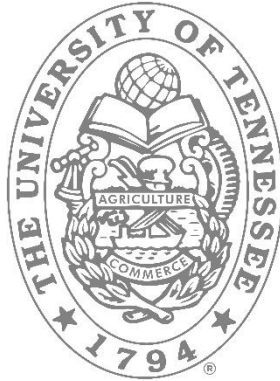




**BYLAWS
OF
THE UNIVERSITY OF TENNESSEE
RESEARCH SECURITY COUNCIL**



Adopted 1/17/25

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RESEARCH SECURITY COUNCIL**

**ARTICLE I
Responsibilities of the Council**

Section 1.1 General Statement of Purpose. The University of Tennessee’s Research Security Council (the “Council”) was established by The University of Tennessee Board of Trustees’ BT0033 System-wide Policy on Research Security dated October 25, 2024 (“BT0033”) for the purposes stated in Section V of BT0033.

Section 1.2 Specific Responsibilities. In addition to specific powers and responsibilities stated elsewhere in these Bylaws or BT0033, the Council is responsible for:

- (1) Evaluating the University’s research security posture;
- (2) Developing and updating administrative policies, procedures, and guidance to serve as the foundation of the University’s research security program to (i) ensure the University’s compliance with applicable laws, regulations, and other requirements governing research security; (ii) provide resources and tools to assist the University’s research active faculty, staff, and students; and (iii) mitigate threats to the integrity and conduct of the University’s research enterprise against undue foreign influence;
- (3) Developing a program to train faculty, staff, and students on research security matters for implementation by the system Chief Research Security Officer and the campus/institute Research Security Officer in coordination with existing University programs, offices, and departments;
- (4) Developing communication procedures and processes to facilitate the distribution of resources, guidance, and communications relevant to the security of the University’s research enterprise;
- (5) Developing systems for monitoring, assessing risk, and assessing compliance of the University’s research security program; and
- (6) Establishing and maintaining a system for reporting and responding to research security incidents impacting the University.

Section 1.3 Authority. The Council’s authority is primarily evaluative and advisory in nature. Upon the development of proposed programs, policies, procedures, guidance, and/or amendments thereto, the Council shall refer its recommendations to the Vice President for Academic Affairs, Research, and Student Success for action in compliance with existing University policy and protocol and in coordination of other University officials. Additional powers and authority may be delegated to the Council by duly authorized delegation letter, policy documents, or other binding authority. The Council shall

administratively report to the Vice President for Academic Affairs, Research, and Student Success.

ARTICLE II

Members and Officers of the Council

Section 2.1 Voting Members. The following individuals shall serve as ex officio voting members of the Council: University Vice President for Research, University Executive Director of Institutional Compliance, Chief Research Officer of each University Campus, University Chief Research Security Officer, Research Security Officer of each University Campus, Research Security Officer designated by the Vice President for the Institute of Public Service, University Vice President for National Labs, University Chief Information Officer, University Enterprise Risk Officer, and Chair of University Faculty Council.

Section 2.2 Non-Voting Members. The following individuals shall serve as advisory, non-voting members of the Council: University Policy Director, University Director of Privacy, and a member of the University Office of General Counsel.

Section 2.3 Officers. The Council shall have two Co-Chairs and a Secretary, who shall serve as the officers of the Council. As provided in BT0033, the University Associate Vice President for Research and the University Executive Director of Institutional Compliance shall serve, ex-officio, as the Co-Chairs. The Secretary shall be appointed by the Co-Chairs. The Secretary may be an individual who is not a member of the Council.

Section 2.4 Chair Pro Tem for a Meeting. In the absence of both Co-Chairs from a meeting of the Council, the Council shall designate a voting member of the Council to serve as Chair Pro Tem for the meeting.

Section 2.5 Duties of the Officers. The Co-Chairs shall preside when present at meetings of the Council. The Co-Chairs shall be the spokespersons for the Council and shall perform such other duties as may be prescribed by these Bylaws, by the parliamentary authority designated in Article V of these Bylaws, or as otherwise prescribed by the Council. The Co-Chairs shall have authority to sign any document for the purpose of attesting to action of the Council. The Secretary shall (i) attend all meetings of the Council; (ii) maintain a current set of the Bylaws and a record of all Bylaw amendments; and (iii) maintain records pertaining to the business of the Council.

ARTICLE III

Meetings of the Council

Section 3.1 Regular Meetings. The Council shall hold regular meetings at least twice monthly for the first six months following the Council's first meeting on a day or days determined by the Council. Following the first six months of the Council's meetings, the

Council shall meet at the frequency and on the days determined by the Council; however, the frequency shall be no less than quarterly.

Section 3.2 Special Meetings. Special meetings of the Council may be called by either Co-Chair, or upon the written request of three (3) or more voting members of the Council. At least five (5) days' notice of the special meeting shall be given to all members, except in the case of exigent circumstances in which case a special meeting may be called as soon as a quorum of the Council is available after notice is given to all members. The call for every special meeting shall state the business to be considered. The Council has authority to transact at any special meeting any business it is authorized to transact at regular meetings as long as the item is stated in the call of the special meeting.

Section 3.3 Location of Meetings. Regular and special meetings may be held at any location in the State of Tennessee. Regular and special meetings may also be held electronically utilizing a platform which allows members to simultaneously hear each other and speak to each other during the meeting.

Section 3.4 Notice of Meetings. Notice of meetings shall be delivered to members by postal mail, courier, electronic mail, electronic calendar invitation, or facsimile transmission. If written notice is not feasible, by reason of urgency or other exigent circumstance, notice may be given by telephone. Notice of each meeting of the Council shall also be given to the University President, the University General Counsel, the University Chief Audit and Compliance Officer, and the University Vice President for Academic Affairs, Research and Student Success.

Section 3.5 Quorum. Nine (9) voting members of the Council shall constitute a quorum. In the absence of a quorum, those present may adjourn the meeting until a quorum is present.

Section 3.6 Action of the Council. The action of a majority of the quorum of voting members present at any meeting shall be the action of the Council, except as otherwise provided in these Bylaws, University policy, or statute.

Section 3.7 Minutes. The Secretary shall prepare and maintain minutes of all meetings of the Council.

ARTICLE IV Committees

Section 4.1 Committees. Upon the recommendation of either Co-Chair, the Council may appoint special committees for specific assignments and appoint the committee chair. Individuals who are not members of the Council but have special knowledge and experience directly related to the committee's assignments may be appointed as members of a special committee as long as at least one member of the committee is a voting member of the Council.

Section 4.2 Committee Actions. The work of a special committee shall be provided to the Council for consideration and formal action.

**ARTICLE V
Parliamentary Authority**

Section 5.1 Governing Rules. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern meetings of Council and committees of the Council to the extent applicable and consistent with these Bylaws and any special rules of order, standing rules, or policies adopted by the Council.

**ARTICLE VI
Adoption, Amendment, and Repeal of Bylaws**

Section 6.1 Vote Required and Effect of Adoption. These Bylaws shall be effective upon adoption by an affirmative two-thirds (2/3) vote of the total voting membership of the Council.

Section 6.2 Amendment or Repeal of Bylaws. The Council may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing Bylaws at any regular or special meeting by an affirmative two-thirds (2/3) vote of the total voting membership of the Council. Without the necessity of an amendment, the Secretary is authorized to make revisions to the Bylaws to: (i) correct grammatical, format, and other technical errors or (ii) update statutory and policy citations.

History:

Adopted	1/17/25
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Sarah T. Pruett, PhD

Co-Chair



Co-Chair