

EXHIBIT B

Faculty By-Laws

Article I: Membership

Section 1.01 The Faculty shall consist of the President, Professors, Associate Professors, Assistant Professors, Instructors, Senior Lecturers, Lecturers, Visiting Faculty of All Ranks, Academic Deans (hereafter referred to as "Deans"), and other administrative officers with Faculty rank, as appointed by the Board of Trustees, who are in the full-time employ of the University.

Section 1.02 The President shall be Chair of the Faculty or, in the absence of the President, the Vice President for Academic Affairs shall be Chair of the Faculty.

Section 1.03 Administrative officers without Faculty rank may attend all meetings of the Faculty except executive sessions, but are not eligible to vote nor hold membership on standing committees except as hereinafter specified.

Article II: Powers of the Faculty

Section 2.01 The Faculty shall prescribe, subject to the University Charter and approval of the Board of Trustees, requirements for graduate and undergraduate admissions, graduate and undergraduate courses of instruction, graduate and undergraduate conditions of graduation, the degrees conferred, and rules and methods of conducting the educational work of the University.

Section 2.02 The Faculty shall be informed by the President, or other designated officers of the administration, of important developments affecting the University, including proposed capital expenditures and annual budgets.

Section 2.03 The Faculty shall recommend to the Nominations, Trustees, and Honorary Degree Committee of the Board of Trustees candidates for honorary degrees and shall designate the recipients of fellowships, scholarships, prizes and awards.

Section 2.04 Subject to the primary authority of the President, the Faculty may participate with designated officers of the administration in matters of student discipline through the committee structure hereafter defined.