STATUTES OF THE TRUSTEES
OF THE
UNIVERSITY OF PENNSYLVANIA

INTRODUCTION

The Charter of the University of Pennsylvania derives from the following events:

(a) On November 14, 1740, a group of persons, having organized themselves as trustees to establish a charity school for the instruction of poor children, acquired title to property on Fourth Street, Philadelphia, the site of the educational institution that evolved into the University of Pennsylvania;

(b) On November 14, 1749, the Trustees of the Academy and Charitable School drew up and signed the "Constitutions" of that institution;

(c) On July 13, 1753, a charter was granted by Thomas and Richard Penn for the Academy and Charitable School in the province of Pennsylvania, and amended on June 16, 1755 to add the College;

(d) On November 27, 1779, the General Assembly of the Commonwealth of Pennsylvania passed an act for the establishment of a University incorporating the rights and powers of the College, Academy, and Charitable School. This was the first designation of an institution in the United States as a University;

(e) On September 22, 1785, an act was passed naming the University the University of the State of Pennsylvania;

(f) On March 6, 1789, an act was passed restoring the College, Academy, and Charitable School to the original Trustees;

(g) On September 30, 1791, an act confirmed an agreement which united the University of the State of Pennsylvania with the College, Academy, and Charitable School and provided that the name of the institution would be "The Trustees of the University of Pennsylvania". This act, as amended from time to time, is referred to as the "Charter".

ARTICLE 1
GOVERNANCE DOCUMENTS

1.1. The Charter enables the Trustees* "to make rules and statutes not repugnant to the laws and constitution of this state, or of the United States of America, and to do everything needful and necessary to the establishment of the said university, and for their own good government and the good government and education of the youth belonging to the same."

1.2. These Statutes are limited to principles of fundamental and continuing significance to the governance of the University. Standing resolutions adopted by the Trustees shall set forth policies consistent with the Statutes, shall be indexed as appropriate to the Statutes, and shall be filed in the office of the Secretary.

ARTICLE 2
THE TRUSTEES

2.1. The members of the Corporation "The Trustees of the University of Pennsylvania" shall consist of such persons who shall at the time be trustees of the University.

*Hereafter the word Trustees written in the text with a capital T refers to all the trustees acting in their corporate capacity.
2.2. The Trustees shall be classified as follows:

(a) Trustees Ex Officio: the Governor of the Commonwealth of Pennsylvania and the President of the University (hereafter referred to as the "President"), during their respective terms.

(b) Life Trustees: up to ten in number, elected to serve until retirement from among persons who have served as trustees for a period of not less than five years.

(c) Term Trustees: normally up to twenty* in number, but, in extraordinary circumstances, up to twenty-five in number, elected to serve for terms of five years. A term trustee shall be ineligible for reelection as a term trustee for a one-year period following the completion of two successive terms.

(d) Alumni Trustees: up to fourteen in number, to include:

(1) President of the General Alumni Society during his or her term in office.

(2) Regional Alumni Trustees: one for each region, up to ten trustees in number, elected by the alumni in accordance with rules established by the General Alumni Society with the concurrence of the Trustees, to serve for terms of three years, from among those persons who have received degrees from the University. A regional alumni trustee may not succeed himself or herself in office, but may be elected in another class.

(3) Recently Graduated Alumni Trustees: up to three in number, elected in accordance with rules established by the General Alumni Society with the concurrence of Trustees, to serve for terms of three years. A recently graduated alumni trustee representing the baccalaureate classes shall be elected after Commencement in each odd numbered year from and by members of that year's and the previous year's graduating classes and a recently graduated alumni trustee representing the graduate and professional classes shall be elected after Commencement in each even numbered year from and by members of that year's and the previous year's graduating classes. A recently graduated alumni trustee may not succeed himself or herself as an alumni trustee, but may be elected in another class.

(e) Trustees Emeriti: Life trustees shall be designated as trustees emeriti upon attaining the age of seventy. Other trustees who have served for more than five years in any class shall be eligible for election as trustees emeriti upon attaining the age of seventy. Trustees emeriti shall enjoy all the rights and privileges of other trustees with the exceptions set forth in section 2.9, section 4.5, section 5.2, and section 6.2.

2.3. No person shall be eligible to serve as a life, term, or alumni trustee who is a full-time student or a full-time employee of the University of Pennsylvania.

2.4. Life, term, and elected trustees emeriti shall be nominated by the Executive Committee and elected at a stated meeting of the Trustees. At least ten days notice of such proposed election shall be given to the trustees.

2.5. Unexpired terms of alumni trustees may be filled in accordance with rules established by the General Alumni Society with the concurrence of the Trustees.

2.6. Life, term, and alumni trustees shall retire at the conclusion of the first stated meeting of the Trustees following the date on which they reach seventy years of age.

2.7. By the terms of the Charter, the Governor of the Commonwealth of Pennsylvania is constituted, by virtue of office, President of the Trustees. At the first stated meeting of the calendar year or at such other time as a vacancy occurs, the Trustees shall elect, upon the recommendation of the Executive Committee and from among the members of the Corporation, a Chairman of the Trustees and one or more Vice Chairmen. The Chairman or a Vice Chairman shall preside at all meetings when the Governor is not present.

2.8. Stated meetings of the Trustees shall be held three times a year, normally in the spring, fall, and winter, the spring meeting to be the annual meeting. Special meetings of the Trustees may be called at the request of the Chairman, a Vice Chairman, the President, or by written request of five trustees. The Secretary shall give notice of

*This number was temporarily increased to twenty-five by action of the Trustees on October 29, 1976 and will revert to the original twenty no later than June of 1984.

**In order to establish a regular pattern of representation, recently graduated alumni trustees will be elected as indicated on Attachment I to these Statutes. Furthermore, the recently graduated alumni trustee elected in summer 1980 as indicated on Attachment I is hereby ratified conditional upon the Trustees concurring in the rules established by the General Alumni Society for his election.
any meeting of the Trustees to all trustees at least five days before such meeting, unless a
greater period is required by law, by the Charter, or by these Statutes. In the case of a
special meeting, the meeting shall be held not more than sixty days after receipt of the
request, and the notice shall state the general nature of the business to be transacted,
which shall be the only business considered at such meeting. Meetings shall be held at
such places as the Secretary shall designate.

2.9. Trustees emeriti and trustees ex officio shall not be entitled to vote at a
meeting of the Trustees and shall not be considered in constituting a quorum, or for any
other purpose for which a certain number or proportion of trustees is required, at a
meeting of the Trustees.

2.10. Except as otherwise provided by law, by the Charter, or by these Statutes, a
majority of all trustees entitled to vote shall be necessary to constitute a quorum at all
meetings of the Trustees and a vote of a majority of those trustees constituting the
quorum shall decide any question brought before such meeting.

2.11. Each trustee, when acting in his or her capacity as a member of the
Corporation, may attend meetings and vote either in person or by proxy. Each proxy shall
be executed in writing by the trustee or his or her duly authorized attorney in fact and
filed with the Secretary of the University.

ARTICLE 3
THE OFFICERS

3.1. The officers of the University shall be the President, the Provost, the Vice
Presidents, the Secretary, the Treasurer, the Comptroller, and the General Counsel.
Subject to the policies of the University, all officers except the President shall be elected
by the Trustees upon nomination by the President and shall be suspended or terminated by
the Trustees upon the recommendation of the President. With the consent of the
President and subject to the policies of the University, officers may appoint such
associates and assistants and assign them such duties as they shall deem appropriate.

3.2. The President shall hold office upon such terms as the Trustees shall
determine.

(a) Functions and Duties of the President: As the chief executive officer of
the University, the President is its educational and administrative head. He or she is
responsible to the Trustees for the conduct, coordination, and quality of the University’s
programs and for its future development. The President shall have the authority to
perform all acts which are necessary to make effective the policies and actions of the
Trustees unless a resolution of the Trustees specifically grants such authority to another
person or entity. As a liaison between the Trustees and the faculty, the President shall
inform each of the views and concerns of the other relating to the programs and
administration of the University.

The President shall hold the academic rank of professor, shall be a
member of every Faculty of the University, and may at his or her discretion call a
meeting of any Faculty.

(b) Election of the President: When it becomes necessary to elect the
President, the Executive Committee of the Trustees shall convene a consultative
committee, composed of trustees, faculty and students, to identify and recommend
candidates for review by the Executive Committee. The consultative committee shall be
advisory to the Executive Committee. The composition of and procedures governing the
consultative committee shall be specified in a Standing Resolution of the Trustees.

The Executive Committee shall, at a closed meeting, review the report
of the consultative committee and shall receive from members of the Executive
Committee a nomination or nominations to be voted upon by the Trustees.

At least ten days prior to the stated or special meeting of the Trustees
at which the election of the President is proposed, the Secretary shall give to each trustee
notice stating that the election of the President shall be held at such a meeting and giving
the names of the person or persons who have been nominated by members of the Executive
Committee. No such election shall be valid unless a nominee shall receive the affirmative
votes of at least two-thirds of the number of trustees then in office.

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(c) Removal of the President: The President may be removed only after consultation with representatives of the faculty and by the affirmative vote of trustees actually present at a stated or special meeting equal to at least two-thirds of the number of trustees then in office. Notice of such proposed action must be included in the notice of the meeting.

3.3. The Provost shall be the educational officer normally responsible for the conduct, coordination, and quality of the University's academic programs and for their future development. In the performance of these duties the Provost shall consult with representatives of the faculty.

The Provost shall hold the academic rank of professor, shall be a member of every Faculty of the University, and may at his or her discretion call a meeting of any Faculty.

3.4. The Secretary of the University shall attend and keep minutes of the meetings of the Trustees, shall act as secretary of all boards and committees of the Trustees, and shall be custodian of communications, reports, and other documents of importance presented to the Trustees. The Secretary shall give notice to Trustees and to members of boards and committees of all stated and special meetings.

The Secretary shall have custody of the Seal of the Corporation, shall affix it to such instruments as require its use, and when so affixed, shall attest it by signature.

The Secretary shall prepare all diplomas and certificates of study, shall have charge of official convocations of the University, and shall have such other powers and duties as may be conferred from time to time by the Trustees. The minute books, documents, and records of the University, not yet deposited in the Archives, shall be open at all times to the inspection of trustee boards and committees, any trustee, and authorized University officers.

3.5. The Treasurer shall have custody of all evidences of ownership of real or personal property owned by the University or pledged to it, other than those evidences in the custody of the Investment Board. The Treasurer also shall have custody of all policies of insurance, and shall have the authority to accept and receipt for the same on behalf of the Trustees, and under their supervision he or she shall arrange for the safekeeping thereof.

The Treasurer shall collect and receive all monies due and payable to the University and deposit them in the name of the University in such banking institutions as the Trustees may approve. He or she shall discharge all debts or other obligations of the University when due and payable. He or she shall keep a complete set of accounts showing in detail the financial transactions of the Treasurer's office, and these shall be open at any time to the inspection of any trustee. The Treasurer shall furnish such financial statements compiled from his or her accounts as from time to time may be required by the proper University officers, trustee boards and committees, or any trustee.

3.6. The Comptroller shall maintain a complete set of accounts, except those maintained by the Treasurer, showing in detail the business and financial transactions of the University. He or she shall be responsible for the proper keeping of accounts of every department of the University and shall have authority to direct the methods, including audit and control, by which such accounts are kept. The Comptroller shall compile and furnish such financial or statistical reports or information as may be required by the proper University officers, trustee boards and committees, or any trustee. He or she shall approve all vouchers before they are submitted to the Treasurer for payment; such approval shall be evidence that the charge has been recorded against an approved budget on file, and that it is within the appropriation of the budget against which it is charged.

3.7. The General Counsel shall represent the University as a corporate entity in legal matters. All matters requiring legal advice or legal action shall be referred to the General Counsel.

3.8. The President may appoint a temporary successor or substitute to act as required because of the death, absence, disability, suspension, or termination of any officer of the University other than the President, but such temporary appointments shall be effective only until the next meeting of the Trustees or the Executive Committee at which time a successor shall be nominated and elected either on an acting or a permanent basis.

The Executive Committee shall appoint a temporary successor or substitute to act in case of the death, extended absence, disability, or removal of the President. The President may appoint an officer of the University to act for him or her during a period of temporary absence.

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ARTICLE 4

BOARDS AND COMMITTEES

OF THE TRUSTEES

4.1. In addition to the Executive Committee and the Investment Board created in Articles 5 and 6 of these Statutes, the Trustees may from time to time form such boards and committees as they see fit for any of the purposes and activities of the University; may prescribe their functions, duties, powers, and rules of membership, which may include membership by persons who are not trustees; and may dissolve them.

4.2. The trustee members and the chairmen of all boards and committees formed by the Trustees, with the exception of the Executive Committee and the Investment Board, shall be appointed for terms of one year by the Chairman of the Trustees with the concurrence of the Trustees. The terms may be renewed.

4.3. The non-trustee members of all boards and committees formed by the Trustees, with the exception of the Investment Board, shall be nominated by the President and elected by the Trustees for terms of one year. The terms may be renewed.

4.4. The Chairman and Vice Chairmen of the Trustees, by virtue of office, shall be members of all boards and committees formed by the Trustees pursuant to this Article.

4.5. Trustees emeriti may be appointed members of any board or committee formed by the Trustees pursuant to this Article. They shall not be entitled to vote at a meeting of any such board or committee to which they have been appointed and shall not be considered in constituting a quorum or for any other purpose for which a certain number or proportion of trustees is required. Trustees emeriti may not serve as chairmen of any committee formed by the Trustees pursuant to this Article and consisting solely of Trustees, except for ad hoc committees.

4.6. With the consent of the chairman thereof, trustees ex officio may attend any meeting of any board or committee formed by the Trustees, pursuant to this Article, but shall not be members.

4.7. Except as otherwise provided by law, by the Charter, or by these Statutes, a majority of all members entitled to vote shall be necessary to constitute a quorum at all meetings of boards and committees formed by the Trustees, and a vote of a majority of those members constituting the quorum shall decide any question brought before such meeting.

4.8. Meetings of any board or committee formed by the Trustees shall be called on the request of the chairman thereof or on the written request of at least three of the members. The Secretary shall give notice of a meeting of a board or committee to all members at least five days before such meeting, unless a greater period is required by law, by the Charter, or by these Statutes, provided that whenever the Chairman (or in the Chairman's absence a designated Vice Chairman) shall determine that an emergency exists, he or she may call a special meeting and specify a shorter period of notice than that prescribed for meetings of the Trustees, but in no event less than twelve hours telegraphic or telephonic notice.

ARTICLE 5

THE EXECUTIVE COMMITTEE

5.1. The Executive Committee shall exercise all of the powers and authority of the Trustees except that the Executive Committee shall at no times take or authorize any action which these Statutes specifically require to be taken at a regular stated or special meeting of the Trustees or any action prohibited by law. The Executive Committee shall designate annually its schedule of regular meetings.

5.2. The members of the Executive Committee shall be trustees other than trustees ex officio and trustees emeriti nominated by the Chairman and elected annually by a majority of the trustees then in office. When a member of the Executive Committee resigns, is incapacitated, or dies, a majority of the trustees then in office may, upon nomination of the Chairman, replace such member until the next annual election.
5.3. The Chairman and the Vice Chairmen of the Trustees shall also serve as members of and as chairman and vice chairmen of the Executive Committee.

5.4. The Executive Committee shall normally be comprised of no fewer than ten members; however, action of an Executive Committee with less than ten members shall not be rendered invalid thereby.

ARTICLE 6
THE INVESTMENT BOARD

6.1. The Investment Board shall be an "other body" within the meaning of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor act or provision). It shall have sole and complete responsibility with respect to the management and custody of all real and personal property held by the University as an investment.

6.2. The Investment Board shall consist of such number of trustees and non-trustees as shall be fixed from time to time by the Trustees. For purposes of this Article, trustees emeriti shall not be considered trustees.

6.3. Members of the Investment Board shall be nominated by the Chairman of the Trustees and elected annually by the Trustees at a stated meeting thereof. With the concurrence of the Trustees, the Chairman of the Trustees, the members appointed annually by the Trustees at a stated meeting thereof, may replace such member until the next annual election. No person shall be elected a member of the Investment Board if, after his or her election became effective, a majority of the members of the Investment Board would not be trustees.

6.4. The chairman of the Investment Board shall appoint an executive committee of the Investment Board from among its members. This executive committee shall have primary responsibility to carry out the business of the Investment Board on a day to day basis.

ARTICLE 7
NOTICE

7.1. Unless specifically provided otherwise, whenever notice is required to be given to any person under provisions of law, of the Charter, or of these Statutes, it shall be given in writing to such person either personally or by sending a copy thereof by first-class mail, postage prepaid, or by telegram, charges prepaid, to the person's address appearing on the books of the University. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or given to a telegraph office for transmission to such person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor act or provision).

7.2. Whenever any written notice is required to be given by law, by the Charter, or by these Statutes, a waiver thereof may be made in accord with the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor act or provision).

ARTICLE 8
UNIVERSITY GOVERNANCE

8.1. There shall be a University Council, composed of representatives of the faculty, the student body, the University administration, and the administrative staff. It shall consider the activities of the University broadly in all of its phases, with particular attention to its educational objectives and those matters that affect the common interests of all faculty and students. It shall recommend general policies and otherwise advise the President, the Provost, and other officers of the University.

8.2. The University Council shall adopt rules governing its organization and procedures.
8.3. There shall be a Faculty Senate composed of members of the Standing Faculty and the Standing Faculty-Clinician Educators holding the rank of professor, associate professor, or assistant professor. The Senate shall provide opportunity for its members to discuss and express their views upon any matter that they deem to be of general interest to the faculty, and to make recommendations and pass resolutions with respect thereto. It shall have power to make recommendations directly to the President, the Provost, and the Trustees, and to request reports from the University administration.

8.4. The Faculty Senate shall adopt rules governing its organization and procedures.

8.5. There shall be an Undergraduate Assembly and a Graduate and Professional Student Assembly. These assemblies shall provide the opportunity for their members to discuss and express their views upon any matter they deem to be of general University interest, and to make recommendations and pass resolutions with respect thereto. In addition, they shall have power to make recommendations directly to the President, the Provost, and the Trustees and request reports from the University administration.

8.6. The Undergraduate Assembly and the Graduate and Professional Student Assembly shall adopt rules governing their organizations and procedures.

ARTICLE 9
THE FACULTIES AND THE SCHOOLS AND COLLEGES

9.1. There shall be such Faculties and such Schools as authorized by the Trustees.

9.2. The Trustees recognize the following (listed in the order of their origin):

   (a) Faculty of Arts and Sciences

      The School of Arts and Sciences, including The College of Arts and Sciences, as its undergraduate division, and the Graduate Division of Arts and Sciences.

   (b) Faculty of Medicine.

      The School of Medicine

   (c) Faculty of Law

      The School of Law

   (d) Faculty of Engineering and Applied Science

      The School of Engineering and Applied Science

   (e) Faculty of Fine Arts

      The Graduate School of Fine Arts

   (f) Faculty of Dental Medicine

      The School of Dental Medicine

   (g) Faculty of the Wharton School

      The Wharton School

   (h) Faculty of Veterinary Medicine

      The School of Veterinary Medicine

   (i) Faculty of Education

      The Graduate School of Education

   (j) Faculty of Social Work

      The School of Social Work
9.3. The Faculty of a school consists of the members of the Standing Faculty, the Standing Faculty-Clinician Educators in some health professional schools, the Associated Faculty, and the Academic Support Staff. The voting Faculty of a school (hereinafter referred to as the Faculty) shall consist of the members of the Standing Faculty and the Standing Faculty-Clinician Educators above the rank of Associate and such other persons who have been granted the right to vote by that faculty. The Standing Faculty and the Standing Faculty-Clinician Educators comprise the core of the academic staff. The term "Standing Faculty," used alone, shall refer only to those faculty members with tenure or in tenure-probationary status.

9.4. There shall be a Dean and a Secretary of each Faculty. The Dean shall be appointed or removed by the Trustees, upon recommendation by the President and the Provost, and according to policies and procedures promulgated by the President and the Provost. The Dean shall preside at meetings of a Faculty. He or she shall sign all diplomas, certificates, and other official papers on behalf of his or her Faculty and shall serve as the official means of communication between the Faculty and the Provost. The Secretary shall be elected by the Faculty and shall serve for such a time as determined by the Faculty.

Each Faculty shall meet at stated times and also at the call of its dean or of the President, the Provost, or, other designated officer. Each Faculty shall also adopt provisions governing the call of meetings by its members. Except for the standing Committee on Academic Freedom and Responsibility, which shall be elected annually, committees of each Faculty shall be appointed by the Dean, or elected, as prescribed by the procedures adopted by each Faculty.

9.5. Upon recommendation of the President, the Trustees may authorize the establishment of academic departments within a Faculty. The chairman of each department shall be appointed or removed by the President, upon the recommendation of the Dean with the advice of the Faculty, and with the approval of the Provost or his or her designee. A department chairman shall serve according to policies and procedures established by the President and the Provost.

9.6. Subject to general policies established by the Trustees, the responsibility for determining the quality of the student body shall rest with the Faculty of that school. Each Faculty shall articulate the criteria for selection of applicants for admission and shall establish a written admissions policy that describes these criteria. Each Faculty shall also monitor implementation of its admissions policy and amend it when necessary.

Subject to general policies established by the Trustees, and in a manner consistent with general University policies, each Faculty shall also set its regulations for instruction of students and requirements for recommendations for degrees in course and in faculty.

9.7. Subject to general policies established by the Trustees, and in a manner consistent with general University policies, each Faculty shall set its own procedures for governance and determine the qualifications for membership in the Faculty.

9.8. The Standing Faculty is composed of all faculty members with tenure or in tenure-probationary status. It includes persons in the following ranks: Professor, Associate Professor, and Assistant Professor. All appointments to these ranks modified by the qualifiers "Visiting," "Adjunct," "Clinical," "Research" and "Practice" designate appointments in the Associated Faculty. Members of the Standing Faculty holding the rank of Professor are appointed for an indefinite term with tenure. Appointment as an Associate Professor may be either for an indefinite term with tenure or for a fixed term within a tenure-probationary period as specified in a Standing Resolution. Appointments to other ranks in the Standing Faculty are for a fixed term within a tenure-probationary period as described in a Standing Resolution.
9.9. The Standing Faculty-Clinician Educators includes full time faculty members in the educational programs of some health professional schools, whose primary responsibility is for delivery of health services. Clinician educators do not acquire tenure. Conditions of appointment and academic activities of clinician educators are specified in a Standing Resolution.

9.10. The Associated Faculty is composed of the Research Faculty, the clinical Faculty, the Adjunct Faculty, Practice Professors, and the Visiting Faculty. Permissible ranks in the Associated Faculty are Professor, Associate Professor, Assistant Professor, and Associate, but have appropriate modifiers to indicate appointment in the Associated Faculty. Conditions of appointment and academic activities of members of the Associated Faculty are specified in a Standing Resolution.

9.11. The Academic Support Staff is composed of persons who participate in the University's teaching, research, and clinical services, but who are not eligible for appointment to the Standing or Associated Faculty. Each appointment to the Academic Support Staff is for a term of years to be specified in a Standing Resolution, and is without tenure or tenure significance. Permissible ranks in the Academic Support Staff include Lecturer, Instructor, Postdoctoral Fellow, Senior Investigator, Investigator, and Senior Fellow. They also include the ranks of Assistant Instructor, Teaching Fellow, Research Fellow, and Research Assistant, which are limited to persons registered in graduate or professional programs at the University of Pennsylvania.

9.12. Emeritus status is conferred on the Standing Faculty and the Standing Faculty-Clinician Educators at the time of their retirement. The rights and privileges of members of the Emeritus Faculty are designated by policy memorandum.

9.13. All appointments and promotions to the ranks of Professor, Associate Professor, Assistant Professor, or Associate, whether in the Standing Faculty, the Standing Faculty-Clinician Educators, or in comparable ranks in the Associated Faculty, are made, upon recommendation of the Faculty, the President, and the Provost, by action of the Trustees. The minutes of the Trustees are the official record of such actions. No officer of the University has authority to bind the University to appointment or promotion in the ranks of Associate or above without the positive action of the Trustees.

Power to appoint and reappoint to positions below the rank of Associate and not in tenure-probationary status may be delegated by the President and the Provost to the Deans.

9.14. The Trustees, upon appropriate faculty recommendation as described in Article 10.3, may suspend or remove, for just cause, any member of such faculty according to policies and procedures as set forth on October 15, 1939, and as they may be hereafter amended. Such amendments shall be made only upon consultation with the President, the Provost, and the Faculty Senate. For purposes of this provision, just cause shall mean: a) failure or refusal without adequate excuse to perform his or her fundamental academic obligations; or b) such flagrant disregard of the rules of the University or of the customs of scholarly communities as to render the faculty member unfit to continue as a member of the academic staff; or c) incapacity or disability, whether physical or otherwise, which enables the faculty member to participate in the University's disability income protection program. Action taken under c) can only lead to suspension for the period of the disability.

Suspension, termination, or threat thereof may not be used to restrain or interfere with faculty members in their exercise of academic freedom or other rights.

9.15. Subject to any vested rights, contractual restrictions, or controlling Federal or State laws, the Trustees shall have the power to fix and determine from time to time the age and provisions on which officers, faculty members, and other employees of the University shall retire, and to amend, modify or repeal any such action taken by it.
ARTICLE 10

ACADEMIC FREEDOM AND RESPONSIBILITY

10.1. The University recognizes the importance of a system of tenure for faculty members as the preeminent means of fostering and protecting academic freedom in teaching and in scholarly inquiry.

10.2. There shall be a Senate Committee on Academic Freedom and Responsibility of at least seven members selected in accordance with the Rules of the Senate. This Committee shall advise and consult with each Faculty's Committee on Academic Freedom and Responsibility, and with administrative officers, on the establishment of appropriate procedures to be followed in the event of a claim of violation of academic freedom or responsibility. The Committee shall have power to make investigations, reports, and recommendations on any matter relating to academic freedom and responsibility within the University. The Committee will be governed in its responsibilities and procedures by rules established by the Faculty Senate.

10.3 Each Faculty shall have a standing Committee on Academic Freedom and Responsibility which shall be elected annually. Each Faculty's Committee on Academic Freedom and Responsibility shall, subject to review by the Faculty, represent the Faculty in all proceedings that involve temporary exclusion of a faculty member, suspension, or termination of the appointment of a Faculty member, some matters arising from financial exigency proceedings, or other questions concerning an individual faculty member's claim of violation of his or her academic freedom. The Committee shall have power to make investigations, reports, and recommendations on any matter relating to academic freedom and responsibility within the school that may affect one or more faculty members.

Each Faculty's Committee on Academic Freedom and Responsibility shall consist of not less than three members. The Faculty shall also elect one or more alternate members to serve in the event of the resignation or disqualification of a Committee member. A Faculty's Committee on Academic Freedom and Responsibility should not contain department chairmen and administrators. Exceptions, if necessary in small schools, should only be allowed with the approval of the Senate Committee on Academic Freedom and Responsibility. Most members on a Faculty's Committee should be tenured faculty, by those faculty members who are members of the Standing Faculty. Elections shall be held at the beginning of the academic year. The Dean shall report to the Provost, not later than October 15 of each year, giving the names of the members of the Faculty Committee on Academic Freedom and Responsibility that is currently in existence. Each Faculty Committee on Academic Freedom and Responsibility shall elect its own chair.

10.4. It is the policy of the University of Pennsylvania to maintain and encourage freedom of inquiry, discourse, teaching, research, and publication and to protect any member of the academic staff against influences, from within or without the University, that would restrict him or her in the exercise of these freedoms in his or her area of scholarly interest.

(a) The teacher is entitled to freedom in research and in the publication of results, subject to the adequate performance of his or her other academic duties, and to the institutional policies and procedures as set forth in the research policies of the University. Research for pecuniary return should be based upon an understanding with the authorities of the institution.

(b) The teacher is entitled to freedom in the classroom in discussing his or her subject.

(c) The teacher is a member of a learned profession and of an educational institution. When speaking or writing as an individual, the teacher should be free from institutional censorship or discipline, but should note that a special position in the community imposes special obligations. As a person of learning and a member of an educational institution, the teacher should remember that the public may judge the profession and the institution by his or her utterances. Hence the teacher should at all times show respect for the opinions of others, and should make every effort to indicate when he or she is not speaking for the institution.

SECRETARY
ARTICLE 11

DEGREES, COMMENCEMENTS AND CONVOCATIONS

11.1. There shall be three kinds of degrees, which shall be granted under the direction of the Trustees, namely:

(a) Degrees in Course: which may be granted to all those persons who have completed satisfactorily the requirements for degrees in the several schools and have been duly recommended by their faculties for their respective degrees;

(b) Degrees in Faculty: which may be granted upon recommendation of the appropriate faculty, by way of restoring an individual to his or her class;

(c) Honorary Degrees: which may be granted to persons deemed by the Trustees worthy of such distinction.

11.2 A public Commencement shall be held annually for the conferring of degrees in course and other approved degrees. Special convocations may be held during the year for the conferring of degrees upon the recommendation of the President and with the approval of the Trustees.

ARTICLE 12

INDEMNIFICATION

12.1. The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Trustee or officer of the Corporation, or is or was a member of the Executive Committee or Investment Board or any other board, committee, or other body of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, as follows:

(a) If the action, suit, or proceeding is not by or in the right of the corporation (i) against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith to the extent that he or she has been successful on the merits or otherwise in defense of such action, suit, or proceeding, or of any claim, issue or matter therein, and (ii) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection therewith if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) If the action, suit, or proceeding is by or in the right of the Corporation (i) against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith to the extent that he or she has been successful on the merits or otherwise in defense of such action, suit, or proceeding, or of any claim, issue or matter therein, and (ii) against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement thereof if he or she acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. No indemnification, however, shall be made in respect of such expenses incurred in connection with any claim, issue, or matter as to which such persons shall have been adjudged to be liable to the Corporation for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that a court of common pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.
12.2. Any indemnification under paragraph (a) (ii) or (b) (ii) of Section 11 of this Article 11 (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, director, officer, or member is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph (a)(ii) or (b)(ii). Such determination shall be made (a) by the Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding or, (b) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion. In the absence of a determination that indemnification is proper as aforesaid, the Trustee, director, officer, or member may apply to a court of common pleas of the county in which the registered office of the Corporation is located or the court in which the action, suit, or proceeding was brought, which shall determine whether the Trustee, director, officer, or member has met the applicable standard of conduct set forth in such paragraph (a)(ii) or (b)(ii). If the court shall determine that he or she has, indemnification shall be made under such paragraph (a)(ii) or (b)(ii).

12.3. Expenses incurred in defending an action, suit, or proceeding referred to in Section 1 of the Article 11 may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Trustees or by a court in the manner provided in Section 2 of this Article 11, upon receipt of an undertaking by or on behalf of the Trustee, director, officer, or member (regardless of his or her financial responsibility) to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 11.

12.4. The indemnification provided for in the preceding sections of this Article 11 shall not affect the liability of any Trustee, director, officer, or member with respect to the administration of assets held by the Corporation pursuant to 15 P.A.S. Section 7549 (relating to authority to take and hold trust property.)

12.5. The indemnification provided by these Statutes shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of Trustees or disinterested Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, director, officer or member and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.6. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or is or was a member of the Executive Committee or Investment Board or any other board, committee, or other body of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these Statutes or otherwise.

ARTICLE 13

AMENDMENTS

13.1. Amendments to these Statutes may be made at any regular stated or special meeting of the Trustees, provided notice of the contemplated action has been given by the Secretary to every member of the Trustees ten days in advance of the meeting at which the amendment is to be voted upon. The affirmative votes of at least a majority of the Trustees (except on particular matters as set forth in the Statutes) in office at the time shall be requisite for the adoption of an amendment.

13.2. By unanimous consent, any rule or Statute may be suspended at any stated or special meeting of the Trustees at which there are present not less than a majority of the Trustees in office at the time.
Recently Graduated Alumni Trustees

Status is shown as of October meeting of Trustees at which newly elected Recently Graduated Alumni Trustee sits for the first time:

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1. Elected from U Class of '75, '76, '77
2. Elected from G+P Classes of '75, '76, '77
3. Elected by the G+P classes of '78, '79, and '80 in accordance with special resolution to be passed by Trustees in June under authority of proposed statute
4. To be elected from U Classes, '78, '79, '80, and '81 in accordance with special resolution to be passed by Trustees under authority of proposed statute
5. To be elected in accordance with proposed statute, which is consistent with present amended statute.