCHOOLS, AND ACADEMIC DEPARTMENTS

73. Schools, Faculties, and Divisions of the University

(a) Colleges and Schools. The University comprises the following integral colleges and schools, listed in order of their establishment:

- 1832 College of Arts and Science
- 1835 School of Law
- 1841 School of Medicine
- 1865 College of Dentistry
- 1886 Graduate School of Arts and Science
- 1890 Steinhardt School of Culture, Education, and Human Development
- 1900 Leonard N. Stern School of Business, Undergraduate College
- 1916 Leonard N. Stern School of Business, Graduate Division
- 1934 School of Professional Studies
- 1938 Robert F. Wagner Graduate School of Public Service
- 1948 Post-Graduate Medical School
- 1960 Silver School of Social Work
- 1965 Tisch School of the Arts
- 1972 Gallatin School of Individualized Study
- 2014 Tandon School of Engineering
- 2015 Rory Meyers College of Nursing
- 2015 College of Global Public Health

(b) Separate Faculties. The colleges and schools of the University are governed by their separate faculties, except that the Faculty of Medicine is responsible for the School of Medicine and for the Post-Graduate Medical School, the Faculty of Arts and Science is responsible for the College of Arts and Science and for the Graduate School of Arts and Science, the Faculty of Health is responsible for the College of Dentistry, the College of Global Public Health, and the Rory Meyers College of Nursing, and the Faculty of Business Administration is responsible for the Leonard N. Stern School of Business, Undergraduate College and for the Leonard N. Stern School of Business, Graduate Division.

(c) Division of Libraries. The University also comprises the Division of the Libraries which performs academic functions across school lines and is governed by its faculty and officers in accordance with procedures defined and approved by the President and Chancellor.

74. Deans

(a) Dean of Each Faculty. There will be a dean of each faculty, appointed by the Board on the recommendation of the President and Chancellor. The dean will be the administrative head of his or her faculty and will be responsible for carrying

out the policies of the University. He or she will preside at meetings of his or her faculty and will supervise the work of the faculty. He or she will make recommendations to the President and Chancellor and Provost for the appointment, promotion, dismissal, and retirement of his or her faculty and administration in the faculty. In addition to the dean of the faculty, in cases where two or more schools are governed by a single faculty, a dean may be appointed for each of such colleges or schools by the Board on the recommendation of the President and Chancellor with such authority and responsibility as will be assigned by the President and Chancellor on the recommendation of the Provost.

(b) Powers and Duties. The dean will execute such rules as his or her faculty may from time to time adopt, and in general administer the affairs of his or her school or schools subject to the direction of the President and Chancellor, the rules of the faculty, and these Bylaws. He or she will submit at the time requested each year a proposed budget of anticipated income and expenses for the ensuing year, including recommendations with respect to the rank and salaries of faculty and administration in his or her faculty. He or she will join with other deans in making recommendations as to the rank and salaries of faculty who are members of his or her faculty and of one or more other faculties.

(c) Vice, Associate and Assistant Deans, Directors and Secretaries. The offices, if any, of vice dean, associate dean, assistant dean, director, or secretary in a faculty or in a school may be created by the President and Chancellor on recommendation of the Provost with such authority and responsibility as will be assigned to such officer by the President and Chancellor or the Provost, or as may be delegated to him or her by the appropriate dean.

(d) Executive Dean. The office of executive dean may be created by the Board on recommendation of the President and Chancellor to supervise and coordinate the activities of two or more schools. The executive dean will have the duties assigned to him or her by the President and Chancellor.

(e) Division of Libraries. The chief executive officer of the Division of the Libraries will be the head of its faculty, will bear the title of dean, and will perform the duties of the office in the same manner as the dean of an integral college or school of the University.

75. Departmental Organization

The President and Chancellor, subject to the approval of the Board, may divide the courses of instruction in the various schools and colleges into departments according to the subject matter of instruction. He or she also may establish University departments to provide instruction in more than one division of the University. Members of the faculty of any college or school engaged in fields of instruction identical with or closely akin to fields of instruction in established University departments will be eligible for membership in such University departments at the discretion of the President and Chancellor and the Provost.

76. Administration of Academic Departments

The chief executive officer of a University academic department that is an academic department incorporating more than one college or school, will bear the title "head" and will be responsible through the appropriate deans to the Provost and the President and Chancellor. The chief executive officer of a department other than a University department will bear the title "chair" and will be responsible to the appropriate dean. Department heads and chairs will be charged with the administration of their respective departments subject to the general authority vested in the faculties, the deans, the Provost, and the President and Chancellor.

77. Term of Administrative Appointments

Appointment to an administrative office, including but not limited to the office of executive dean, dean, vice dean, associate dean, assistant dean, director, secretary, department head, and department chair, will be without limit of time, unless otherwise specified, but may be terminated at any time without prejudice to a faculty member's tenure or contractual rights (a) by the President and Chancellor or the Board; (b) in the case of an appointment other than an executive dean or dean or head, by the executive dean or dean, or by their respective designees; and (c) in the case of an appointment of a head, by the appropriate deans jointly or by the Provost.

78. Experimental Degree Program

The President and Chancellor, on the recommendation of the Senate, and subject to approval by the Board, is authorized to create temporary inter-school degree-granting units, to which faculty and administration may be assigned for the purpose of conducting such experimental programs as may not readily fit into the customary work of the integral colleges and schools of the University. The faculty and administration so assigned will function as the faculty of such temporary units with the same powers as the faculties of the integral colleges and schools of the University. Experimental degree programs will be authorized for initial operating periods not to exceed two years and may be extended for like terms by specific action of the President and Chancellor; in the absence of such action they will automatically terminate two years after the beginning of their operation, or, if extended, two years after the effective date of any such extension. Such programs may be discontinued at any time by Board action upon recommendation of the President and Chancellor.

CHAPTER X

EDUCATIONAL OPERATIONS

79. Responsibilities of the Faculties

(a) Educational Conduct and Functions. The educational conduct of each of the several colleges and schools, within the limits prescribed by these Bylaws or by the Board, is committed to the faculty of each of the colleges and schools, and to such officers of the colleges and schools as the Board may appoint. The educational functions of the libraries of the University, as defined and structured by the President and Chancellor, are similarly committed to the faculty and officers of the Division of the Libraries.

(b) Entrance Requirements, Courses of Study and Degrees and Certificates. Subject to the approval of the Board and to general University policy as defined by the President and Chancellor and the Senate, it is the duty of each faculty to determine entrance requirements of the college or school under its care, to determine courses of study to be pursued and the standards of academic achievement to be attained for each degree offered, to prepare a schedule of lectures, to make and enforce rules for the guidance and conduct of the students, and to certify to the President and Chancellor, for recommendation to the Board, qualified candidates for degrees and certificates.

(c) Athletics and Other Extracurricular Activities. Each faculty will make and enforce rules of eligibility for the participation of its own students in athletics and other extracurricular activities. However, the University requirements for student participation in intercollegiate athletics will be determined by the Senate on the recommendation of an appropriate committee of the several faculties and will be uniformly applied in the colleges and schools concerned therewith.

(d) Libraries. It is the duty of the faculty of the Division of the Libraries to implement the resources and services of its various libraries in accordance with the instructional and research needs of the University and in collaboration with the academic units which the libraries serve and support; to promote and develop the use of the libraries and their resources through interaction with the University community and through research and publication; and to make and enforce policies as desirable to ensure that the libraries' resources and services advance learning, research, and scholarly inquiry in an environment dedicated to open, equitable, and productive exchange of scholarly information.

80. Student Conduct

Academic misconduct shall be governed by the policies and procedures established by each individual college or school. All non-academic misconduct shall be governed by the University-wide Student Conduct Policy. In matters involving non-academic misconduct, the school of an accused student may establish its own procedures for

enforcement or elect to utilize the NYU Student Conduct Procedures established under the authority of the Senate.

81. Degrees

(a) Types of Degrees. Degrees conferred by the University are either degrees in course or honorary degrees. Degrees in course are granted to candidates by the President and Chancellor, with annual authorization from the Board, on certification by a faculty as having fulfilled the requirements for a degree. Honorary degrees are granted by the Board. No degree granted in course will be conferred *honoris causa*.

(b) Regulations. A faculty will recommend candidates for only those degrees in course authorized by the New York State Education Department, where applicable. The regulations regarding the award of degrees in course will govern similarly the award of certificates.

(c) Degree Programs by Faculty. No Tenured/Tenure Track Faculty member or Full-Time Continuing Contract Faculty member, other than librarians, will be permitted to enroll as a candidate for a degree or be recommended for a degree in course, unless specifically excepted by the Board. A degree candidate, other than a librarian, who accepts appointment as a Tenured/Tenure Track Faculty member or a Full-Time Continuing Contract Faculty member must thereupon relinquish such candidacy, unless specifically excepted by the Board.

(d) Conferral of Degrees. Honorary degrees may be voted at any meeting of the Board. Degrees in course may be conferred by the President and Chancellor at the annual Commencement after the end of the spring term, and on appropriate dates after the end of the summer session, after the end of the fall term, and at other times during the year, respectively, upon all candidates who have been certified as having completed the requirements for their respective degrees.

82. Faculty Membership

(a) Categories of Faculty. The faculty in a college or school is comprised of three categories: (i) Tenured/Tenure Track Faculty; (ii) Full-Time Continuing Contract Faculty; and (iii) Other Faculty, as more fully described in Sections 86 - 88 of these Bylaws.

(b) Voting Members of Each Category of Faculty. The President and Chancellor, the Provost, and the dean of the faculty will be considered voting members of each category of faculty, as well as of any subset of a category of faculty. In addition, the Executive Vice President for Health will be an *ex officio* voting member of each category of faculty, as well as of any subset of a category of faculty, of the School of Medicine, the Post-Graduate Medical School, the College of Dentistry, the Rory Meyers College of Nursing, and the College of Global Public Health; and a deputy, senior, or vice provost liaison who has pertinent academic responsibilities will be

selected by the Provost to serve as an *ex officio* voting member of each category of faculty, as well as of any subset of a category of faculty, of each of the colleges, schools, and portal campuses other than the School of Medicine, the Post-Graduate Medical School, the College of Dentistry, the Rory Meyers College of Nursing, and the College of Global Public Health. Only the Tenured/Tenure Track Faculty may elect members of the Tenured/Tenure Track Faculty Senators Council and only the Full-Time Continuing Contract Faculty may elect members of the Full-Time Continuing Contract Faculty Senators Council. Only tenured faculty may vote on the awarding of tenure; only full Professors with tenure may vote on promotion to full Professor within the Tenured/Tenure Track Faculty and on the awarding of tenure to a faculty member hired as a full Professor. No faculty member may vote on a matter directly or indirectly affecting the individual's candidacy for a degree or his or her status on the faculty of the University.

(c) College and School Governance - Attendance at Faculty Meetings and Voting. Each of the Tenured/Tenure Track Faculty and the Full-Time Continuing Contract Faculty of a college or school may hold its own faculty meetings and determine the voting privileges at such meetings of its members, and also may grant rights of attendance and voting privileges to other categories of faculty of the college or school at such meetings as it determines, in all cases subject to the provisions of subsection (b) of this Section 82. The dean of a college or school may hold faculty meetings and invite the Tenured/Tenure Track Faculty and/or the Full-Time Continuing Contract Faculty, as well as of any subset of a category of faculty, of that college or school, subject to the provisions of subsection (b) of this Section 82.

(d) Appointments in More than One College or School. A faculty member serving on a full-time basis in the University will be a full-time member of the faculty of each college and school in which he or she gives instruction regularly, but will have voting rights in the election of members of the Tenured/Tenure Track Faculty Senators Council or the Full-Time Continuing Contract Faculty Senators Council, as applicable, only in the college or school of his or her principal assignment as determined for this purpose by the President and Chancellor.

(e) Roster. The roster of Tenured/Tenure Track Faculty and of Full-Time Continuing Contract Faculty will be prepared and maintained on a current basis by the dean of the faculty, will be submitted to the Secretary and General Counsel for verification and filing in the official records, and will be available for reference at each faculty meeting.

83. Number of Faculty Meetings

The Tenured/Tenure Track Faculty and the Full-Time Continuing Contract Faculty in each college or school should hold at least four meetings each year, at such times and places and under such rules of procedure, as are consistent with these Bylaws. Such meetings may be joint meetings. Copies of the minutes of such meetings will be sent to the President and Chancellor and the Provost.

84. Dissolution of Argentine Branch

In the event that the branch of the University that is registered in Argentina is dissolved or its operations are otherwise terminated, the tangible assets of the branch located in Argentina will, after paying or making provision for the payment of all liabilities of the branch, be given to The National Library, a tax-exempt entity located in Buenos Aires, Argentina, exclusively for educational or one or more other tax-exempt purposes.

CHAPTER XI

FACULTY AND RESEARCH PERSONNEL

85. Tenured Faculty

(a) Tenured Appointments. The Tenured Faculty consists of the Professors and Associate Professors who have full-time appointments at the University and who have been awarded permanent or continuous tenure at the University in accordance with University procedures for the awarding of such tenure, including receipt of a letter from an authorized senior academic official of the University advising the faculty member that he or she has received the requisite approvals and has been awarded tenure. Only full-time Professors and Associate Professors may achieve permanent or continuous tenure at the University. Unless otherwise specified, Professors and Associate Professors are appointed for one year only, but they may be appointed for a longer period or without limit of time, subject to such rules respecting tenure as the Board may adopt.

(b) Libraries. Curators and Associate Curators in the Division of the Libraries and in the School of Law and certain, but not all, Curators and Associate Curators in the School of Medicine are granted tenure rights under conditions similar to those applicable to tenured Professors and Associate Professors. Only full-time Curators and Associate Curators may achieve permanent or continuous tenure at the University.

86. Tenure Track Faculty

(a) Tenure Track Appointments. The Tenure Track Faculty consists of Associate Professors and Assistant Professors who have full-time faculty appointments at the University and currently are not tenured but who may be eligible to be considered for permanent or continuous tenure at the University in accordance with University procedures for the awarding of such tenure, including receipt of a letter from an authorized senior academic official of the University advising the faculty member that his or her appointment is a tenure track appointment. Associate Professors and Assistant Professors are usually appointed for one year only, but full-time service in these ranks may be counted, to the extent permitted under the rules of the Board, toward the attainment of tenure.

(b) Maximum Duration. A full-time Associate Professor or Assistant Professor on the tenure track in any college, school, division, or department except the School of Medicine and its departments, the Leonard N. Stern School of Business and its departments, the College of Dentistry and its departments, and the Rory Meyers College of Nursing and its departments, who is not awarded tenure at the expiration of seven years will be ineligible for further full-time appointment in the University. A full-time Associate Professor or Assistant Professor on the tenure track in the School of Medicine, or any of its departments, or in the College of Dentistry, or any of its departments, or in the Rory Meyers College of Nursing, or any of its

departments, who is not awarded tenure at the expiration of ten years will be ineligible for further full-time appointment in the University. A full-time Associate Professor or Assistant Associate Professor on the tenure track in the Leonard N. Stern School of Business, or any of its departments, who is not awarded tenure at the expiration of nine years will be ineligible for further full-time appointment in the University. Service as a Full-Time Continuing Contract Faculty member or as an Other Faculty member may not be counted toward the attainment of tenure by persons who may become Tenure Track Faculty members.

(c) Notice. The appropriate dean or departmental chairperson will as a matter of academic courtesy give notice of these rules to Associate Professors and Assistant Professors on the tenure track in any college, school, division, or department except the School of Medicine, and its departments, the College of Dentistry, and its departments, and the Rory Meyers College of Nursing, and its departments, and the Leonard N. Stern School of Business, and its departments, in the sixth year of service, or, in the School of Medicine, or any of its departments, and the College of Dentistry, or any of its departments, and the Rory Meyers College of Nursing, or any of its departments, in the ninth year of service, or, in the Leonard N. Stern School of Business, or any of its departments, in the eighth year of service, but no untenured Associate Professor or Assistant Professor will acquire tenure rights on the ground that he or she did not receive a notice or reminder of this section of these Bylaws.

(d) Libraries. Associate Curators and Assistant Curators who may be eligible to acquire tenure in the Division of the Libraries and in the School of Law and certain Associate Curators and Assistant Curators in the School of Medicine are appointed on the same terms and conditions as Associate Professors and Assistant Professors on the tenure track at the University, without extension of probationary period as provided for Associate Professors and Assistant Professors in the School of Medicine, and are subject to the same prohibition on further full-time appointment if not promoted at the end of the specified periods.

87. Full-Time Continuing Contract Faculty

(a) Full-Time Continuing Contract Faculty Appointments. The Full-Time Continuing Contract Faculty consists of faculty who are not Tenured/Tenure Track Faculty and who: (i) have full-time appointments at the University; (ii) have titles or appointments that do not prohibit indefinite contract renewals (although promotion within the appointment category, such as from assistant to associate, may be required for renewal); and (iii) are not visiting faculty (including persons who have tenure or are on the tenure track at another institution and persons who are on leave from another institution or a company). A Full-Time Continuing Contract Faculty member does not lose that status during the duration of his or her full-time faculty employment because the person has been advised that his or her contract will not be renewed. Full-Time Continuing Contract Faculty are not eligible for tenure.

(b) Contracts and Titles. Full-Time Continuing Contract Faculty are appointed for a definite period of time and the appointment automatically terminates at the close of that period unless there is an official notice of renewal. Unless otherwise specified, Full-Time Continuing Contract Faculty are appointed for one year only, but they may be appointed for a longer period, subject to such rules respecting Full-Time Continuing Contract Faculty as the Board may adopt. Full-Time Continuing Contract Faculty have an array of titles, which may vary depending on the college or school, and which may overlap with Other Faculty titles. On rare occasions, the title of professor, associate professor, or assistant professor are utilized for Full-Time Continuing Contract Faculty, most commonly in the case of senior faculty who come to the University after a distinguished career at another institution and at the Abu Dhabi and Shanghai portal campuses. Titles also may include, among others, certain of the non-tenure position titles set forth in Section 88 of these Bylaws.

(c) Libraries. Associate Librarians of Practice and Assistant Librarians of Practice and certain Curators, Associate Curators, and Assistant Curators in the School of Medicine who are appointed on the terms and conditions required for Full-Time Continuing Contract Faculty at the University are considered Full-Time Continuing Contract Faculty for purposes of these Bylaws.

88. Other Faculty

(a) Other Faculty Appointments. Other Faculty consists of faculty who are not Tenured/Tenure Track Faculty and who are not Full-Time Continuing Contract Faculty. They may include: (i) emeritus faculty; (ii) adjunct and other part-time faculty; (iii) faculty whose titles or appointments prohibit indefinite contract renewals; (iv) temporary faculty; (v) visiting faculty; (vi) instructors and (vii) full-time researchers while they maintain a secondary faculty title. Other Faculty are not eligible for tenure.

(b) Contracts and Titles. Other Faculty are appointed for a definite period of time, not exceeding one academic year unless otherwise specified, and the appointment automatically terminates at the close of that period unless there is an official notice of renewal. Other Faculty have an array of titles, which may vary depending on the college or school, and which may overlap with Full-Time Continuing Contract Faculty titles. Titles may include, among others, certain of the nontenure position titles set forth in Section 88 of these Bylaws.

89. Non-tenure positions

Non-tenure positions, which may be faculty or non-faculty positions, include, but are not limited to, the following:

- instructor titles (e.g., instructor, clinical instructor, research instructor, assistant professor/instructor);
- research and scientist titles (e.g., research professor, research associate professor, research assistant professor, research scholar, associate research

- scholar, assistant research scholar, senior research scientist, research scientist, associate research scientist, assistant research scientist, professor (research), associate professor (research), assistant professor (research), except when the title that includes research professor is conferred as a distinction upon a faculty member with tenure or on the tenure track.;
- global titles (e.g., global distinguished professor, global professor, global visiting professor, global instructor, global professor, except when a title that includes global professor is conferred as a distinction upon a faculty member with tenure);
 - adjunct titles (e.g., adjunct professor, adjunct associate professor, adjunct assistant professor);
 - clinical titles (e.g., clinical professor, clinical associate professor, clinical assistant professor, professor (clinical), associate professor (clinical), assistant professor (clinical), master clinician);
 - visiting titles (e.g., visiting professor, visiting associate professor, visiting assistant professor);
 - arts and music titles (e.g., arts professor, associate arts professor, assistant arts professor, visiting arts professor, visiting associate arts professor, visiting assistant arts professor, music professor, music associate professor, music assistant professor, master artist, artist-in-residence);
 - lecturer titles;
 - titles related to the teaching of languages (e.g., senior language lecturer, language lecturer);
 - teacher titles (e.g., master teacher, teacher, associate teacher, teaching fellow, teaching associate, teaching assistant);
 - assistant and associate titles (e.g., library associate, research associate, assistant, clinical assistant, graduate assistant, research assistant);
 - in residence titles (e.g., distinguished scientists in residence, writer in residence);
 - industry titles (e.g., industry professor, industry associate professor, industry assistant professor, distinguished industry professor);
 - scholar titles (e.g., scholar in residence, distinguished scholar, visiting scholar);
 - practice titles (e.g., librarian of practice, professor of/from practice, associate professor of/from practice, assistant professor of/from practice); and
 - fellow titles (e.g., assistant professor/faculty fellow).

Any position designated by a title not specified in this chapter will be a nontenure position unless the Board determines otherwise.

90. Leaves of Absence

All full-time faculty and librarians are expected to be present for duty throughout the academic year, September 1 to August 31, unless otherwise specified. Applications for leave of absence or sabbatical leave should be made to the proper dean.

91. Retirement of Tenured Faculty and Tenured Librarians

The tenure rights of Tenured Faculty and librarians who have attained tenure will cease August 31 of the academic year, September 1 to August 31, in which they give notice of their intention to retire from active service, unless an alternative effective date is agreed upon, and there will be no presumption of reappointment thereafter.

92. Removal of Tenured Faculty and Tenured Librarians

Tenured Faculty and tenured librarians who have attained tenure will be removed only on the vote of a majority of the voting Trustees present at a regular or special meeting of the Board at which a quorum is present; provided that the Trustees and the person affected must be given at least two weeks' notice that such action will be considered by the Board at that meeting. Procedure on removals will be in accordance with such rules of tenure as the Board may adopt.

CHAPTER XII

NYU LANGONE HEALTH ACTIVITIES

93. NYU Langone Health: History and Governance

(a) History. Prior to November 24, 1997, the University operated the School of Medicine, Post-Graduate School of Medicine, Tisch Hospital, the Rusk Institute of Rehabilitation Medicine (“Rusk”) and their related medical activities as a separate administrative unit of the University known as the New York University Medical Center. As of that date, Tisch Hospital and Rusk were separately incorporated as a not-for-profit corporation known as NYU Hospitals Center (the “Hospitals Center”); the University retained the operations and facilities of the School of Medicine. Thereafter, the Hospitals Center merged with the Hospital for Joint Diseases and Orthopaedic Institute (“HJD”), effective January 1, 2006, and Brooklyn-based NYU Lutheran Medical Center (“Lutheran”), effective January 1, 2016. The Hospitals Center’s name was changed to NYU Langone Hospitals (“Langone Hospitals”) as of June 30, 2017 and the names of the facilities formerly known as HJD and Lutheran were changed, respectively, to NYU Langone Orthopedic Hospital and NYU Langone Hospital-Brooklyn.

Effective April 1, 2015, the University became the sole member of NYU Langone Health System (the “System”), a not-for-profit corporation, and the System became the sole member of Langone Hospitals. The System, Langone Hospitals, the School of Medicine, which remains a division of the University, and the entities controlled by each of the foregoing operate under the brand name “NYU Langone Health.” “NYU Langone Medical Center” refers to the activities of the School of Medicine and Langone Hospitals at the main campus at 550 First Avenue.

(b) Governance. The affairs of the NYU Langone Health entities are under the direction of the System, Langone Hospitals, and the NYU School of Medicine Advisory Board. As the sole member of the System, the University elects individuals to the Board of Trustees of the System and approves election of individuals to the Board of Trustees of Langone Hospitals and the School of Medicine Advisory Board. In accordance with New York State law, decision-making authority with respect to Langone Hospitals’s budgets, operating policies and procedures, certificate of need applications, debt necessary to finance the cost of compliance with operational or physical plant standards required by law or to implement certificate of need applications, hospital contracts for management or for clinical services, settlement of administrative proceedings or litigation to which Langone Hospitals is a party (other than approval of settlements of litigation that exceed insurance coverage or any applicable self-insurance fund), and appointment or dismissal of hospital management-level employees and medical staff (except for the election and removal of corporate officers) resides with Langone Hospitals. In addition to the powers reserved to the System as a member under the New York Not-for-Profit Corporation Law, the By-Laws of Langone Hospitals and the System, which cannot be changed without approval of the University, accord the University approval rights over certain actions.

CHAPTER XIII

NEW YORK UNIVERSITY INSTITUTE OF FINE ARTS

94. IFA Board

(a) Powers, Duties and Membership. The affairs of the New York University Institute of Fine Arts (“IFA”) will be under the direction of a Board of Trustees (“IFA Board”), which will function with the powers and duties and subject to the limitations and conditions set forth in these Bylaws and in the Charter of the University. The membership of the IFA Board, other than those serving *ex officio*, will be divided into three equal classes of not less than three nor more than ten Trustees each elected by the Trustees of the University. All Trustees will serve for three-year terms, the terms of the members of each class being staggered so as to expire at the October meeting of the Board of Trustees of the University in each of three consecutive years. By May 1 of each fiscal year, the IFA Board will recommend to the Board of Trustees of the University persons to be nominated as members of the class of Trustees whose terms expire at the October meeting of the Board of Trustees of the University, and will give notice thereof within one week thereafter to the Secretary and General Counsel of the University. The Board of Trustees of the University will elect the Trustees of IFA to constitute such class at its October meeting. At least one of the Trustees of IFA will be a member of the Board of Trustees of the University. Additionally, at least one of the elected Trustees shall be an alumnus/alumna of IFA and at least one shall be an artist. In addition to the elected members, the President and Chancellor of the University, the Provost of the University, the Executive Vice President or the Chief Financial Officer of the University as designated by the President and Chancellor of the University, the Secretary and General Counsel of the University, the Director of the Metropolitan Museum of Art or a designee who is a senior curator of the Metropolitan Museum of Art and acceptable to the Director of IFA, the Director of the Museum of Modern Art or a designee who is a senior curator of the Museum of Modern Art and acceptable to the Director of IFA, the Director of The Frick Collection or a designee who is a senior curator of The Frick Collection and acceptable to the Director of IFA, and the Director of IFA will be *ex officio* voting members of the IFA Board.

(b) Minutes. A copy of the minutes of each meeting of the IFA Board, including all exhibits, will be filed with the Secretary and General Counsel of the University not later than thirty days after the meeting.

95. Vacancies

In case of a vacancy in any class of Trustees comprising the IFA Board for any cause other than the expiration of a term of office, including a vacancy resulting from an enlargement of the IFA Board, the IFA Board may by affirmative vote of a majority of its remaining members at any meeting of the IFA Board, and subject to the approval of the Board of Trustees of the University, appoint a Trustee to fill the vacancy and hold office until the next October meeting of the Board of Trustees of the University.

96. Authority of IFA Board

The IFA Board will have power to: (a) review the Institute's programs, plans, and finances and make recommendations to the Board of Trustees of the University with respect thereto; (b) solicit support, financial and otherwise, for IFA's programs to the extent and in the manner which it deems advisable; (c) take custody, for the University, of IFA's physical facilities if approved by the IFA Board and the Board of Trustees of the University and (d) perform such other functions as may be incident to the foregoing or may from time to time be specified by the Board of Trustees of the University.

97. Financial Affairs

All past and future gifts of personal and real property received by the University for the exclusive use of IFA will be unavailable for any other purpose of the University and will be excluded from the lien of any mortgage or pledge given as security for general-purpose borrowings by the University. All financial transactions of IFA will conform to the policies approved by the University and to the procedures established by the Chief Financial Officer of the University. Full reports of all transactions will be made regularly to the Chief Financial Officer of the University.

98. Budgets and Appointments

All budgets (including the use of income from endowment funds of IFA and tuition and other funds provided by the University) and faculty appointments will be negotiated by the Director of IFA with the Provost of the University. Faculty and non-faculty appointments will be in accordance with University procedures. The Director of IFA will be appointed by the President and Chancellor of the University in accordance with the customary procedures of the University and will have direct access to the President and Chancellor on matters of IFA policy that affect the interests of the University.

99. Bylaws

The IFA Board may adopt such bylaws for the regulation and management of its affairs, consistent with the Charter and Bylaws of the University, as it may deem advisable for the performance of its functions ("IFA Bylaws"). Without limiting the generality of the foregoing, the IFA Bylaws may provide for the establishment of an Executive Committee of IFA to act on behalf of the IFA Board between meetings thereof, a Finance Committee, and such other committees as may be deemed appropriate.

100. Indemnification of Trustees of IFA

Members of the IFA Board will be indemnified to the extent provided in Section 12 of the Charter of the University for members of the managing board of a separate administrative unit of the University.

CHAPTER XIV

NEW YORK UNIVERSITY INSTITUTE FOR THE STUDY OF THE ANCIENT WORLD

101. ISAW Board

(a) Powers, Duties and Membership. The affairs of the New York University Institute for the Study of the Ancient World (“ISAW” or the “Institute”) will be under the direction of a Board of Trustees (“ISAW Board”), which, once constituted, will function with the powers and duties and subject to the terms and conditions set forth in these Bylaws and the Charter of the University and all applicable donor agreements. The ISAW Board will consist of no less than nine members. The President and Chancellor of the University, the Provost of the University, and the Director of ISAW, or their respective designees, will be ex officio voting members of the ISAW Board. The remaining members of the ISAW Board will be subject to the approval of the Trustees of the University. The terms of each non ex-officio member of the Board of ISAW will be three (3) years or until the individual’s sooner death or resignation. Where feasible, at least one of member of the ISAW Board will be a member of the Board of Trustees of the University who shares a personal commitment to the fulfillment of the purposes and goals of ISAW.

(b) Minutes. A copy of the minutes of each meeting of the ISAW Board, including all exhibits, will be filed with the Secretary and General Counsel of the University not later than thirty days after the meeting.

102. Authority of ISAW Board

The ISAW Board will have power to: (a) review the Institute’s programs, plans, and finances and make recommendations to the Board of Trustees of the University with respect thereto; (b) solicit support, financial and otherwise, for ISAW’s programs to the extent and in the manner which it deems advisable; and (c) perform such other functions as may be incident to the foregoing or may from time to time be specified by the Board of Trustees of the University.

103. Financial Affairs

All gifts of personal and real property received by the University for the exclusive use of ISAW will be unavailable for any other purpose of the University and will be excluded from the lien of any mortgage or pledge given as security for general-purpose borrowings by the University. All financial transactions of ISAW will conform to the policies approved by the University and to the procedures established by the Chief Financial Officer of the University. Full reports of all transactions will be made regularly to the Vice President for Finance of the University.

104. Appointments

Faculty appointments will be conducted in conformance with the University's standards and procedures, negotiated by the Director of ISAW, and approved by the Provost. The Director of ISAW will be appointed by the President and Chancellor of the University in accordance with the customary procedures of the University and will have direct access to the President and Chancellor on matters of Institute policy that affect the interests of the University. The Director will be a member, as are the Deans of the University's colleges and schools and the Directors of the Courant Institute of Mathematical Sciences and the Institute of Fine Arts, of the senior leadership of the University.

105. Bylaws

The ISAW Board may adopt bylaws for the regulation and management of its affairs, consistent with the Charter and Bylaws of the University and all applicable donor agreements and subject to approval by the Trustees of the University, as it may deem advisable for the performance of its functions.

106. Indemnification of Trustees of the Institute

Members of the Board of Trustees of ISAW will be indemnified to the extent provided in Section 12 of the Charter for members of the managing board of a separate administrative unit of the University.

CHAPTER XV

AMENDMENTS

107. Charter

The members may amend the Charter by a vote of a majority of the members present at any meeting of the members at which there is a quorum or by unanimous written consent of the members. The Board may amend the Charter to the extent permitted by law at any meeting of the Board by a vote of a majority of the voting Trustees present at any meeting of the Board at which there is a quorum or by unanimous written consent of the Board of Trustees.

108. Bylaws

The members may amend or repeal these Bylaws by a vote of a majority of the members present at any meeting of the members at which there is a quorum or by unanimous consent. The Board may amend or repeal these Bylaws at any meeting of the Board by a vote of a majority of the voting Trustees present at any meeting of the Board at which there is a quorum or by unanimous written consent of the Board of Trustees.