

The Constitution of the University of Austin

We the Founders of the University of Austin (hereinafter, “UATX”), in order to establish an institution of higher learning that champions the pursuit of truth, scientific inquiry, freedom of conscience, and civil discourse, and that is independent of government, party, religious denomination and business interest in all matters, do ordain and establish this Constitution of UATX.

Article I. The Board of Trustees

Section 1. All control over and management of the affairs and funds of UATX shall be vested in the Board of Trustees (hereinafter, “the Trustees”), which may do all such lawful acts that are not prohibited by law, the Certificate of Formation, or the Bylaws, and which shall consist of at least eight and at most twenty persons.

Section 2. Each Trustee shall serve for a term of seven years, with no Trustee serving more than two consecutive terms. Trustees must take at least a one-year sabbatical after a second term before serving a third term.

Section 3. A new Trustee shall be elected by at least three-quarters of the existing Trustees. A new Trustee shall have the option to serve only for an initial three-year term.

Section 4. The Trustees shall meet at least quarterly. At each meeting the President of UATX shall report to the Trustees on the state of UATX.

Section 5. The Chancellor shall preside over major University events; provide advice, guidance, and support to the University; serve as an ambassador for the University at local, national, and international events; and undertake fundraising and advocacy work to fulfill the University’s mission. The Trustees shall be responsible for appointing the Chancellor and determining the Chancellor’s compensation. The election and removal of the Chancellor shall be by at least two thirds of the Trustees. The Chancellor shall report to the Trustees and serve a term as determined by the Trustees but in no event less than three years. The Trustees may choose to reappoint the Chancellor for further terms, including for a period shorter than three years, at their discretion. All executive power, including matters of policy and decision-making, shall be vested in the President as specified under Art. II. The Chancellor shall defer to the President on all such matters.

Section 6. The Trustees shall be responsible for appointing the President and determining the President’s compensation. The election of the President shall be by at least two thirds of the Trustees.

Section 7. A discretionary decision of the President may be reversed by an affirmative vote of a simple majority of the Trustees.

Section 8. The Trustees may dismiss the Chancellor or President if at least two thirds of the Trustees vote to do so. A vote to dismiss must be preceded by a formal warning at the quarterly meeting prior to the vote. However, in exceptional circumstances, the Trustees may vote by a two-thirds majority for the immediate suspension of the President.

Section 9. A meeting of the Trustees shall not be considered to have a quorum if fewer than three quarters of Trustees are in attendance.

Section 10. A Trustee may be removed by majority vote of the Trustees in the following circumstances: chronic incapacity, persistent failure to attend meetings, or misconduct, such as being convicted of a crime.

Section 11. The Trustees shall at least every five years commission an external and independent review of UATX.

Article II. The President and Officers

Section 1. All executive powers over UATX herein granted shall be vested in a President.

Section 2. The President shall, subject to the oversight by the Trustees, have ultimate responsibility for the management of UATX, including the employment of all staff, including the Deans of the Centers (hereinafter, “the Deans”) and the Directors of the Institutes (hereinafter, “the Directors”).

Section 3. Operational policies, internal procedures, and academic rules not expressly codified in this Constitution or reserved for the Trustees shall be governed by rules or decisions promulgated by the President or relevant officer.

Section 4. The President shall appoint as a deputy a Provost, who shall be the Chief Academic Officer.

Section 5. The President, having considered the advice of the Provost, shall make all appointments and promotions of teaching staff, including the Deans.

Section 6. Before he or she enters on the Execution of the Office, the President shall take the following Oath or Affirmation: “I do solemnly swear (or affirm) that I will faithfully execute the Office of President of the University of Austin, and will to the best of my ability, preserve, protect and defend the Constitution of the University of Austin.”

Section 7. The President shall be appointed to serve a term of up to six years (unless dismissed under Art. I, Sec. 8). The Trustees, by at least a two-thirds vote, may choose to reappoint a President for further terms, including for a period shorter than six years, at the Trustees’ discretion.

Section 8. The Provost shall be appointed to serve a term of up to six years. With the consent of the Trustees, expressed by majority vote, the President may remove the Provost before the end of such appointment or reappoint the Provost for further terms, including for a period shorter than six years, at the Board’s discretion.

Section 9. The Chief Financial Officer shall be responsible for the budget of UATX. The Chief Financial Officer shall present the annual budget to the Trustees, which shall require their approval by majority vote.

Section 10. Employees without a fixed term serve at the pleasure of the President. Employees serving with a fixed term are, in all cases, subject to the specific provisions of this Constitution and the employment agreement relating to such positions.

Section 11. The President shall promulgate rules to govern academic and disciplinary misconduct by students and faculty members. The President may appoint officials or designate internal bodies as needed to investigate allegations of misconduct, determine whether a violation occurred under a standard of evidence defined by rule, and impose sanctions subject to the authority and discretion of the

President. Any rules or decision made under these rules must comply with this Constitution as well as state and federal law. The President shall report all major institutional sanctions—suspension, expulsion, employment termination, or degree withholding—imposed under these misconduct rules to the Trustees within three business days of the sanction’s effective date.

Article III. The Deans and Councils

Section 1. The Deans shall be responsible for instruction at UATX.

Section 2. The Deans shall also be responsible for the recruitment and promotion of teaching staff, subject to the discretion of the President (per Art. II, Sec. 5).

Section 3. The Deans shall also be responsible for the admission of students.

Section 4. The Deans shall also be responsible for the examination of students.

Section 5. The Deans shall be responsible for making such regulations with regard to academic standards as they see fit, so long as these do not conflict with the Constitution.

Section 6. Each of the Deans shall report on academic matters to the Provost and on financial matters to the Chief Financial Officer.

Section 7. The Deans shall be appointed to serve terms of up to five years. Pursuant to Art. II, Sec. 5, the President may recommend to the Trustees to remove a Dean before the end of such appointment or reappoint a Dean for further terms, including for a period shorter than five years, at the President’s discretion.

Section 8. The Provost and Deans shall together constitute the Academic Standards Council, which shall have responsibility for the maintenance of academic standards at UATX.

Section 9. The President, Provost and Deans shall together constitute the Disciplinary Council, the President serving as chair of the Disciplinary Council, which may hear appeals from findings of misconduct against faculty members and students, pursuant to UATX’s misconduct rules and regulations.

Section 10. The Academic Standards Council and the Disciplinary Council shall submit annual reports to the Trustees.

Article IV. The Adjudicative Panel

Section 1. The judicial power of UATX shall be vested in seven persons (hereinafter, “the Adjudicative Panel” or “the Panel”).

Section 2. The members of the Adjudicative Panel (hereinafter, “the Panelists”) shall be appointed by the Trustees with the votes of at least three-quarters of the Trustees.

Section 3. The Panelists shall be appointed to serve terms of up to four years. The Trustees may choose to reappoint a Panelist for further terms.

Section 4. The Panelists shall not be employees of UATX.

Section 5. Proceedings, deliberations, decisions, and records of the Adjudicative Panel are confidential and may not be disclosed except as permitted by state and federal law, and by the Procedures of the Adjudicative Panel, as adopted by the Trustees.

Section 6. Any faculty member or student may submit a written petition requesting the Panel to review a decision by UATX in accordance with the Adjudicative Panel's rules of procedure and this Constitution. The Panel may grant review where a petitioner has received a major institutional sanction—defined as suspension, expulsion, termination of employment, or withholding of a degree—imposed in violation of the Bill of Rights. The Panel may also grant review where a petitioner challenges an official rule or regulation on the grounds that it violates the Bill of Rights, provided the petitioner has suffered a non-speculative injury that is traceable to the challenged rule or regulation. UATX shall have seven business days to respond to the petition. Within seven business days of receiving UATX's response, the Panel must issue a decision granting or denying review. Failure to act by the deadline shall result in an automatic denial. To grant review, four of the seven Panelists must vote in favor of hearing a petition. The Panel is under no obligation to explain its reasons for declining a petition and may dismiss a petition at its sole discretion at any time, including after granting review.

Section 7. When it elects to hear a case, the Adjudicative Panel shall review the merits of the case and shall confer in person, locally or virtually, before rendering a decision. The petitioner has the burden of establishing their claim by clear and convincing evidence, meaning evidence sufficient to produce in the mind of the majority of the Panelists a firm belief or conviction as to the truth of the allegations. The Panelists shall give deference to the factual findings of internal decisionmakers but shall independently assess constitutional claims arising under the Bill of Rights. The Panelists may hear oral argument or decide the case based on the written submissions alone. The parties must receive written notice of oral argument at least five business days before the scheduled date. The Panel may reschedule oral argument at the request of a party or on its own initiative. The Panel shall issue a decision within 30 business days of granting review of a case. The Chair shall select one Panelist in the majority to draft the final opinion and that opinion shall be binding.

Section 8. In any case where the Adjudicative Panel elects to review a major institutional sanction stemming from a finding that the petitioner committed sexual assault, sexual harassment, dating violence, or stalking under UATX's rules and regulations governing sexual misconduct, the student or employee who was the target of the alleged misconduct that gave rise to the sanction shall have the right to participate in the proceeding, if they so choose. Participation shall include receiving all written communications to the parties, access to all materials provided to the Panel, the opportunity to submit a written statement, and the ability to participate in any oral argument. UATX shall notify the impacted individual upon receiving notice of the original submission of the petition. The Panel and the parties shall take all reasonable steps to protect the privacy and safety of the parties involved, including reporting any concerns of retaliation to the President for appropriate action.

Section 9. The Adjudicative Panel may issue only prospective injunctive relief. The Adjudicative Panel may recommend disciplinary action to the President in cases where an unconstitutional action is found to have taken place, but the ultimate decisions on any sanctions or punishments shall be taken by the President.

Section 10. The Adjudicative Panel shall submit an annual report to the Trustees.

Section 11. A Panelist may be removed by majority vote of the Trustees in the circumstances described in Art. I, Sec. 10.

Article V. The Institutes

Section 1. Whereas the Centers shall be the sole providers of instruction at UATX, there may also be Institutes engaged in research and the dissemination of ideas by other means.

Section 2. The Institutes shall be responsible for raising their own funding.

Section 3. Each Institute shall have a Director.

Section 4. The Directors shall be appointed to serve terms of up to four years. Pursuant to Art. II, Sec. 5, the President may recommend to the Trustees to remove a Director before the end of such appointment or choose to reappoint a Director for further terms, including for a period shorter than four years, at the President's discretion.

Section 5. Each of the Directors shall report on academic matters to the Provost and on financial matters to the Chief Financial Officer.

Article VI. The Bill of Rights

Section 1. UATX shall not require or favor affiliation with any political or religious organization.

Section 2. All decisions regarding admissions at UATX shall be made on the basis of demonstrated academic capability and/or capacity for creativity or leadership. Due weight shall be given to standardized tests, performance in public examinations, and other empirical measures of aptitude. All decisions regarding graduation from UATX shall be made on the basis of academic achievement and demonstrated capacity for creativity or leadership. At the margin, admissions decisions may take into account individual circumstances, and the contributions that individuals may make to the class as a whole. But admission and graduation decisions shall be made strictly without regard to race, gender, sexual orientation, political affiliation, religious faith, or any other legally protected characteristic.

Section 3. All decisions about hiring and promoting faculty at UATX shall be made entirely on the basis of the quality of scholarship, teaching, service, and contribution to the university community, and strictly without regard to race, gender, sexual orientation, political affiliation, religious faith, or any other legally protected characteristic.

Section 4. No student or faculty member shall be suspended, expelled, terminated from employment, or have a degree withheld for academic or behavioral misconduct without being provided notice of the charges against them, a meaningful opportunity to respond in writing, and a prompt decision under UATX's disciplinary process. This protection does not apply to the removal of the Chancellor or President under Article I, Section 8; where a contract or law specifically provides for a different process or outcome; to the reassignment or removal of administrative duties; to temporary measures taken to protect physical safety while the disciplinary process is ongoing; or to employment actions due to financial exigency, institutional reorganization, or a reduction in force.

Section 5. Neither UATX nor any of its Centers or Institutes shall express opinions on religious, political, or social issues, modify its corporate activities to foster political or social change, or take collective action, except insofar as these activities are directly in the service of its mission.

Section 6. The Trustees, President, Provost, Deans, academic staff, and administrative staff may advocate positions on religious, political, or social issues in their capacity as private individuals but not in their official capacities as representatives of UATX.

Section 7. UATX aspires to intellectual pluralism. Students are free to form voluntary associations or societies and these associations are free to invite such outside speakers as they wish, so long as it is made clear that the invitation comes from the association and not the university. Students may peacefully protest an event held on UATX premises, but they may not prevent or substantially disrupt the proceedings.

Section 8. Academic and administrative staff at UATX may not use their authority or their control over measures of academic achievement such as grades or letters of recommendation to exert pressure on students for reasons unrelated to their studies, such as to adopt any particular position on religious, political, or social issues.

Section 9. All employees and students of UATX are free to express criticisms of the Constitution and Mission Statement of UATX for purposes of debate, clarification, and instruction.

Section 10. Notwithstanding Art. VI, Sec. 9, the Trustees, President, Provost, Deans, academic and administrative staff of UATX must respect and support the Constitutional order that enables the University to fulfill its purpose. They have a positive obligation to model and teach intellectual humility, civil discourse, and open inquiry.

Article VII. Amendments

Section 1. This Constitution may be amended only with at least a three-quarters vote of the Trustees.

Section 2. All Trustees, employees and students are at liberty to propose Constitutional amendments to the Trustees.