



## **By-Laws**

### **By-Laws of the Board of Trustees**

#### **Preamble**

The Board of Trustees, being entrusted with the final responsibility for the conduct of the affairs of the University, and being vested with full authority to discharge that responsibility as the governing body of the University, hereby adopts and publishes the following by-laws under which the business of the University shall be carried on.

#### **Article I**

##### Board of Trustees

1. Classes of Trustees. The Board of Trustees, in addition to ex officio voting members, shall consist of not fewer than eighteen nor more than thirty-five voting members, together with Trustees Emeriti who shall not be entitled to vote. The number and classes of Trustees shall be as follows:

a. The President of the University shall be an ex officio voting Trustee so long as he or she shall serve as President.

b. All former Chairs of the Board of Trustees of the University, the Chair of the Board of Johns Hopkins Medicine, and the President and the First Vice President of The Johns Hopkins Alumni Council during their respective terms of office, shall be ex officio voting members of the Board of Trustees of the University.

c. Not more than twenty-three Trustees shall be elected to serve, in the case of each, for a six-year term, subject, however, to the provisions of Section 6.a of this Article, except if and to the extent that there are fewer than twelve Alumni Trustees elected as provided in Section 2 of this Article, the limit of twenty-three Trustees in this Section 1 may be increased accordingly.

d. Not more than twelve Trustees shall be elected to serve for terms of not more than six years as provided in Section 2 of this Article.

e. A Trustee, in any class described in paragraphs c or d, during his or her term of office, shall not be a full-time student, full-time member of the faculty, or full-time member of the administrative staff of the University.

2. Alumni Trustees.

a. The Board of Trustees may elect not more than twelve members, nominated by the alumni of the University, each to serve for a term of not more than six years. Each of the persons so nominated by the alumni shall be a person who has been granted an academic degree by the University. An Alumni Trustee shall have the same powers, rights, and duties as other Trustees during his or her term of office.

b. A person who has served a six-year term as an Alumni Trustee is eligible to be elected to a second six-year term as a Trustee under Section 1.d of this Article.

3. Emeriti Trustees.

a. The Board of Trustees may at its discretion and on recommendation of the Committee on Trusteeship, Nomination and By-Laws grant the status of Trustee Emeritus(a) for life to those members or former members of the Board of Trustees who have made distinguished contributions to the University and have served at least two terms of meritorious service, unless prevented by age or extraordinary circumstances from completing a second term.

b. Trustees Emeriti shall be entitled to receive or access notices of meetings of the Board, copies of minutes, committee reports, and other materials which are sent to members of the Board.

c. Trustees Emeriti shall not attend meetings of the Board or of committees of the Board except as requested on a non-routine basis by the Chair (for Board meetings) or the Chair of a committee (for a committee meeting).

4. Election of Trustees

a. Upon nomination by the Committee on Trusteeship, Nominations and By-Laws, Trustees may be elected by the Board of Trustees to fill any vacancies in the Board and an affirmative vote of a majority of the Trustees in office at the time of election shall be necessary to approve an election. Trustees unable to attend a meeting of the Board at which a vacancy in the Board shall be filled may vote to fill such vacancy by written proxy.

b. Trustees elected under Article 1 of these by-laws shall be nominated, and vacancies in those so elected filled, in accordance with rules approved by the Board.

c. The election of Trustees shall be at a stated or special meeting of the Board, or at an adjourned meeting thereof, and if such election is to be on the agenda, the Secretary shall give notice thereof in the call for the meeting.

5. Term of Office.

a. The term of each Trustee shall commence on the first day of the month which follows his or her election, provided that the Trustee shall have accepted such election in writing to the Board Secretary. A trustee's term shall expire on June 30 in the year in which his or her term is concluded, or the June 30 following his or her seventy-fifth birthday, whichever shall first occur. A Trustee who has served two six-year terms may, in an exceptional case, on recommendation of the Committee on Trusteeship, Nominations and By-Laws and approval by the Board, serve one final six-year term.

b. Upon the expiration of his or her original term or thereafter, a Trustee, having served an initial six-year term, shall be eligible for election to one additional six-year term.

c. In the event of an unexplained absence of any Trustee from three consecutive stated meetings of the Board of Trustees, the Board of Trustees may declare that said absence constitutes the resignation of such Trustee from the Board of Trustees.

## **Article II**

### Meetings

1. Frequency and Timing of Board Meetings. The Board shall hold four stated meetings each academic year between September and June at approximately two to three month intervals and such other meetings as it may determine.
2. Notice of Meetings. Notice shall be communicated at least ten days prior thereto by the Secretary of the Board of Trustees to each member to his or her address as furnished by him or her.
3. Special Meetings. Special Meetings shall be held upon like notice. The notice of a Special Meeting shall declare in general terms the object of the meeting and, except upon a unanimous vote of the members who shall attend such meeting, no other business than that indicated in the call shall be transacted.
4. Annual Meeting. The last stated meeting of the academic year shall be the Annual Meeting of the Board.
5. Telephonic and Video Meetings. Any and all Trustees may participate in a meeting of the Board or a committee of the Board by means of a telephone or video conference or by any other means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting and such Trustees may vote as if they were physically present.
6. Action Without a Meeting. Unless otherwise restricted in these By-Laws, any action required or permitted to be taken by the Board or a committee of the Board may be taken without a meeting if a majority of the Trustees entitled to vote approve the action in writing, fax, electronic mail, website voting, or other record. A record of the action and the individual approvals will be maintained by the Office of the Secretary of the Board.
7. Form of Notice or Mail. Whenever these By-Laws refer to "mail" or "notice" to Board members, these terms include communication by recorded electronic means such as email and posting on a website.
8. Quorum. One-third of the voting members of the Board in office shall constitute a quorum for the transaction of business.

## **Article III**

### Officers and Other Appointees of the Board

1. Officers of the University. The Officers of the University shall consist of the Chair of the Board of Trustees, a Chair-Elect as set forth in Section 2, not more than three Vice Chairs of the Board of Trustees, the President of the University, the Provost and Senior Vice President for Academic Affairs, the Senior Vice President for Finance and Administration, the Vice President and General Counsel, one or more Vice Presidents, the Secretary of the Board of Trustees, the Treasurer and, in the circumstances covered by Article XIII, the Director of the Applied Physics Laboratory. In addition, the Chair of the Board of Johns Hopkins Medicine shall serve, ex officio, as a Vice Chair of the Board of Trustees of The Johns Hopkins University.
2. Election of Officers
  - a. The Chair of the Board of Trustees and not more than two Vice Chairs of the Board of Trustees shall be elected annually from the members of the Board at the Annual Meeting of the Board. The Board may from time to time establish procedures for this election as well as position descriptions beyond those stated in the by-laws.

b. In addition, a Chair-Elect of the Board of Trustees shall be elected by the Board of Trustees not more than one year prior to the date on which the Chair-Elect could begin serving as Chair of the Board of Trustees.

c. The Secretary of the Board of Trustees and the Treasurer, who may or may not be members of the Board, shall be elected annually by the Board of Trustees at the Annual Meeting of the Board. If the offices of the Secretary of the Board of Trustees or of the Treasurer shall become vacant, for any reason, a successor may be elected by the Board to serve until the next Annual Meeting. Pending such election or in the event of the absence or disability of any such officer, the Chair of the Board of Trustees may appoint either a Secretary pro tem or a Treasurer pro tem, as the case may be.

d. The President shall be elected by the Board of Trustees.

e. The Board shall, as nominated by the President, elect a Provost and Senior Vice President for Academic Affairs, a Senior Vice President for Finance and Administration, a Vice President and General Counsel, one or more Vice Presidents, and approve the appointment of a Director of the Applied Physics Laboratory (except in circumstances covered by Article XIII), and such other officers, as may be deemed necessary for the proper management of the University. The President shall make all nominations to positions which are subject to approval by the Board of Trustees, and if nominations are not approved he or she shall make others. The Board or its Executive Committee may authorize the President to appoint such other administrative officers, staff members, or employees as may be necessary for the proper management of the University.

f. In the event of a vacancy in any of the offices of Provost and Senior Vice President for Academic Affairs, Senior Vice President for Finance and Administration, Secretary, Treasurer, General Counsel, any Vice Presidents, the Director of the Applied Physics Laboratory, or of any such other officers as have been appointed by the Board and deemed necessary for the proper management of the University, the President, in consultation with the Chair of the Board, shall appoint an individual to fill such offices on an interim basis until such time as the Board is able to elect full-time successors to such offices. In the event of a vacancy in the office of the President, the Board shall appoint an individual to fill the office on an interim basis and until such time as a full-time successor is identified and elected by the Board.

### 3. Terms.

a. The Chair of the Board of Trustees shall serve in that office for no longer than six years and may continue to serve as Trustee beyond two terms to complete this six-year maximum as Chair, subject to the mandatory retirement age in Article I, Section 5.a.

b. The President shall hold office at the pleasure of the Board.

c. Unless their terms are otherwise specified in writing, or unless otherwise provided in this Article, officers, staff members, and employees shall serve at the pleasure of the President (except for the Director of the Applied Physics Laboratory in the circumstances covered by Article XIII).

4. Deans and Faculty. The Board shall, as recommended by the President, appoint Deans and members of the faculty, and such appointments may be governed by the rules of faculty tenure as may be approved by the Board of Trustees from time to time.

## Article IV

### Duties of the President of the University

1. The President of the University shall be the chief executive officer of the University and the official adviser and executive agent of the Board of Trustees and its Executive Committee (except in the

circumstances covered by Article XIII). The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as he or she may think appropriate. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. The President shall be ex officio a member of all committees of the Board, except for the Committee on the Applied Physics Laboratory. The President shall make such recommendations to the Board of Trustees or its Executive Committee from time to time as may seem appropriate, touching any phase of University policy or administration.

2. Except for the Chair and Vice Chairs of the Board of Trustees, all officers, staff members, and employees of the University shall be responsible to the President and, unless expressly directed otherwise, shall report to the President. All communications from any faculty member, administrative officer, staff member, or other employee of the University, addressed to the Board of Trustees of the University or its Executive Committee or to any committee thereof, shall be transmitted through the President of the University unless otherwise directed by the President.

3. All rules, regulations, directions, orders, or requests of the Board of Trustees, or of any committee or member thereof, addressed to any administrative officer, faculty member, staff member, or other employee of the University, shall be transmitted through the President of the University or as may be otherwise directed by the Board.

4. The President may delegate administrative functions to any administrative officer, staff member, or employee of the University.

5. In the event of absence or incapacity of the President that materially impairs the President's ability to discharge the responsibilities of office, but only if and as determined by the President, the President's duties shall be performed by the Provost and Senior Vice President for Academic Affairs or such other administrative officer as the President shall designate; in the event of the President's incapacity or inability so to designate, the Board of Trustees or the Executive Committee shall designate the Provost or other officer as Acting or Interim President.

## **Article V**

### Duties of the Chair of the Board of Trustees and Vice Chairs of the Board of Trustees

#### 1. Duties of the Chair.

a. The Chair of the Board of Trustees shall preside at all meetings of the Board and of the Executive Committee

b. He or she shall call special meetings of the Board or Executive Committee at such time as he or she may think the business of the institution shall require, or at such times as may be requested, in writing, by ten Trustees or by the President of the University to do so.

c. The Chair shall be ex officio a member of all committees of the Board, except that the Chair shall be a member of the Committee on the Applied Physics Laboratory.

d. The Chair shall appoint all committees of the Board, including the Chairs of each committee, unless it be otherwise provided in the resolution creating them.

#### 2. Absence or Disability of the Chair or Vice Chairs.

a. In the absence or disability of the Chair, his or her duties shall be performed by the Chair-Elect, if there be one, and if there not be one, by the Senior Vice Chair as determined by length of service as a Trustee.

b. If the office of Chair shall become vacant for any reason, the Chair-Elect, if there be one, and if there not be one, a successor to be elected by the Board shall serve until the next Annual Meeting. If the office of one of the Vice Chairs shall become vacant for any reason, a successor shall be elected by the Board to serve until the next annual meeting.

## **Article VI**

### Duties of the Provost and Senior Vice President for Academic Affairs

1. Title. The Provost shall also be designated as the Senior Vice President for Academic Affairs.
2. Role. The Provost and Senior Vice President for Academic Affairs shall serve as the chief academic officer of the University and shall be responsible for the performance and quality of all academic programs and academic operations of the University.
3. Reporting. The Deans of the Zanvyl Krieger School of Arts and Sciences, Whiting School of Engineering, School of Education, Carey Business School, School of Medicine, Bloomberg School of Public Health, School of Nursing, and Paul H. Nitze School of Advanced International Studies, and the Peabody Institute, shall report to the President through the Provost and Senior Vice President for Academic Affairs. Directors of academic programs and centers not affiliated with a particular division shall report directly to the Provost and Senior Vice President for Academic Affairs.
4. Duties and Responsibilities. The duties and responsibilities of the Provost and Senior Vice President for Academic Affairs shall include:
  - a. Serving as Secretary to the Committee on Academic Policy and keeping fair minutes of the committee's proceedings. These duties may be delegated to an appropriate member of the administrative staff.
  - b. If and as determined by the President, acting on behalf of and assuming the duties of the President, in the event of the President's absence or incapacity as defined in Article IV.5, unless the President, the Board of Trustees, or the Executive Committee should designate another officer as Acting or Interim President.
  - c. Coordinating and reviewing academic budgets and programs, for presentation to the President.

## **Article VII**

### Duties of the Secretary of the Board of Trustees

1. The Secretary of the Board of Trustees shall also serve as Secretary to the Executive Committee.
2. The Secretary shall keep fair minutes of the proceedings of the Board of Trustees and its Executive Committee.
3. The Secretary shall conduct and preserve the correspondence of the Board and the Executive Committee.
4. The Secretary shall give all notices of meetings of the Board and the Executive Committee and notices of appointments on committees.
5. The Secretary, or if unavailable, an Associate Secretary or an Assistant Secretary, may affix the seal of the University and his or her official signature and attest the same to such documents as may require it.

## **Article VIII**

## Duties of the Senior Vice President for Finance and Administration

1. **Role.** The Senior Vice President for Finance and Administration shall serve as the chief business and financial officer of the University.
2. **Reporting.** The Treasurer and such other officers as may be designated by the President or Board of Trustees shall be responsible to the Senior Vice President for Finance and Administration and, unless expressly directed otherwise, shall report to the Senior Vice President for Finance and Administration.
3. **Duties to the Board of Trustees.** The Senior Vice President for Finance and Administration shall serve as Secretary to the Committee on Finance, the Capital Subcommittee, and the Committee on Audits and Institutional Risk Management, and shall keep minutes of the proceedings of these committees. These duties as Secretary to the Board Committees may be delegated to an appropriate member of the administrative staff.

## **Article IX**

### Duties of the Treasurer

1. The Treasurer shall ensure the maintenance of the University's liquidity and shall develop and maintain financial policies for capital structure, external financing, working capital, treasury operations, interest rate risk management and business insurance and risk management.
2. The Treasurer shall establish and maintain commercial banking relationships and investment banking relationships.
3. In the absence or unavailability of the Secretary, or an Associate Secretary or Assistant Secretary, the Treasurer shall affix the seal and attest the same to any instrument being a conveyance, assignment, or transfer of, or a contract binding on or relating to, any property of the University which documents require execution under the seal of the University.

## **Article X**

### Duties of the Vice President and General Counsel

The Vice President and General Counsel shall serve as the University's chief legal officer; shall have responsibility for all legal matters involving the University including, without limitation, all litigation and other legal proceedings in which the University is involved; shall oversee the provision of all legal services to the University; shall be responsible for retention and supervision of all outside counsel retained to represent the University; and shall provide counsel, when requested, to the Board on governance matters.

## **Article XI**

### Standing and Other Committees

1. There shall be the following Standing Committees:

An Executive Committee

A Committee on Finance

A Committee on Academic Policy

A Committee on Audits and Institutional Risk Management

A Committee on Investments  
A Committee on the Applied Physics Laboratory  
A Committee on Philanthropy and Engagement  
A Trusteeship, Nominations and By-Laws Committee  
A Compensation Committee  
An External Affairs and Community Engagement Committee  
A Committee on Intermediate Sanctions  
A Student Life Committee

2. Committee Leadership.

- a. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee.
- b. The Chair of each Standing Committee and of each Special Committee shall serve in that office for no longer than six years in any 12-year period.

3. Committee Membership.

- a. The Executive Committee shall consist of not fewer than eleven members of the Board of Trustees, including the President of the University and the Chair and Vice Chairs of the Board of Trustees, who shall be members ex officio. The Chairs of the Standing Committees shall be members of the Executive Committee.
- b. Each of the other Standing Committees shall consist of not fewer than five members of the Board of Trustees including the Chair of the Board of Trustees and, except for the Committee on the Applied Physics Laboratory in the circumstances covered by Article XIII, the President of the University.

4. Committee Meetings.

- a. Five members of the Executive Committee shall constitute a quorum for the transaction of business of the committee. Three members of each of the other Standing Committees shall constitute a quorum of those committees.
- b. The Chair of each committee shall call meetings of the committee and direct its proceedings.

5. Special Committees and Subcommittees

- a. Special Committees may be created by resolution of the Board or the Executive Committee to take charge of the subjects specifically referred to them.
- b. Committee Chairs may, with the approval of their committees, appoint subcommittees or working groups.

**Article XII**

Duties of the Standing Committees

## 1. Executive Committee

- a. The Executive Committee shall have and shall exercise, between meetings of the Board, all the powers of the Board of Trustees not herein especially reserved to the Board, shall report its action to the Board at its next stated meeting, and shall transmit copies of the minutes of meetings to each Trustee promptly after they shall be held.
- b. The Executive Committee shall not, however, between meetings of the Board reverse the action of the Board upon any matter which has been presented to and acted upon by the Board.
- c. The Executive Committee shall exercise oversight and coordinate the activities of all Standing Committees of the Board.
- d. The Executive Committee shall, as necessary, consider significant institutional issues and priorities that transcend the scope of responsibility of one or more Standing Committees of the Board.
- e. The Executive Committee shall make recommendations to the Board concerning periodic self-examinations and best practices for Board and committee operations.

## 2. Committee on Finance

- a. The Committee on Finance shall review and approve the budget and five year financial plan of University income and expenses each fiscal year. The approved budget and financial plan shall be presented to the Board of Trustees or its Executive Committee no later than the Annual Meeting prior to the beginning of the fiscal year for which such budget is prepared. The expenditures provided for by the budget shall not exceed expected revenues unless approved by the Board of Trustees or by its Executive Committee upon the recommendation of the Committee on Finance.
- b. The Committee shall periodically review the income earned and expenditures incurred by the University during each fiscal year to determine whether actual operating results are generally in accordance with the approved budget.
- c. The Committee shall review and approve the financial feasibility of all major expenditures for technology and equipment investments, plant expansion, new construction, and replacement or renovation of existing facilities, and recommend appropriate actions to the Board of Trustees or its Executive Committee.
- d. The Committee shall review and approve all external financing of capital investments, including capital leases, and recommend appropriate actions to the Board of Trustees or its Executive Committee.
- e. The Committee shall review the President's proposals with regard to the establishment of tuition levels, and such other matters as may affect the University's budgets of income and expenditures. Appropriate recommendations shall be made by the Committee to the Board of Trustees or its Executive Committee as required.
- f. The Committee shall periodically review University pension plans and other personnel benefits plans and shall recommend to the Board of Trustees or its Executive Committee such changes in the plans and programs as it may deem appropriate.
- g. The Committee shall have responsibility for recommending to the Board of Trustees or its Executive Committee approval of all University capital projects, including, but not limited to, construction of new buildings, renovations and alterations of existing buildings, major landscaping alterations, and purchases of improved or unimproved property that is to be used for University

purposes. Such projects, when approved by the Board of Trustees or by the Executive Committee, shall be carried out by the President of the University in consultation with the Committee.

h. The Committee shall also review and approve on behalf of the Board of Trustees the selection of planners, designers, and building constructors that have been recommended by the President.

### 3. Committee on Audits and Institutional Risk Management

a. The purpose of the Committee on Audits and Institutional Risk Management, is to assist the Board in fulfilling its financial oversight responsibilities, including annual reporting; systems of internal control; internal and external audit processes; institutional risk management; and compliance with legal and regulatory requirements.

b. The membership of the Committee will include at least one person with financial expertise. That person will have an understanding of Generally Accepted Accounting Principles and financial statements; the ability to assess the general application of accounting for estimates, accruals and reserves; experience in preparing, auditing, analyzing or evaluating financial statements or experience in supervising people engaged in such activities; an understanding of internal controls and procedures for financial reporting and an understanding of audit committee functions. The President of the University, in his or her ex officio role, shall be a non-voting member of the Committee.

c. The Committee shall act as liaison for the Board with the University's independent auditing firm and with the Office of Internal Audits in the institution, and shall report to the Board with respect to their activities not less than twice a year.

d. The Committee shall recommend to the Board the engagement of an independent auditing firm for the University and for those entities controlled by the University. The Committee shall review independent audit proposals including the scope of examination, services to be provided, reports to be rendered, and fees to be charged. The lead engagement partner shall not serve for longer than five years, provided, however, that upon recommendation of the Senior Vice President for Finance and Administration the Committee may, in extraordinary circumstances, vote to approve an extension of the lead engagement partner's service for up to two additional years. The independent audit firm will not be allowed to perform other services for the University, if, by doing so, its independence could be compromised.

e. The Committee shall review and approve the University's major accounting and financial reporting policies.

f. The Committee shall review the University's annual financial statements and the accompanying notes as well as the opinion expressed by the independent certified public accountants.

g. The Committee shall review the scope of the internal audit function. The Committee shall review the Office of Internal Audits' reports and administrative actions taken regarding such report recommendations.

h. The Committee shall make recommendations, consistent with its function, to the Board or to other committees of the Board and to the administration.

i. The Committee shall inquire of the University's Administration about significant risks or exposures to the University and mitigation strategies as identified annually by Administration through the institutional risk management program. In addition, the Committee will receive reports from the Chief Risk Officer and responsible risk owners on specific risks from the institutional risk management portfolio that have been assigned to the Committee.

### 4. Committee on Investments

a. The Committee on Investments shall have the supervision of all securities of the University and of all property held by it as an investment. The Committee shall have general supervision of all matters of financial interest on which the Board of Trustees or its Executive Committee may request its consideration and action.

b. It shall decide upon and direct the investment of the funds of the University, and the action of the Committee on Investments shall be sufficient authority for the purchase, transfer, sale, or exchange of the securities or other investment property of the University and for the execution of any and all instruments necessary to obtain or to pass title thereto. It shall also provide oversight of investment managers of the University's pension funds.

c. If the endowment funds of The Johns Hopkins Hospital Endowment Fund, Incorporated are combined with the endowment funds of the University, and for as long as such funds are so combined, membership on the Committee on Investments may include as many as two persons nominated by The Johns Hopkins Hospital Endowment Fund, Incorporated.

#### 5. Committee on the Applied Physics Laboratory

a. The Committee on the Applied Physics Laboratory exists for the selection to and composition of the Board of Managers of The Johns Hopkins University Applied Physics Laboratory LLC (JHU/APL), which shall make recommendations to the Board of Trustees or to the Executive Committee for appropriate action and shall consult with other committees of the Board as may be appropriate.

b. The JHU/APL Board of Managers shall keep the Board of Trustees informed directly or through the Executive Committee concerning the progress made, and problems encountered, by the Laboratory in the prosecution of its programs.

c. The JHU/APL Board of Managers shall meet at least twice a year to receive reports on the technical activities and the management of the Laboratory and may invite to these meetings representatives of the major sponsors of the Laboratory's work.

d. The JHU/APL Board of Managers may also meet at the call of the Chair to consider special problems.

#### 6. Committee on Philanthropy and Engagement

a. The Committee on Philanthropy and Engagement shall study, promote, and take leadership in policies and plans for achieving the private sector gift support required to realize the educational, physical, and fiscal objectives of the University.

b. The Committee shall recommend to the Board of Trustees or its Executive Committee, broad policies on development programs, and long-range fund-raising goals for the University.

c. The Committee shall take a leadership role in promoting coordinated policies and plans for fund-raising and public relations and evaluating their effectiveness.

d. The Committee shall coordinate the major fund-raising subcommittees of the University divisions.

e. The Committee shall meet at least twice a year and may hold special meetings on call of its Chair.

f. The Committee shall work closely with the Vice President for Development and Alumni Relations of the University, who shall provide the principal staff support to the Committee under the direction of the President.

#### 7. Committee on Academic Policy

The Academic Policy Committee of the Board of Trustees will assist the Board in assuring that educational, research, and all other academic activities of the University are consistent with the University's mission and plans enunciated from time to time by the President and the Board.

#### 8. Committee on Trusteeship, Nominations and By-Laws

a. The Committee on Trusteeship, Nominations and By-Laws shall identify qualified candidates for possible nomination and, from time to time, present to the Board nominations for membership. The Committee shall, at all times, welcome suggestions of names to be considered for trusteeship from any individual or group connected with or interested in the University.

b. The Committee shall submit to the Board, at the Annual Meeting, nominations for officers for the ensuing year.

c. The Committee shall consider cultivation and recruitment strategies for promising Trustee candidates.

d. The Committee shall ensure that new Trustees are oriented toward fulfilling the responsibilities of trusteeship and that programs of in-service education are maintained, as appropriate.

e. The Committee shall review groups of Trustees midway through their terms of office and initiate communication with those Trustees regarding their performance.

f. The Committee shall periodically review the adequacy of a statement of trustee responsibilities as adopted by the Board.

g. The Committee shall review the By-Laws from time to time and recommend to the Board amendments to the By-Laws whenever the Committee believes it is appropriate to do so.

h. The Committee shall recommend to the Board processes for appointment and reappointment of trustees.

i. The Committee shall make recommendations to the Board concerning governance initiatives.

#### 9. Compensation Committee

The Compensation Committee annually shall review the President's compensation and make recommendations to the Board concerning that compensation. In addition, the Committee shall review the President's recommendations concerning compensation of the senior officers of the University.

#### 10. External Affairs and Community Engagement Committee

a. The External Affairs and Community Engagement Committee, drawing upon the University's significant academic and human resources, shall evaluate and advise on how the University enhances its communities, working in partnership with community residents, institutions, associations and businesses, with local government, and with non-profits having related missions.

b. The External Affairs and Community Engagement Committee shall advise the University on matters of public policy that affect the University.

c. The External Affairs and Community Engagement Committee shall be comprised of an equal number of both Johns Hopkins University Trustees and Johns Hopkins Medicine/Johns Hopkins Health System Trustees with co-chairs representing each board respectively, and may also, at the discretion of the Chair of the Board, include an additional member who is a trustee of any entity that is controlled and/or owned by Johns Hopkins University and/or the Johns Hopkins Health System. The total number of committee members who are Johns Hopkins University Trustees or Johns Hopkins Medicine or Johns Hopkins Health System Trustees shall be determined by the committee co-chairs in coordination with the Chair of the Board.

## 11. Student Life Committee

The Student Life Committee shall focus on the quality and substance of the students' experience beyond the academic realm. The Committee's scope shall include graduate, undergraduate and professional students in all divisions of the University. The Committee shall, as appropriate, recommend to the Board enhancements of student life. The Committee may invite one or more current students to attend a meeting of the Committee.

## Article XIII

### Classified Contracts

1. This Article shall apply and be in effect only during periods when the individual holding the title of President of the University does not have the requisite Personnel Security Clearance required by the Federal Government.
2. The term "Director" in this Article shall mean the Director of The Johns Hopkins University Applied Physics Laboratory LLC ("JHU/APL"). The term "requisite security clearance" in this Article shall mean the Personnel Security Clearance required by the Federal Government.
3. JHU/APL and any classified contracts and information held by JHU/APL, shall be governed and managed in accordance with the JHU/APL Operating Agreement dated March 2, 2009, the Inter-Company Agreement dated June 11, 2009 and the Exclusion Resolution for LLC Member dated May 3, 2009.
4. The Board of Trustees Committee on the Applied Physics Laboratory referred to in Article XII.5 of these By-Laws shall continue to exist only for purposes of the selection to and composition of the Board of Managers of JHU/APL as stated in Section 3.2 of the Operating Agreement. Other than for this limited purpose, Article XII.5 shall have no force and effect. The Committee on the Applied Physics Laboratory, as such, shall not have or exercise any authority.
5. The senior management official of the University with respect to classified contracts performed by the University outside of JHU/APL shall be the Director of JHU/APL who shall, at all times, have the requisite security clearance.
6. Notwithstanding any provision of these By-Laws to the contrary, with respect to management of classified contracts performed by the University outside of JHU/APL, the Director shall have the duties otherwise vested by these By-Laws in the President, subject to Section 8, below.
7. The Director shall have all duties and authority as senior management official with respect to JHU/APL and classified contracts performed in other parts of the University within the meaning of the term "senior management official" as used by the Federal Government in its directives for security clearances.

8. For purposes of classified contracts performed by the University outside of JHU/APL, the Director shall report to the Chair of the Johns Hopkins University Board of Trustees for all necessary and appropriate oversight and approvals. In the absence of the Chair, or in the event the Chair does not have the requisite security clearance, the Director shall report to the Chair of the Board of Trustees Committee on the Applied Physics Laboratory, who shall, at all times, have the requisite security clearance.

9. Subject to the Exclusion Resolution, nothing in this Article shall change the authority of the University Board of Trustees in other respects or prevent the Board of Managers of JHU/APL LLC or the APL Director or the Director's designee from reporting to the JHU Board of Trustees on matters and in a manner that is permitted by and consistent with the Exclusion Resolution.

## **Article XIV**

### Miscellaneous Provisions

#### 1. The Seals

There shall be two seals of The Johns Hopkins University; the first in the form provided for by the resolution of the Board of Trustees of June 12, 1879, circular in form and containing in the center the date 1876 and in the margin the words "The Johns Hopkins University, Baltimore, Maryland," which shall be used in the authentication of deeds, contracts, and other legal instruments in the formal conduct of the corporate business of the University; the second, an academic or heraldic device, oval in form, as adopted by the resolution of the Board of Trustees of December 7, 1885, with the shield of the University in the center, said second seal to be attached to diplomas and other like instruments requiring authentication in the conduct of academic affairs of the University, and to be reproduced upon formal reports, registers, and publications of the University.

#### 2. Execution of Documents and Transfer of the Securities of the University

a. Deeds, contracts, leases, and similar instruments may be executed on behalf of the University by the President, the Provost and Senior Vice President for Academic Affairs, the Senior Vice President for Finance and Administration, and other Vice Presidents, and may be attested by the Secretary, any Associate Secretary, or any Assistant Secretary, or the Treasurer. Any further delegations of signature authority may be made only in accordance with the University Signature Authority Policy. No other member of the University community has the authority to execute deeds, contracts, leases, and similar instruments on behalf of the University.

b. The President, the Provost and Senior Vice President for Academic Affairs, the Senior Vice President for Finance and Administration, the Chief Investment Officer, and the Treasurer of the University shall have the power to make any and all transfers of the securities of the University which may be authorized by the Board of Trustees, the Executive Committee, or the Committee on Investments, and may vote and/or execute powers of attorney, or proxies, to vote all shares of stock standing in the name of the University or owned by it unless otherwise provided by the Board or the Committee on Investments.

#### 3. Distribution of Assets upon Dissolution of the University

Upon the dissolution of the Johns Hopkins University, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the University, dispose of all assets of the University exclusively for the purposes of the University in such manner, or to such organization(s) operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501 (c) (3) of the Internal Revenue Code of 1986, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for Baltimore City, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized or operated exclusively for such purposes.

## **Article XV**

### Amendments to By-Laws

These By-Laws may be altered or suspended at any stated meeting of the Board of Trustees or at a special meeting of the Board of Trustees called for that purpose by the vote of a majority of the voting members of the Board. The notice of any stated or special meeting at which it is proposed that the By-Laws may be altered or suspended shall set forth the proposed alteration or suspension thereof and a brief statement of the reason therefore. Trustees unable to attend any stated or special meeting at which it is proposed that the By-Laws may be altered or suspended may vote on the proposed alteration or suspension by written proxy.

Upon the recommendation of the Committee on Trusteeship, Nominations and By-Laws, these By-Laws were last reviewed and revised at a meeting of the Board of Trustees held on June 25, 2021.