CHAPTER I.
TRUSTEES AND OFFICERS

ARTICLE I. MEMBERSHIP OF THE BOARD OF TRUSTEES

1.1 **Members of the Board.** The Board of Trustees shall include thirty-six voting members. It shall also include the following non-voting members: (i) Governor of the State, the Secretary of Education, the Chief Executive of the County of Allegheny, and the Mayor of the City of Pittsburgh, all four of whom shall be ex officio members of the Board of Trustees; (ii) Special Trustees; and (iii) Emeritus Trustees.

1.2 **Voting Members.** Twelve of the voting members shall be designated Commonwealth Trustees and shall be appointed as provided by the University of Pittsburgh – Commonwealth Act (“Commonwealth Act”). The remaining twenty-four voting members shall consist of the Chancellor and Chief Executive Officer and two classes: Term Trustees and Alumni Trustees. There shall be seventeen Term Trustees and six Alumni Trustees.

1.3 **Term of Office.** The Chancellor and Chief Executive Officer shall serve on the Board so long as in office. Term and Alumni Trustees shall be elected for terms of four years and shall not be eligible for re-election to the same class of Trustees after serving two consecutive full terms, but they shall be eligible for re-election to the same class after the lapse of one year. The incumbent Chairperson of the University Board of Trustees shall not be subject to the foregoing term-limit provision. Further, notwithstanding the foregoing term-limit provision, the immediate past Chairperson shall be eligible for re-election to the Board for a one-year term, subject to the recommendation of the Governance and Nominating Committee. All voting Trustees shall hold office until the expiration of their term and until their successors have been elected, or until their earlier death, resignation, or removal.

1.4 **Qualifications.** All the Alumni Trustees and at least one of the Term Trustees shall be alumni of the University. Alumni Trustees may be elected from nominations submitted by the University of Pittsburgh Alumni Association in accordance with the plan approved by the Board of Trustees on January 17, 1941, as amended.

1.5 **Special Trustees.** There shall, in addition, be a class of up to sixteen Trustees denominated Special Trustees, elected by the Board of Trustees. They may attend all meetings of the Board, and exercise and are entitled to all the rights, responsibilities, and privileges of Trusteeship, except the right to vote at Board meetings. Two of the Special Trustees shall be representatives of the Regional Campus Advisory Boards. Those two Special Trustees shall be nominated in accordance with an arrangement mutually agreeable to the Chairperson of the Board of Trustees, the Chancellor and Chief Executive Officer of the University, and the Chairpersons of the Regional Campus Advisory Boards. One of the Special Trustees shall be the Chairperson of the UPMC Board of Directors or
some other non-University Director of that Board as nominated by such Board. Special Trustees shall be elected for terms of four years, and shall not be eligible for re-election to the same class of Trustees after serving two consecutive full terms, but they shall be eligible for re-election to the same class after the lapse of one year. The incumbent Chairperson of the UPMC Board of Directors shall not be subject to the foregoing term-limit provision. Special Trustees shall hold office until the expiration of their term and until their successors have been elected, or until their earlier death, resignation, or removal.

1.6 **Retirement Policy.** Each Term, Alumni, and Special Trustee shall be retired from office at the time of the annual meeting next following his/her seventy-fifth birthday.

1.7 **Elections; Vacancies.** Term, Alumni, and Special Trustees shall be elected at the annual meeting of the Board by the affirmative vote of a majority of the voting Trustees present and voting. Notwithstanding the foregoing, vacancies among the Term, Alumni, and Special Trustees which arise during a member’s term of office due to death, resignation, or removal may be filled at any meeting of the Board, and members so elected shall hold office for the remainder of the unexpired term.

1.8 **Emeritus Trustees.** Any person who has served as a Trustee of the University and who is considered worthy of special honor by the virtue of leadership, long and devoted service, or other exceptional contribution to the progress and welfare of the institution may be elected an Emeritus Trustee for life. Emeritus Trustees may attend meetings of the Board, but shall not be entitled to vote.

**ARTICLE II. MEETINGS OF THE BOARD**

2.1 **Annual and Regular Meetings.** There shall be at least three regular meetings each year, including an annual meeting, at such times and places as may be determined by the Board or, in the absence of such a determination, as the Chairperson may determine. The Secretary shall give each Trustee written notice of the date, time, and place of each regular meeting not less than ten days prior thereto.

2.2 **Special Meetings.** Special meetings may be called by the Chairperson or by the Chancellor and Chief Executive Officer, and shall be called by the Secretary at the written request of five voting members of the Board. Notice of special meetings shall be given not less than five days in advance and shall state the object for which the meeting is called.

2.3 **Quorum; Action.** Fifteen voting members of the Board shall constitute a quorum for the transaction of business, and (except with respect to election of a Chancellor and Chief Executive Officer, amendment of these Bylaws, or as otherwise required by law) the acts of a majority of the voting members present and voting at a meeting at which a quorum is present shall be the acts of the Board. The Trustees who are present at a duly organized meeting, notwithstanding the withdrawal of enough Trustees to leave fewer than fifteen voting members present, shall continue to constitute a quorum and may continue to do business until adjournment.

2.4 **Attendance by Telephone.** Subject to any Sunshine Act restrictions, members of the Board may participate (including vote) in a meeting of the Board using a conference
telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE III. OFFICERS

3.1 **Election; Term.** The officers of the Corporation shall be the Chairperson of the Board of Trustees; the Chancellor and Chief Executive Officer; the Provost; the Treasurer; and the Secretary; and may include one or more Vice Chairpersons of the Board of Trustees. The officers may also include a Chairperson-Elect of the Board of Trustees; one or more Senior Vice Chancellors; a Chief Financial Officer; a Chief Investment Officer; a Chief Legal Officer; one or more Assistant Treasurers; a Deputy Secretary; and such other officers as the Board may elect. For the election of a Chancellor and Chief Executive Officer, at least nineteen affirmative votes must be cast in favor of the nominee. Officers shall serve at the pleasure of the Board. The terms of all officers shall extend until their successors have been elected or until their earlier death, resignation, or removal by the Board or, in the case of officers other than the Chairperson, the Vice Chairperson(s), and the Chairperson-Elect, removal by the Chancellor and Chief Executive Officer.

3.2 **Chairperson.** The Chairperson shall be elected annually from the membership of the Board. Normally, a Chairperson shall serve for no more than five consecutive full one-year terms. However, in appropriate cases exceptions may be made, and a Chairperson may be elected annually for subsequent terms, up to but not exceeding three additional consecutive full one-year terms. The Chairperson shall preside at all meetings of the Board and the Executive Committee. The Chairperson shall be ex officio a voting member of all standing committees of the Board. The Chairperson shall appoint the chairperson and members of all committees except the Executive Committee. The Chairperson shall sign all diplomas that bear the seal of the University.

3.3 **Vice Chairperson(s).** At the discretion of the incumbent Chairperson, one or more Vice Chairpersons may be elected annually from the membership of the Board. Election of Vice Chairperson(s) may take place at any regularly scheduled Board meeting. The Vice Chairperson(s) shall be ex officio a voting member(s) of all standing committees of the Board. The Vice Chairperson(s) may preside at Board meetings in the absence of the Chairperson, assist the Chairperson in the performance of his/her duties, and assume such other responsibilities as may be requested by the Chairperson.

3.4 **Chairperson-Elect.** In what is anticipated to be the last one-year term of the Chairperson, the Board may elect a Chairperson-Elect from the membership of the Board. Election of a Chairperson-Elect may take place at any regularly scheduled Board meeting. The Chairperson-Elect would serve as such for a one-year term or for the balance of the term of the incumbent Chairperson, whichever ends first. Upon completion of the term of the incumbent Chairperson, the Chairperson-Elect shall be the Chairperson of the Board of Trustees. The Chairperson-Elect shall be ex officio a voting member of all standing committees of the Board.

3.5 **Emergency Succession Planning.** In the event of the Chairperson's absence or inability to act, the Chairperson-Elect, or if such office is vacant, the Vice Chairperson(s), in order of seniority determined by years of service on the Board, shall have the powers and duties of the Chairperson. If the Chairperson, Chairperson-Elect, and Vice Chairperson(s) are...
absent or unable to act, that member of the Executive Committee who has the greatest aggregate service on the Board shall have the powers and the duties of the Chairperson.

3.6 **Chancellor and Chief Executive Officer.** The Chancellor and Chief Executive Officer shall have the powers and the duties of a president of a corporation as contemplated by law. The Chancellor and Chief Executive Officer shall be entrusted with the superintendence, protection, and development of the welfare and reputation of the University, which the Chancellor and Chief Executive Officer shall execute and promote by every exertion within his/her power. The Chancellor and Chief Executive Officer shall be ex officio a voting member of all standing committees of the Board, except the Audit Committee and the Compensation Committee. The Chancellor and Chief Executive Officer shall be the chief administrative officer of the University and head of the University Faculty and the various School Faculties. The Chancellor and Chief Executive Officer shall sign all diplomas issued by the University and formally confer all degrees. Annually, the Chancellor and Chief Executive Officer shall present a report on the activities of the University to the Board as required by law. Except as otherwise provided herein or by resolution of the Board, the Chancellor and Chief Executive Officer shall prescribe the powers, duties, and compensation of the other officers and shall designate an officer to serve as Chancellor and Chief Executive Officer in the event of the Chancellor and Chief Executive Officer's absence or inability to act.

3.7 **Treasurer.** The Treasurer shall be responsible for the University's banking and treasury functions, external debt financing, working capital and custody, management and investment of all cash, securities, and other assets of the University, except for endowment and other similar investments. The Treasurer shall perform all other duties incident to the Office of Treasurer and such other duties as, from time to time, may be assigned by the Board of Trustees, Chancellor and Chief Executive Officer, or Chief Financial Officer. Any Assistant Treasurer elected by the Board shall have and may exercise all the powers of the Treasurer in the event of the Treasurer's absence or inability to serve.

3.8 **Secretary.** The Secretary shall be custodian of the seal and the minutes of the meetings of the Board and its committees. The Secretary shall prepare and distribute all notices of these meetings and the minutes recording the proceedings. Any Deputy Secretary elected by the Board shall have and may exercise all the powers of the Secretary in the event of the Secretary's absence or inability to serve.

**ARTICLE IV. EXECUTION OF INSTRUMENTS**

4.1 **Authority to Sign Contracts.** The Chairperson and Chancellor and Chief Executive Officer are authorized to execute legal documents on behalf of the University and may delegate all or part of such authority by instrument in writing.
ARTICLE V. COMMITTEES

5.1 **Standing Committees.** At all times there shall be an Executive Committee of the Board of Trustees. In addition, there shall be such other Standing Committees having such duties and powers as shall be approved by the Board from time to time. The list of approved Standing Committees of the Board shall be maintained by the Secretary.

5.2 **Special Committees.** From time to time, the Chairperson of the Board may authorize the establishment of one or more ad hoc committees. Such committees shall not be authorized to take any action on behalf of the Board, but shall instead render advice to the Board and/or a Standing Committee thereof. Any such committee shall exist until it has completed the purpose for which the committee was established, but in no event shall an ad hoc committee exist for more than one year from the date of appointment unless the Executive Committee has authorized such committee to act for a longer period of time.

5.3 **Subcommittees.** A subcommittee may be established by a Standing Committee, with the consent of the Chairperson of the Board. Each subcommittee shall be created only in response to an identified need and to serve a specific purpose for the effective conduct of the business of the Standing Committee. Members of each subcommittee shall be nominated by the chairperson of such Standing Committee and approved by the Chairperson of the Board. Subcommittees of Standing Committees shall carry no official authority, but shall aid the Standing Committee in the discharge of its duties.

5.4 **Appointment of Committee Members (Other than Executive Committee); Committee Chairpersons; Terms.** With the exception of the Executive Committee, the members of all committees shall be appointed by the Chairperson of the Board. The Chairperson shall appoint one member of each committee to serve as its chairperson. Except as otherwise provided under these Bylaws, a committee chairperson shall serve no more than four consecutive full one-year terms. However, in appropriate cases exceptions may be made, based on the recommendation of the Governance and Nominating Committee. The Chairperson of the Board shall appoint a member of the committee to serve as its vice chairperson during the last year of the committee chairperson’s final term and may appoint a member of the committee to serve as its vice chairperson at any other time.

5.5 **Executive Committee Members.** The Executive Committee shall consist of the Chairperson; the Vice Chairperson(s) and the Chairperson-Elect (unless such offices are vacant); the Chancellor and Chief Executive Officer; and the chairperson of each Standing Committee of the Board.

5.6 **Authority of Executive Committee.** The Executive Committee shall have and may exercise, at all times when the Board is not in session, all the power and authority of the Board and other committees of the Board with respect to the affairs of the University. Notwithstanding the foregoing, the Executive Committee shall not have the authority to fill vacancies on the Board or the Executive Committee, elect or remove officers, amend the Bylaws or any resolution of the Board unless specifically authorized by such resolution, take any action on matters committed by the Bylaws or resolution of the Board solely to another committee of the Board, or take action on any matters vested solely in the Board as specified by law.
5.7 **Investment Committee.** The Investment Committee shall provide advice to the Chief Investment Officer of the University, regarding the management of the University endowment. The Committee’s responsibilities shall include, but not necessarily be limited to, the approval of endowment investment guidelines, objectives and spending policies, and the review of the selection of investment advisers and consultants and the review of the performance of investments.

5.8 **Committee Membership.** Committees may be constituted of Commonwealth, Term, Alumni, Special, and Emeritus Trustees, all of whom may vote on committee business. Emeritus Trustees may not serve on the Executive, Governance and Nominating, and Compensation Committees. Committees other than the Executive, Governance and Nominating, and Compensation Committees may invite duly appointed representatives of the faculty, staff, students, and general community to attend committee meetings regularly as non-voting representatives. Non-voting representatives may attend and participate in committee meetings, except in instances, which should not arise as a matter of course, in which the chairperson of the committee determines that only committee members shall meet. The Chancellor and Chief Executive Officer, following consultation with the leadership of organizations representing faculty, staff, and students, shall appoint faculty, staff, and student representatives to committees for one-year terms, not to exceed four full consecutive terms. The Chairperson of the Board shall, if and as appropriate, appoint community representatives to committees for one-year terms.

5.9 **Quorum; Action.** Fifty percent of the voting members of a committee shall constitute a quorum for the transaction of business, and the acts of a majority of the members present and voting at a meeting at which a quorum is present shall be the acts of the committee, except as specifically provided elsewhere in this Article V or otherwise required by law. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint any Trustee to act at the meeting in the place of such absent or disqualified member.

5.10 **Special Voting Requirement.** If a committee consisting of some members who are not entitled to vote on the Board of Trustees is authorized to and intends to act in a manner that will bind the University regarding a material matter, then such act, to be valid, must be approved by a majority of the committee members present at the meeting from among the Chancellor and Chief Executive Officer and the Commonwealth, Term, and Alumni Trustees.

5.11 **Attendance by Telephone.** Subject to any Sunshine Act restrictions, members of a committee may participate (including vote) in a meeting of a committee using a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
ARTICLE VI. INDEMNIFICATION AND TRUSTEE LIABILITY

6.1 Legal Defense. The Corporation shall furnish its current and former Trustees and officers with legal defense in connection with any threatened or pending action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are made parties by reason of being or having been a representative of the Corporation, provided the Chancellor and Chief Executive Officer is promptly notified of the need for such defense; furthermore, the Corporation shall indemnify any current or former Trustee or officer for judgments, damages, settlements, and costs reasonably incurred in such proceedings in the manner allowed and under the conditions provided by Pennsylvania law.

6.2 Limitation of Liability. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Trustees, no Trustee of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Trustee.

CHAPTER II.
THE FACULTY

ARTICLE I. MEMBERSHIP

1.1 Membership of University Faculty. The membership of the University Faculty shall consist of such officers of the Corporation or other persons as may be designated by the Chancellor and Chief Executive Officer, and all members of the teaching staff with positions described in Articles IV and V.

1.2 Membership of Degree-Recommending Units. The membership of the Faculty of each degree-recommending unit shall consist of the Chancellor and Chief Executive Officer, the Provost and the appropriate Senior Vice Chancellor, the Dean, and all other persons in the unit with positions described in Articles IV and V, and those full-time persons with positions described in Article VI.

ARTICLE II. ACADEMIC TENURE: PURPOSES AND OBLIGATIONS

2.1 Basic Mission of the University. The basic mission of the University of Pittsburgh is the advancement of learning. This purpose stems from the particular objectives of its founders and is carried out in the framework of tasks developed and shared by the community of higher education. The University seeks to discover knowledge and to transmit it to students in a fashion that not only will stimulate them to further pursuit of knowledge but may also prepare them for careers in the various professions. Autonomy and freedom of inquiry are required for the University to carry out its mission. The faculty must have high
qualifications, academic standards should be challenging, and neither research nor teaching should be slighted.

2.2 **Other Elements of Mission.** In this country, we have come to link the acquisition of knowledge with its application to the goals of society. The University’s mission is also shaped, therefore, by a commitment to public service and to the development of individuals as free, responsible citizens.

2.3 **Academic Tenure.** The institution of academic tenure is an indispensable element in the environment of free inquiry required for a university to carry out its tasks. The purposes and obligations of tenured appointment at the University of Pittsburgh are set forth in the following paragraphs:

2.4 **Purposes of Tenure.** Academic tenure is a status accorded members of university faculty who have demonstrated high ability and achievement in their dedication to the growth of human knowledge. Tenure is intended to assure the University that there will be continuity in its experienced faculty and in the functions for which they are responsible. The University encourages the independence of the mind and the freedom to inquire. Therefore, promotion to tenured rank constitutes recognition by the University that a person so identified is qualified by achievements and contributions to knowledge as to be ranked among the most worthy of the members of the faculty engaged in scholarly endeavors: research, teaching, professional training, or creative intellectual activities of other kinds.

2.5 **Obligations and Responsibilities of Tenure.** Tenure entails special and important obligations.

a. The primary responsibilities of the tenured faculty are effective teaching and creative research throughout their careers, which advance their respective fields of learning and research, and initiate others into these fields through creative and effective teaching.

b. Secondly, tenured appointment imposes stringent concern for the quality of the faculty. It is the duty of all members of the faculty to seek the best qualified persons for appointment. This duty weighs most heavily on the tenured in their service on those bodies entrusted with responsibility for retentions and promotions. When none of the available candidates meets the standards of excellence, only an explicitly temporary appointment should be made in order to prevent permanent appointments of less than fully-qualified faculty.

c. Thirdly, those who accept the rights and immunities of tenured appointment owe it to their colleagues unfailingly and unflinchingly to defend independence and freedom of mind in their field of competence. The tenured faculty should create and sustain an intellectual ambience in which their non-tenured colleagues can think, investigate, speak, write, and teach secure in the knowledge that their intellectual vitality is both essential and welcome.

d. Fourthly, it falls to all, but again most stringently to the tenured, to see that no improper consideration enters into the appointive process. Academic freedom, no less than academic excellence, requires that academic appointments be made on academic grounds alone.
e. And lastly, the acceptance of an appointment, whether for a term or permanently, implies a commitment to the University as an intellectual community. The rights to membership on the faculty and to academic freedom carry with them the obligations to uphold academic freedom against invasion or abuse, to not violate the academic freedom of others, and to perform in a productive, professional fashion so as to deserve membership on the faculty. It is equally a responsibility of the officers of the University administration and of the Board of Trustees to assure, to protect, and to defend academic freedom. The tenured faculty and the officers and Board members should work together to that end.

Thus, the tenure system entails not only the maintenance of the highest standards by which the merits of alternative candidates are to be appraised, but also the special obligations and responsibilities of those who are awarded tenure.

ARTICLE III. GENERAL POLICIES OF APPOINTMENT AND TENURE

3.1 Non-Merit Considerations for Appointment and Promotion. The work of the University requires a wide variety of talents, balanced among specialized fields. Because these needs change over time, the University must be capable of responding to these changes. Therefore, all recommendations of appointment and promotion not only must be evaluated in terms of the individual merits of the candidate, but also must take into account the current standards of the relevant discipline or profession at large and the requirements of the candidate's department or school at the time of the recommendation and for the then-foreseeable future. Because it is necessary to retain flexibility within the anticipated resources of the University, the proportion of tenured to non-tenured faculty must not rise to a level that would impair the University's or school's capacity to respond to changing demands for its services. When a faculty member becomes eligible for consideration for promotion with tenure, this factor may be important to those who participate in the decision on whether or not tenure will be awarded.

3.2 Periodic Review. There will be periodic review (at least annually) of the faculty member's situation during probationary service. The faculty member will be advised of the time when decisions concerning renewal and tenure are to be made, and submit material so as to assure adequate consideration of questions of renewal and tenure.

3.3 Assistance of Senior Colleagues; Decisions on Appointment and Promotion. The non-tenured faculty member should seek advice and assistance from senior colleagues; the ability of senior colleagues to advise, to assist, and ultimately to make a sound decision on renewal or tenure will be enhanced by an opportunity for regular review of the qualifications of non-tenured faculty members. A total separation of the senior faculty roles in counseling and evaluation will not likely be possible, but review of a faculty member can be presented by a colleague and received by the subject faculty member in such a manner as to assist the subject faculty member's professional development: The initial locus of consideration for faculty appointment is at the department or school level, by peers. However, concurrence by his/her dean and the Provost is required. In addition, only the Chancellor and Chief Executive Officer can award tenure.
3.4 **Power of Appointment and Dismissal.** The power of appointment and correlative power of dismissal of any member of the faculty are committed to the Board of Trustees. However, it is the policy of the Board to delegate those powers to the Chancellor and Chief Executive Officer as head of the University Faculty, who may redelegate these powers except in the case of tenured faculty.

3.5 **Tenure Policies.** The following policies that regard tenure shall not be applied retroactively to those who hold tenure; and insofar as these change prior or existing policies of tenure, they shall have prospective application only.

- Conferral of tenure, promotion to professor, and an appointment in the tenure stream at the rank of associate professor or professor are made by the Chancellor and Chief Executive Officer. The Chancellor and Chief Executive Officer takes into account recommendations of the Provost and, if the appointment is in a school of the Health Sciences, of the Senior Vice Chancellor for Health Sciences.

- Other appointments, promotions, and renewals of appointments are made by the Provost, who takes into account recommendations from the appropriate dean or campus president, or, if the appointment is in a school of the Health Sciences, from the Senior Vice Chancellor for and the deans of the Health Sciences.

- A faculty member who has retired may be reappointed on a yearly basis if the University has a special need for his/her services.

- The University shall send to each new member of the Faculty a letter setting forth the terms and conditions of his/her appointment. Each newly-appointed person shall receive a copy of the *Faculty Handbook* which will summarize the policies governing faculty appointments which are in effect at the time.

- In the following articles of this document, the word "year" refers to the length of a faculty member's contract for one academic year. A "year" may be of eight, nine, ten, or twelve months' duration. Tenure for full-time faculty implies a minimum appointment of two academic terms in each academic year. The actual length of appointment in each year may differ. It is independent from tenure status and is specified by the letter of appointment.

**ARTICLE IV. FULL-TIME TENURED OR TENURE-STREAM FACULTY**

4.1 **Criteria for Appointment and Promotion in General.** The ranks of professor, associate professor, assistant professor, and instructor comprise the tenure stream. The University has established the following minimum criteria for each of the tenure-stream ranks. In rare instances, the requirement of a doctorate may be satisfied through accomplishments that can be considered a reasonable substitute for formal study. Faculty must demonstrate a capacity for cooperation with associates in meeting program needs and fulfilling their share of department responsibilities. Most schools or regional campuses and some departments have developed supplemental criteria for appointment, promotion, and tenure appropriate to their discipline or profession. Copies of these are available in the departmental or deans' offices.
4.2 **Criteria for Instructor.** The instructor should have an earned doctorate or the highest appropriate professional degree, or provide evidence that he/she is successfully pursuing such a degree and expects to receive it within reasonable time. In some technical fields, professional experience may bear considerable weight; in other areas, teaching experience is essential. Reappointment depends upon satisfactory scholarly progress and a demonstrated interest in and ability to pursue an academic career.

4.3 **Criteria for Assistant Professor.** An assistant professor should evidence demonstrated teaching ability, substantial experience in advanced study and research, or professional experience of a kind which would enable him or her to make a comparable academic contribution. The assistant professor should possess a doctorate or appropriate professional degree. He/she should exhibit promise of originality and excellence in some field connected with teaching, writing, research, or the creative arts, and should have demonstrated ability in guiding and counseling students. To be appointed or promoted to an assistant professorship, a person should have the potential for promotion to associate professor.

4.4 **Criteria for Associate Professor.** An associate professor should possess a doctorate or appropriate professional degree and have substantial experience in teaching and research or applicable professional experience. The person should show a capacity and will to maintain teaching effectiveness and the ability for continuing growth as a teacher, scholar, and member of his/her profession. He/she should also have progressed in attaining eminence in a scholarly or professional field. An associate professor must display consistently mature performance in course and curriculum planning, in guiding and counseling students and junior faculty members, and in participating in the activities of the University.

4.5 **Criteria for Professor.** The rank of professor recognizes the attainment of authoritative knowledge and reputation in a recognized field of learning and the achievement of effective teaching skill. The professor should have attained superior stature in his/her field through research, writing, professional practice, or leadership in professional and learned organizations, as well as having exceeded the standards described for ranks shown above.

4.6 **Terms of Appointment and Tenure.**

a. With the exception of faculty members in the School of Medicine, the total number of years which a faculty member may serve without tenure in the tenure stream shall not exceed seven. If a person has served for seven years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure or his/her service in the tenure stream must be terminated. Notification of termination must be made prior to the end of the sixth year in the tenure stream. The maximum allowable duration of service in the tenure stream without tenure shall be independent of previous service at another college or university. For faculty members in the School of Medicine, the total number of years of service without tenure in the tenure stream shall not exceed ten. If a person has served for ten years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure or his/her service in the tenure stream must be terminated. Notification of termination must be made prior to the end of the ninth year in the tenure stream. The maximum allowable duration of service in the tenure
stream without tenure shall be independent of previous service at another college or university.

A school or regional campus may petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed ten years. If the Provost approves an extension for a school or regional campus, the total number of years of service without tenure in the tenure stream for faculty at that school or campus shall not exceed the total number of years approved. If a person has served for the approved number of years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure or his/her service in the tenure stream must be terminated. Notification of termination must be made at least a year prior to the end of the approved number of years in the tenure stream. The maximum allowable duration of service in the tenure stream without tenure shall be independent of previous service at another college or university.

b. The terms of appointment of faculty members in the tenure stream below the rank of associate professor and professor may be for one, two, or three years. When a decision is made not to renew an appointment, the faculty member on a first one-year appointment shall be notified in writing no later than March 15; on a second or subsequent consecutive one-year appointment by December 15; by December 15 of the second year of a two-year appointment; and twelve months prior to the end of a three-year appointment.

c. A year of appointment in the tenure stream is recognized if the appointment became effective on or before December 31. In cases where the appointment became effective January 1 or later, the remainder of the academic year is disregarded for this purpose, and the next year is counted as the first year of appointment in the tenure stream.

d. Leaves of absence do not interrupt tenure-stream status but may prolong the maximum allowable period in the tenure stream. When a tenure-stream faculty member is granted a leave of absence, the official letter of notification from the Provost may state that the term or probationary appointment has been extended and that the period of leave will not be counted as a part of the term or probationary period of service. The minimum extension and period of non-counted service will be one academic term or semester, even though the leave was for a shorter period. Such an extension shall be made solely for the purpose of enabling the individual concerned to have an opportunity for evaluation substantially equivalent to that of persons not taking leave. A leave of absence for the purpose of professional enhancement is normally limited to one year. The leave may be renewed with the appropriate approval.

e. Except for faculty members in the School of Medicine, a faculty member may receive a temporary appointment outside the tenure stream if the Provost determines that exceptional circumstances prevail that both prevent normal progress in the tenure stream and are beyond the control of the individual. A temporary appointment outside the tenure stream extends (by the duration of the temporary appointment) the allowable period before a tenure decision must be made. The extension of the probationary period under this provision shall be limited to two academic years. For faculty in the Health Sciences schools (other
than the School of Medicine) who have clinical responsibilities, the probationary period may be extended by up to thirty-six months.

f. Tenure may be held only by professors and associate professors. Tenure shall be held by a faculty member only in the School or at the Regional Campus where the tenure is granted. Once it has been awarded, tenure is obligatory for the University, optional with the faculty member. Tenure does not apply to administrative positions which may be for indefinite terms, and are terminable at any time.

g. Promotion to the rank of associate professor may be made without the award of tenure. Usually the individual will have completed at least three years in the tenure stream. With the exception of faculty members in the School of Medicine, the appointment shall be for a minimum of two years and not longer than four years. For faculty members in the School of Medicine, the appointment shall be for a minimum of two years and not longer than seven years. If there is no intention of awarding tenure, the individual must be given at least twelve months' notice of termination prior to the end of the appointment.

h. Initial appointments at the rank of associate professor or professor shall be for a probationary period of three or four years. The award of tenure may take place at any time during the probationary period. If tenure is not to be awarded, the probationary appointee at the associate professor or professor level must be given at least twelve months' notice prior to the end of probationary appointment. Under exceptional circumstances, the initial appointment of an associate professor or professor may be made with tenure.

4.7. Full-Time to Part-Time Status. A tenured or tenure-stream faculty member request to diminish his/her University responsibilities to no less than half-time and be permitted to retain membership in the University Faculty and continue as tenured, or in the tenure stream at a proportionately reduced salary and fringe benefits. These requests are approved by the Provost, who acts upon the recommendation of the relevant dean or campus president, and, if in a school of the Health Sciences, of that Senior Vice Chancellor. No person holding a full-time tenured or tenure-stream appointment, however, shall be required to accept less than a full-time appointment.

4.8 Termination of Appointment for Cause.

a. Termination of any appointment, other than by expiration of term, may be made for cause. The University recognizes the right of the individual concerned to be informed of the reasons for the termination of his/her appointment. Prior to such termination, the Chancellor and Chief Executive Officer shall seek the advice of a hearing board.

b. The procedure for selecting the membership of the hearing board is as follows:

(i) The hearing board will be composed of five members of the faculty, selected from the elected faculty on Senate Council, and a chairperson appointed by the Chancellor and Chief Executive Officer, who may, but need not, be a member of the faculty. The chairperson may not vote on the outcome, but otherwise may participate fully in the proceedings.
(ii) When a hearing board is needed, the Chancellor and Chief Executive Officer shall ask the President of the Senate to select twelve nominees from among the elected faculty on Senate Council. The faculty member and the senior administrator involved shall each have three peremptory challenges against any of the twelve persons selected, and the Director of the Office of the University Senate shall reduce the list by lot to five names.

c. The hearing board shall transmit its findings and recommendations to resolve the matter to the Chancellor and Chief Executive Officer and to the Chairperson of the Board of Trustees, for consideration and action by the Chancellor and Chief Executive Officer after review of the process by a committee of the Board of Trustees.

d. A hearing may also be arranged at the discretion of the Chancellor and Chief Executive Officer when a faculty member makes a specific claim within thirty days following completion of prescribed administrative procedures that there has been unfair practice with reference to the terms and conditions of appointment, such as failure to reappoint and award tenure.

4.9 Financial Exigency. The Board of Trustees may, upon due notice, terminate the service of any member of the Faculty because of a financial exigency that is demonstrably bona fide, subject to the right to a hearing as provided in Section 4.8 of this Chapter.

ARTICLE V. PART-TIME TENURED OR TENURE-STREAM FACULTY

5.1 Criteria for Appointment and Promotion. Part-time faculty who serve at least on a half-time basis are eligible for tenure or tenure-stream appointments at the same ranks and under the same criteria described in Article IV of this Chapter.

5.2 Terms of Appointment and Tenure.

a. The total number of years which a part-time faculty member may serve without tenure in the tenure stream may not exceed thirteen. If a person has served for thirteen years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure, or his/her services in the tenure stream must be terminated. Notification of termination must be made prior to the end of the twelfth year of service. The maximum allowable duration of service in the tenure stream without tenure shall be independent of previous service at another college or university.

b. The terms of appointment of part-time faculty members in the tenure stream excluding those appointed at the rank of associate professor and professor may be for one, two, or three years. When a decision is made not to renew an appointment, the faculty member on a first one-year appointment shall be notified in writing no later than March 15; on a second or subsequent consecutive one-year appointment by December 15; by December 15 of the second year of a two-year appointment; and twelve months prior to the end of a three-year appointment.
c. A year of appointment in the tenure stream is recognized if the appointment became effective on or before December 31. In cases where the appointment became effective on January 1 or later, the remainder of the academic year is disregarded for this purpose, and the next year is counted as the first year of appointment in the tenure stream.

d. Tenure may be held only by professors and associate professors. Tenure shall be held by a faculty member who serves on a part-time basis only in the School or at the Regional Campus where the tenure is granted. Part-time tenured faculty appointments may be for no less than half-time. Once it has been awarded, tenure is obligatory for the University, optional with the faculty member. Tenure does not apply to administrative positions which may be for indefinite terms, and are terminable at any time.

e. A part-time person may be promoted to the rank of associate professor without receiving tenure. Usually the individual will have completed at least six years in the tenure stream. The appointment shall be for a minimum of four years and not longer than six years. If there is no intention of awarding tenure, the individual must be given at least twelve months' notice prior to the end of the appointment.

f. Initial part-time appointments at the rank of associate professor or professor shall be for a probationary period of six years. The award of tenure may take place at any time during the probationary period. If tenure is not to be awarded, the probationary appointee at the associate professor or professor level must be given at least twelve months' notice prior to the end of the probationary appointment. Under exceptional circumstances, the initial appointment of an associate professor or professor may be made with tenure.

5.3 Termination of Appointment for Cause. Termination of any appointment, other than by expiration of term, may be made for cause, as provided for in Section 4.8 of this Chapter.

5.4 Financial Exigency. The Board of Trustees may, upon due notice, terminate the service of any member of the Faculty because of a financial exigency that is demonstrably bona fide, subject to the right to a hearing as provided in Section 4.8 of this Chapter.

ARTICLE VI. FULL- AND PART-TIME APPOINTMENT-STREAM FACULTY

6.1 Nature of Appointment-Stream Appointments. Among the various faculties there are persons who possess special skills contributing substantially to the mission of the University who are not hired to devote full-time effort to the University, or whose positions are funded for a finite period, or whose professional and academic preparations are not complete, or who are not expected to perform the same range of duties expected of a tenure-stream member of the faculty or to make the same contributions to the University community, and who are agreeable to an appointment without implication of tenure.

6.2 Titles and Ranks. Under these or other exceptional circumstances, appointments outside the tenure stream and without tenure may be made at the ranks and with the title of professor, associate professor, assistant professor, and instructor. In exceptional cases, and with good reasons, a person may apply to leave the tenure stream to seek an
appointment outside the tenure stream. Appointments with the following prefixes to the above ranks, and the following other ranks, are considered “appointment-stream”:

Prefixes-

**TEACHING**: One whose primary assignment or contribution is instruction, and who is not ordinarily expected to undertake research responsibilities.

**RESEARCH**: One whose primary assignment or contribution is investigative, and who is not ordinarily expected to undertake regular teaching responsibilities.

**ADJUNCT**: One whose primary employment is outside an academic unit of the University, but who is fully-qualified professionally and who performs on a part-time basis, duties which would otherwise be assigned to members of the full-time faculty.

**CLINICAL**: One whose major contribution is as a preceptor of students and trainees in clinical skills, whether within the University or in another setting.

**FIELD**: One whose primary assignment or contribution is in supervising student fieldwork, who is geographically removed from the University, and who does not undertake class responsibilities.

**VISITING**: One whose appointment is on a temporary basis; usually not more than one academic year.

Ranks-

**SENIOR LECTURER**: A title reserved for persons of considerable professional attainment, of eminence, or with recognized expertise in their fields of scholarship or in the creative arts.

**LECTURER**: The term should be used to designate the "occasional" teacher, whose responsibilities are limited and defined in the letter of appointment.

**PROFESSOR, ASSOCIATE PROFESSOR, ASSISTANT PROFESSOR, OR INSTRUCTOR**: One who has a terminal degree in a relevant discipline or, in the case of instructor, evidence of expected receipt of a terminal degree within a reasonable time. For appointment-stream faculty, these titles are typically combined with a prefix (e.g., Teaching Professor, Clinical Associate Professor, Research Assistant Professor).

**PROFESSOR, ASSOCIATE PROFESSOR, ASSISTANT PROFESSOR, OR INSTRUCTOR OF PRACTICE**: One who may not have a terminal degree but who has considerable skill, expertise, and experience in a specific profession and whose major contribution is usually teaching and facilitating experiential opportunities for students in the profession.

**PROFESSOR, ASSOCIATE PROFESSOR, ASSISTANT PROFESSOR, OR INSTRUCTOR OF CLINICAL (SUBJECT, e.g., Medicine)**: One whose major contribution is usually limited to clinical practice and teaching.

6.3 **Terms of Appointment**. The terms of appointment of full-time faculty members outside the tenure stream may be for one to five years and are renewable. When a decision is made not to renew an appointment of a faculty member who has completed less than five full years of continuous service, the faculty member shall be notified in writing no later than
three and a half months prior to the end of the appointment. When a decision is made not to renew an appointment of a faculty member who has completed at least five full years of continuous service, the faculty member shall be notified in writing no later than five and a half months prior to the end of the appointment. Faculty members outside the tenure stream who are supported in whole or in part by grants must be notified by the applicable time before the termination of the grant as to whether or not they will be reappointed should a supporting renewal or replacement grant be obtained.

6.4 **Termination of Appointment.** Full-time, appointment-stream members of the faculty who are terminated prior to the expiration of appointment may avail themselves of the appeals process described in Section 4.8 of this Chapter.

ARTICLE VII. LOYALTY TO COUNTRY AND STATE

Faithful observance of the laws of the United States and the Commonwealth of Pennsylvania and loyalty to the spirit of these laws are required of each member of the University Faculty and of all School Faculties, and of each of the other members of the teaching and administrative staffs.
CHAPTER III

STUDENTS

ARTICLE I. GENERAL

Subject to the approval of the Chancellor and Chief Executive Officer and the Board of Trustees and consistent with the Articles of Incorporation and the Bylaws, the Faculty of each School shall formulate, adopt, and enforce rules regarding the admission, courses of study, and graduation of students and shall decide what degrees shall be conferred upon those who are recommended for graduation.

ARTICLE II. DISCIPLINE IN GENERAL

The Chancellor and Chief Executive Officer shall formulate, adopt, and enforce rules, consistent with the Articles of Incorporation and the Bylaws and with such policies as may from time to time be prescribed or affirmed by the Board of Trustees, governing the conduct and behavior of students.

CHAPTER IV.

AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Trustees by the vote of two-thirds of the voting members present, provided that the notice of the meeting shall state or summarize the general effect of the amendment proposed to be voted upon.
HB 2

Providing for the establishment and operation of the University of Pittsburgh as an instrumentality of the Commonwealth to serve as a State-related university in the higher education system of the Commonwealth; providing for change of name; providing for the composition of the board of trustees; terms of trustees, and the power and duties of such trustees; authorizing appropriations in amounts to be fixed annually by the General Assembly; providing for the auditing of accounts of expenditures from said appropriations; providing for public support and capital improvements; authorizing the issuance of bonds exempt from taxation within the Commonwealth; requiring the chancellor to make an annual report of the operations of the University of Pittsburgh.

The General Assembly of the Commonwealth of Pennsylvania hereby enacts as follows:

Section 1. Short Title. – This act shall be known and may be cited as the "University of Pittsburgh - Commonwealth Act."

Section 2. Legislative Findings: Declaration of Policy. – It is hereby determined and declared as a matter of legislative finding:

(1) That the University of Pittsburgh derives its corporate existence Under the laws of the Commonwealth of Pennsylvania by reason of the act of the General Assembly of the Commonwealth establishing an "Academy or Public School in the town of Pittsburgh" on February 28, 1787, Volume XII, Pennsylvania Statutes at Large, page 357, and from the act of February 18, 1819 (P.L. 61) incorporating the "Western University of Pennsylvania";

(2) That the original Charter of Incorporation of the Western University of Pennsylvania was subsequently amended and supplemented by the following acts of the General Assembly: act of March 9, 1826, recorded in Laws of Pennsylvania (1825) (P.L. 74); act of February 9, 1855 (P.L. 24); and act of March 6, 1872 (P.L. 218);

(3) That the name of "Western University of Pennsylvania" was duly changed to "University of Pittsburgh" by order of the Court of Common Pleas of Allegheny County No. Four at 425 Third Term 1908 on July 11, 1908, the change of name being duly recorded in the Recorder's office of the County of Allegheny in Charter Book Volume No. 43, page 446 and;
(4) That the Charter of the University of Pittsburgh was duly amended in accordance with the authority granted by the act of May 5, 1933 (P.L. 289), article IV, section 403 as amended by amendments duly approved by the board of trustees on December 13, 1949 and March 8, 1960;

(5) That the University of Pittsburgh owns and maintains land, buildings, and other facilities which are used, together with land and buildings owned by the Commonwealth of Pennsylvania, for higher education, which land, buildings and other facilities are under the entire control and management of the board of trustees;

(6) That the Commonwealth of Pennsylvania recognizes University of Pittsburgh as an integral part of a system of higher education in Pennsylvania, and that it is desirable and in the public interest to perpetuate and extend the relationship between the Commonwealth of Pennsylvania and University of Pittsburgh for the purpose of improving and strengthening higher education by designating University of Pittsburgh as a State-related university.

Therefore, it is hereby declared to be the purpose of this act to extend Commonwealth opportunities for higher education by establishing University of Pittsburgh as an instrumentality of the Commonwealth to serve as a State-related institution in the Commonwealth system of higher education.

Section 3. Change of Name. – The Charter of University of Pittsburgh shall be amended by changing the name of University of Pittsburgh to "University of Pittsburgh - Of the Commonwealth System of Higher Education," hereinafter referred to as "the University" and, as such, shall continue as a corporation for the same purposes as, and with all rights and privileges heretofore granted to, University of Pittsburgh, unless hereinafter modified or changed.

Section 4. Board of Trustees; Composition; Commonwealth Trustees; Terms. – (a) The amended charter of the university as provided by section 3 of this act shall also provide that the board of trustees of the university shall consist of thirty-six voting members, one of whom shall be the Chancellor of the University of Pittsburgh and the Governor of the State, the Superintendent of the Department of Public Instruction and the Mayor of the City of Pittsburgh, all of whom shall be members of the board of trustees, ex officio.

(b) Twelve of the trustees shall be designated Commonwealth trustees and four shall be appointed by the Governor, with the advice and consent of two-thirds of all of the members of the Senate, four by the President Pro Tempore of the Senate, and four by the Speaker of the House of Representatives. One appointment shall be made by each of the appointing authorities for a term of four years, one for a term of three years, one for a term of two years, and one for a term of one year commencing with the date when the change in the charter of the university becomes effective. Annually thereafter, one appointment shall be made by each of the three Commonwealth appointing authorities for a term of four years.

(c) The twenty-four trustees, in addition to the twelve Commonwealth trustees, shall be elected annually under such terms and conditions as may be provided by the university bylaws.

Section 5. Powers and Duties of Board of Trustees. – The entire management, control and conduct of the instructional, administrative, and financial affairs of the university is hereby vested in the board of trustees. The board may exercise all the powers and franchises of the university and make bylaws for their own government, as well as for the university.
Section 6. State Appropriations, Tuition. – The annual appropriation act to the university for general maintenance may specify the purposes or areas for which such appropriations may be expended by the university. The annual appropriation act may also contain a tuition supplement requiring the university to maintain such tuition and fee schedules for Pennsylvania resident full-time students as set forth annually in such appropriation act: Provided, That the amounts appropriated by the act are sufficient for the maintenance of such schedules by the university: And, provided further, That for any given year, in the event the amounts appropriated are not sufficient for the maintenance of the tuition and fee schedules, the university shall have the right to alter the schedules to the extent necessary to provide required income equal to the amount not provided by the appropriation act.

Section 7. Payments of Appropriations, Accountability, and Auditing. – (a) The sums appropriated by the Commonwealth shall be paid to the board of trustees only upon presentation by them of certified payrolls and vouchers showing expenditures in accordance with the appropriations. The Auditor General shall draw a warrant upon the State Treasurer for payment of approved expenditures. All expenditures made by the board of trustees in respect to such appropriations shall be subject to a post-audit by the Auditor General.

(b) For the purpose of assuring the proper accountability on the part of the University of Pittsburgh for the expenditure of the amounts appropriated by the Commonwealth, the University of Pittsburgh shall establish a Commonwealth Appropriation Account into which only the amounts appropriated by the Commonwealth shall be credited when received. The University of Pittsburgh shall apply the moneys in the Commonwealth Appropriation Account only for such purposes as are permitted in the act appropriating the same and shall at all times maintain proper records showing the application of such moneys. Not later than ninety days after the close of the fiscal year to which the specific appropriation relates, the University of Pittsburgh shall file with the General Assembly and with the Auditor General of the Commonwealth, a statement setting forth the amounts and purposes of all expenditures made from both the Commonwealth Appropriation Account and other university accounts during the fiscal year. Such statement of expenditures shall be reviewed by the Auditor General of the Commonwealth, and he shall have the right, in respect to the Commonwealth Appropriation Account, to audit and disallow expenditures made for purposes not permitted by the appropriation act and to cause such sums to be recovered and paid by the University of Pittsburgh to the Treasurer of the Commonwealth. In respect to expenditures made by the university from accounts other than the Commonwealth Appropriation Account, the Auditor General shall have the right to review only and he shall file annually with the General Assembly such information concerning such expenditures as the General Assembly or any of its committees may require.

Section 8. Capital Improvements. – The benefits of all Commonwealth or Commonwealth authority programs for capital development and improvement shall be available to the university under terms and conditions comparable to those applicable to land grant institutions of higher learning and State colleges. In accordance with legislative appropriations made as provided by law, the Commonwealth may, by agreement with the board of trustees, acquire lands, erect and equip buildings, and provide facilities for the use of the university.

Section 9. Issuance of Bonds Tax Exempt within the Commonwealth. – (a) The board of trustees may provide for the issuance of bonds in the name of the university for any proper purpose in the same manner as heretofore.

1 “appropriations in original”
(b) The university shall have no power at any time or in any manner to pledge the credit or the taxing power of the Commonwealth of Pennsylvania or any political subdivision nor shall any of its obligations be deemed to be obligations of the Commonwealth of Pennsylvania or any of its political subdivisions, nor shall the Commonwealth of Pennsylvania or any political subdivision thereof be liable for the payment of principal of or interest on such obligations.

(c) Bonds issued by the university and loans secured by mortgages, their transfer, and the income therefrom, (including any profits made on the sale thereof) shall at all times be free from taxation within the Commonwealth of Pennsylvania.

Section 10. Reports. – The Chancellor of the university shall each year, not later than the first day of October, make a report of all the activities of the university, instructional, administrative and financial, for the preceding scholastic and fiscal year, to the board of trustees, who shall transmit the same to the Governor and to the members of the General Assembly.

Section 11. Exemption. – The act of March 15, 1899 (P.L. 8), entitled "An act to regulate the manner in which appropriations to educational, penal, reformatory, charitable, benevolent, or eleemosynary institutions shall be paid," shall not apply to any appropriation made in pursuance of this act.

SESSION OF 1966.

Section 12. Repealer. – All acts and parts of acts are repealed in so far as they are inconsistent herewith.

Section 13. Effective Date. – This act shall take effect immediately.

APPROVED - The 28th day of July, A.D. 1966.

WILLIAM W. SCRANTON