

BY-LAWS AND PROCEDURES
OF
THE CHANCELLOR’S COUNCIL EXECUTIVE COMMITTEE
OF
THE UNIVERSITY OF TEXAS SYSTEM

ARTICLE I

Name and Memberships

Section 1. The Chancellor’s Council Executive Committee of The University of Texas System (the “Executive Committee”) is an unincorporated nonprofit association existing under Chapter 252 of the Texas Business Organizations Code, as amended, in support and for the support and benefit of the Chancellor of The University of Texas (“UT”) System (the “UT System”).

Section 2. While the Executive Committee is an entity separate from the Chancellor’s Council of the UT System (the “Chancellor’s Council”), an organization of dedicated supporters and friends of the UT System, membership in the Chancellor’s Council is a pre-requisite for membership on the Executive Committee. Founded in 1965 by the Board of Regents of the UT System and development board leaders, the Chancellor’s Council recognizes major contributors, encourages continuous public and private support of Texas higher education, and advances the mission and goals of the UT System. Individuals become members of the Chancellor’s Council based on their past record of private support of one or more of the 15 UT System institutions, including its nine academic campuses (UT Arlington, UT Austin, UT Brownsville, UT Dallas, UT El Paso, UT Pan American, UT Permian Basin, UT San Antonio and UT Tyler) and six health institutions (UT Southwestern Medical Center, UT Medical Branch - Galveston, UT Health Science Center - Houston, UT Health Science Center - San Antonio, UT MD Anderson Cancer Center and UT Health Science Center - Tyler). UT Rio Grande Valley will supersede UT Brownsville and UT Pan American once it becomes operational, thus decreasing the number of academic campuses to eight and UT institutions to 14. Chancellor’s Council membership is open to individuals who have made cumulative cash contributions of \$10,000, or planned gifts of \$15,000, to a UT System institution or the UT System.

Section 3. Official use of the organization’s name shall be made only when authorized by the Executive Committee.

Section 4. There shall be three categories of members (“Members”) of the Executive Committee: Active Members (“Active Members”), Lifetime Members (“Lifetime Members”), and Ex-officio Members (“Ex-officio Members”). Members need not be graduates of a UT System institution or residents of the State of Texas.

Section 5. The number of Members will fluctuate, but shall be approximately three hundred Active Members and is subject to change by action of the Nominating Committee of the Executive Committee.

ARTICLE II

Purpose, Qualifications and Responsibilities

Section 1. Purpose, Qualifications, and Responsibilities of **Active Members**:

- a. The purpose of Active Members is to promote the initiatives of the Chancellor of the UT System and to recognize individuals who have provided significant support to the UT System and any of the UT System institutions.
- b. The responsibilities of Active Members are:
 1. To promote financial support for the use and benefit of the Chancellor, including a salary supplement, and to encourage other Members of the Executive Committee and the Chancellor's Council to contribute.
 2. To serve as a strategic advisory group for the Chancellor by offering counsel and support relating to initiatives, concerns, and issues of importance to the UT System, the UT System institutions, and society at large.
 3. To educate and engage alumni, friends, and constituents of the UT System and the public about higher education and health care initiatives and to promote the UT System's work and services to the public.
 4. To inform external groups such as media, elected officials, and other public groups of the extraordinary contributions of the UT System and the UT System institutions to the State of Texas and the nation.
 5. To serve as hosts for the Chancellor, arranging meetings with key business and community leaders, the media, public officials, and others.
- c. Active Members are appointed for a term of three (3) years.
- d. Active Members shall serve staggered terms.
- e. Active Members in good standing may be eligible to extend their service for three (3) additional terms, not to exceed twelve (12) years of service on the Executive Committee.
- f. Active Membership terms shall begin on September 1st and end on August 31st each year. Should an Active Member die before the expiration of his or her term, or be unable or unwilling to serve, the Nominating Committee may elect to offer the position to the surviving spouse. Should an Active Member resign before the expiration of his or her term, that term will remain vacant unless the Nominating Committee elects to fill the unexpired term.
- g. Any Active Member not attending at least three (3) meetings during any three (3) year period of time shall be dropped from membership unless the Nominating Committee determines that sufficient circumstances exist to justify continued membership.
- h. Active Members are encouraged to make an annual gift of at least \$2,500 to the UT System or The University of Texas Foundation, Inc. If the Active Member has established an endowment benefitting the UT System and supporting the Chancellor's initiatives and the endowment distributions meet or exceed the annual \$2,500 commitment, these funds may be counted toward the recommended annual giving contribution.

Section 2. Purpose, Qualifications, and Responsibilities of **Lifetime Members**:

- a. The purpose of Lifetime Members is to promote the initiatives of the Chancellor and the UT System.
- b. The responsibilities of Lifetime Members are:
 1. To promote financial support for the use and benefit of the Chancellor, including a salary supplement, and to encourage other Members of the Executive Committee and the Chancellor's Council to contribute.
 2. To serve as a strategic advisory group for the Chancellor by offering counsel and support relating to initiatives, concerns, and issues of importance to the UT System, the UT System institutions, and society at large.
 3. To educate and engage alumni, friends, and constituents of the UT System and the public about higher education and health care initiatives and to promote the UT System's work and services to the public.
 4. To inform external groups such as media, elected officials, and other public groups of the extraordinary contributions of the UT System and the UT System institutions to the State of Texas and the nation.
 5. To serve as hosts for the Chancellor, arranging meetings with key business and community leaders, the media, public officials, and others.
- c. Any individual who has served on the Executive Committee for at least twelve (12) years shall be eligible to become a Lifetime Member. Lifetime Membership is not limited to a specific number of years. Lifetime status is removed upon the request of the Member or at the death of the Member.
- d. Lifetime Members are required to attend one meeting per year and encouraged to attend as many meetings as possible. Any Lifetime Member not attending at least one meeting a year may not be eligible to serve on the Executive Committee unless the Nominating Committee determines that sufficient circumstances exist to justify continued membership.
- e. Effective September 1, 2016, Lifetime Members are encouraged to make an annual gift of at least \$2,000 to the UT System or to The University of Texas Foundation, Inc. If the Lifetime Member has established an endowment benefitting the UT System and supporting the Chancellor's initiatives and the endowment distributions meet or exceed the annual \$2,000 commitment, these funds may be counted toward the recommended annual giving contribution.

Section 3. Purpose, Qualifications, and Responsibilities of **Ex-officio Members**:

- a. The purpose of Ex-officio Members is to serve the Executive Committee by providing guidance regarding the mission of the UT System and respective policies. Ex-officio Members with full voting rights include the UT System Chancellor and Vice Chancellor for External Relations. Ex-officio Members, without vote, shall be the Associate Vice Chancellor for Development and Gift Planning Services of the UT System, Executive Director of The University of Texas Foundation, Inc., and the Executive Director of The Ex-Students' Association of The University of Texas ("The Ex-Students' Association).

- b. The responsibilities of Ex-officio Members are:
1. To support programs that highlight and reward excellence throughout the UT System, encouraging future contributions benefiting the UT System and the UT System institutions and society at large.
 2. To promote the needs and goals of the UT System, the UT System institutions, higher education and health care to prospective Members, community leaders, friends of the UT System community, and citizens of the State of Texas.
 3. To educate and engage alumni, friends, and constituents of the UT System, the UT System institutions, and the public about initiatives and to promote the UT System's work and services to the public.
 4. To inform external groups such as media, elected officials, and other public groups of the extraordinary contributions of the UT System and the UT System institutions to the State of Texas and the nation.
 5. To represent UT System, The University of Texas Foundation, Inc., and The Ex-Students' Association at all meetings. Ex-officio Members may designate a representative to attend any meeting of the Executive Committee that the Ex-officio Member is unable to attend. Any Ex-officio Member who ceases to serve in the office which qualified him or her for membership on the Executive Committee shall be succeeded in membership on the Executive Committee by the person who succeeds to such office.

ARTICLE III

Officers and Administrative Functions

Section 1. The officers of the Executive Committee shall be: Chair, Chair-Elect, and Immediate Past Chair, all of whom must be Members of the Executive Committee. Each officer will serve a term of one year, beginning with the fall meeting of the Executive Committee and concluding at the fall meeting of the Executive Committee the following year.

Section 2. The Chair shall preside at all Executive Committee meetings and the Chancellor's Council Annual Meetings and Symposia, appoint committee members, and perform other duties as associated with the office.

Section 3. The Chair-Elect shall assume the duties of the Chair in case of the Chair's absence.

Section 4. The Chair-Elect shall succeed to the office of Chair each year, assuming office at the fall meeting of the Executive Committee.

Section 5. The Vice Chancellor for External Relations shall designate a UT System staff member to be responsible for the minutes of the meetings, keeping all approved minutes on file. Copies of minutes will be distributed to all Active, Lifetime, and Ex-officio Members prior to the following meeting.

Section 6. The Vice Chancellor for External Relations shall designate a UT System staff member to keep record of the Executive Committee's budget and prepare financial reports as needed.

ARTICLE IV
Committees

Section 1. The Nominating Committee oversees the nomination and approval process for Active and Lifetime Members. The committee also makes recommendations for Active Members whose current term has lapsed:

- a. In March of each year, the Chair will assemble a Nominating Committee for membership to the Executive Committee. Membership of the Nominating Committee shall be composed of the Chair, Chair-Elect, Immediate Past Chair, three (3) Members-At-Large, the Chancellor, and the Vice Chancellor for External Relations. The Chair will appoint the three (3) Members-At-Large. Members of the UT System External Relations staff, as determined by the Vice Chancellor for External Relations, shall participate in the discussion but are not voting members of the Nominating Committee.
- b. A call for nominees for membership to the Executive Committee will be e-mailed or mailed to the Executive Committee, UT System institution presidents, institution chief development officers, and UT System Office of External Relations staff in February of each year.
- c. Prior to the called Nominating Committee meeting, the Chair will distribute to the Nominating Committee members brief biographical, giving, and event participation histories on each nominee. Individuals being recommended for Executive Committee membership must be members of the Chancellor's Council and have made cumulative gifts totaling \$25,000+ to one or more UT System institutions or the UT System. Involvement with UT System institutions not already prominently represented on the Executive Committee will receive additional weighted consideration by the Nominating Committee. Enhanced efforts to strengthen geographical representation on the Executive Committee will receive additional weighted consideration by the Nominating Committee. Two written references must be included for those nominations submitted by UT System staff, UT presidents, institution chief development officers or Executive Committee Members. Membership to the Executive Committee shall be based on involvement and philanthropic support to the UT System institutions, UT System or the Chancellor's Council. Similar information will also be provided for Active Members eligible for renewal, and Active Members eligible for Lifetime Member status.
- d. The Nominating Committee will review and approve the selection of new Members, the renewal of eligible Active Members, and the selection of Members eligible to become Lifetime Members. Following approval, the nomination list will be provided to the Executive Committee at the spring meeting. Although actions of the Nominating Committee are not effective until the following September 1st, nominees are invited and encouraged to attend the spring Executive Committee meeting.
- e. The Nominating Committee will also select a Chair-Elect for the Executive Committee, in consultation with the Chancellor and Vice Chancellor for External Relations.

Section 2. The Chair may from time to time establish special committees and appoint Members to such committees as shall be helpful to the Executive Committee in the performance of their activities.

ARTICLE V
Meetings

Section 1. Regular meetings of the Executive Committee shall be held three times a year, in the fall, winter, and spring. The spring meeting will be held in concert with the Chancellor's Council Annual Meeting and Symposium held on the UT Austin campus in late April or early May or at another time, place and date, if circumstances require, as the Chair, in concert with the wishes of the Chancellor, decides.

Section 2. Special meetings may be held at any time when called for by the Chair or a majority of the Active Members.

Section 3. Upon invitation by the Chair, guests may attend meetings of the Executive Committee in order to present information about actions to be considered by the Executive Committee or of interest to its Members.

ARTICLE VI
Voting

Section 1. The affirmative vote of a majority of the Members of the Executive Committee present at a meeting shall constitute the decision and the action of the Executive Committee.

Section 2. Although Members are encouraged to invite spouses and guests to Executive Committee meetings, voting will be restricted to Active and Lifetime Members, the Chancellor and the Vice Chancellor for External Relations.

Section 3. Any action required or permitted to be taken at a meeting of the Members or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by not less than a majority of the Members or members of the committee.

Section 4. A voting Member in good standing shall be entitled to cast one (1) ballot in any vote. In any action described in Article VI. Section 3. Members may vote by mail ballot, electronic mail or any other means of electronic transmission approved by the Officers and consistent with applicable laws. The Officers shall have the authority to examine the eligibility of any voter.

ARTICLE VII
Conflict of Interest

Section 1. Any Member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Executive Committee, of such nature that it prevents or may prevent that Member from acting on the matter in an impartial manner, will offer to the Executive Committee to voluntarily excuse him/herself from the portion of the meeting at which the item is being considered and refrain from discussion and voting on said item.

ARTICLE VIII
Fiscal Policies and Reporting

Section 1. The fiscal year of the Executive Committee shall be September 1 to August 31.

Section 2. The UT System shall submit an annual report to donors who have established an endowment benefitting the UT System, concerning the financial condition of the Endowment, including its current market value, and the amount of income distributions paid and distributions used during the fiscal year.

Section 3. The UT System shall submit an annual report to donors who have made a gift for the unrestricted use of the Chancellor regarding use of the funds.

ARTICLE IX
Amendments

Section 1. Amendments to these By-Laws and Procedures may be initiated by any Member and shall be submitted to the Members at least thirty (30) days prior to their consideration and may be adopted upon the vote specified in Section 1. of Article VI.

Section 2. The requirement of prior notice of amendments to these By-Laws and Procedures may be waived with the consent of two-thirds of the Members present at any business meeting of the Executive Committee.

ARTICLE X
Adoption

Adoption of these By-Laws and Procedures of the Executive Committee shall be effective upon the vote specified in Section 1. of Article VI. and shall take effect immediately upon adoption.