

# THE BIG TWELVE CONFERENCE, INC.

## BYLAWS

### SECTION 1.1

#### OFFICES

- 1.1 **Offices.** The Principal Office of The Big Twelve Conference, Inc. in the State of Texas is 400 East John Carpenter Freeway, Irving, Texas, 75062. The Conference (as defined below) may have such other offices as the business of the Conference may require from time to time.

### SECTION 1.2

#### MEMBERSHIP

- 1.2.1 Name. The name of the organization shall be The Big Twelve Conference, Inc. (the “Conference”).

- 1.2.2 **Membership.** The members of the Conference are:

Baylor University	University of Nebraska-Lincoln
University of Colorado at Boulder	University of Oklahoma
Iowa State University	Oklahoma State University
University of Kansas	University of Texas at Austin
Kansas State University	Texas A&M University
University of Missouri-Columbia	Texas Tech University

- 1.2.3 **Qualification.** Membership in the Conference is limited to colleges or universities that support the purposes of the Conference and meet the qualifications set forth in Article 7 of the Certificate of Incorporation, these Bylaws, and the Rules (as defined below). A vote of seventy-five percent (75%) or more of the Directors then in office is necessary for the election of a new Member to the Conference.

- 1.2.4 **Suspension of Membership.** During any period in which a Member Institution shall be in default in the payment of any annual dues levied by the Conference or any obligation of contribution pursuant to Section 4 herein, the voting rights and privileges of membership in the Conference may be suspended by a vote of seventy-five percent (75%) or more of the Board of Directors then in office. Such rights of a Member may also be suspended for violation of these Bylaws or the rules and regulations established from time to time by the Board of Directors which govern the Conference (the “Rules”), by a vote of seventy-five percent (75%) or more of the Board of Directors then in office who are not representatives of such Member.

### SECTION 1.3

#### MISSION AND INSTITUTIONAL RESPONSIBILITY

- 1.3.1 **Mission.** The mission of the Conference is to:

- 1.3.1.1 Advance standards of scholarship, sportsmanship and equity consistent with the highest ideals of Conference membership.

- 1.3.1.2 Support the development of national-championship caliber intercollegiate athletic programs.

- 1.3.1.3 Organize, promote and administer intercollegiate athletics among its member institutions.

- 1.3.1.4 Optimize revenues and provide supporting services compatible with both academic and competitive excellence.

- 1.3.1.5 Encourage collaboration in areas beyond athletics that builds good-will between institutions and promotes the overall missions of the universities.

- 1.3.2 **Institutional Control and Responsibility.** Only institutions having institutional control of athletics shall be members of this Conference. Institutional control is considered to be exercised at a Member Institution whenever authority is vested in the chief executive officer of such institution.

1.3.3 **Certification and Conference Compliance.**

1.3.3.1 **NCAA Athletics Certification.** The role of the Conference staff in institutional athletics certification shall be defined by the Member Institutions. The Commissioner is encouraged to participate in the Member Institutions’ athletics certification process through a range of activities as set forth in the Division I Athletics Certification Handbook. In addition, the Commissioner shall, if requested by the NCAA peer-review team and a Member Institution, describe the Conference’s role in compliance and the results of any compliance reviews conducted by the Conference.

1.3.3.2 **Conference Compliance.** In the conduct of their athletics programs, the Member Institutions of the Conference are fully committed to compliance with the rules and regulations of the National Collegiate Athletic Association (“NCAA”) and the Conference. Each Member Institution accepts the primary responsibility for the administration of rules and regulations, for investigating known or alleged violations at that institution, and for taking prompt and effective corrective actions where violations have occurred. To assist the Member Institutions in their efforts to administer and enforce rules and regulations, the Conference, through its Commissioner, shall provide on a regular basis, information and instructions to institutional personnel, and shall maintain a clearly defined procedure for investigating departures from the NCAA rules by Member Institutions.

1.3.3.3 **Compliance Reviews.** To further assist each institution in maintaining institutional control, the Conference, in cooperation with an outside firm, shall review each institutional compliance program at least once every four years. The specific procedures for the review shall be developed by the Conference.

1.3.4 **Sponsorship of Intercollegiate Sports.** As an obligation of membership in the Conference, each Member Institution shall meet NCAA Division I Football Bowl Subdivision membership requirements, which includes sponsoring a minimum of 16 varsity sports, with the minimum of six varsity sports for men and a minimum of eight varsity sports for women. Further, a Member Institution must sponsor a minimum of six (6) men’s sports and six (6) women’s sports from the list below. The required men’s sports shall be football and basketball; of the required women’s sports, one (1) shall be basketball and one (1) shall be volleyball or soccer. Institutions that currently sponsor either volleyball or soccer may not drop these sports. Conference rules shall apply to those sports in which the Conference sponsors a championship (regular season or postseason).

The following sports are sponsored by ten (10) or more Member Institutions:

<u>Men</u>	<u>Women</u>
Cross Country (12)	Cross Country (12)
Football (12)	Volleyball (11)
Indoor Track & Field (12)	Soccer (11)
Basketball (12)	Indoor Track & Field (12)
Golf (12)	Basketball (12)
Baseball (10)	Tennis (12)
Outdoor Track & Field (12)	Golf (12)
	Softball (10)
	Outdoor Track & Field (12)

1.3.4.1 **Conference Championship Sports Requirements.** In order for the Big 12 Conference to host a championship, that sport must include six institutions that satisfy “continuity of membership.” In order to meet the “continuity-of-membership” requirement, a minimum of six institutions that sponsor the sport on a varsity intercollegiate basis must conduct conference competition together in Division I. Additionally, the NCAA must conduct a championship in the sport. (Note: The sports of wrestling, women’s gymnastics and men’s swimming are “grandfathered” and retain championship status pending further review.)

1.3.4.2 **Notification Provision.** In order for the Big 12 Conference to successfully manage its sponsored sports, Member Institutions must maintain a minimum number of sports according to the Conference’s sponsorship requirements. If a Member Institution chooses to discontinue a Conference-sponsored sport, confidential notification at the onset of the process must be provided to the Commissioner.

## **SECTION 1.4**

### **MEMBERS**

- 1.4.1 **Annual Meetings.** Annual Meetings of the Members for the purpose of electing Directors, considering reports of the affairs of the Conference, and for the transaction of such other business as may come before the meeting shall be held in May or June of each year, upon a date and time determined by the Board of Directors. If the day fixed for the Annual Meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated for an Annual Meeting, or at any adjournment thereof, the Chair of the Board shall cause the election to be held at a Special Meeting of the Members as soon thereafter as it conveniently may be held.
- 1.4.2 **Special Meetings.** Special Meetings of the Members, for any purpose whatsoever, may be called at any time by the Chair of the Board, the Executive Committee of the Board of Directors, or by not less than forty percent (40%) of all the Members entitled to vote on the business to be transacted at such meeting. Business transacted at all Special Meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.
- 1.4.3 **Place of Meeting.** Annual and Special Meetings of the Members shall be held at such place as is designated by the Board of Directors. In the event a Special Meeting is called by the Members, they may designate the place for the holding of such meeting. If no designation is made, or if a Special Meeting be otherwise called, the place of meeting shall be the Principal Office of the Conference.
- 1.4.4 **Notice of Meetings.** Written or printed notice, as required by statute, stating the place, day and hour of the meeting and, in the case of a Special Meeting, or as otherwise required by statute, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally or by overnight mail, mail, electronic mail, or by facsimile or at the direction of the Chair of the Board, the Secretary, or the Officer or persons calling the meeting, to each Member entitled to vote at such meeting and each other Member entitled to notice of the meeting. If mailed or overnight mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the Member at such Member's address as it appears in the Rules, or as given by the Member to the Conference for purposes of notice, with postage thereon prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be delivered when the facsimile is received.
- 1.4.5 **Conduct of Meeting.** Subject to the last sentence of this paragraph, the Chair of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order, safety, limitations on the time allotted to the questions or comments on the affairs of the Conference, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the voting polls. At any time at the beginning of or during a meeting, however, a Member may demand on the record of such meeting that Robert's Rules of Order be followed with respect to any subsequent action at such meeting with respect to a specific issue specified in such demand.
- 1.4.6 **Quorum.** Seventy-five percent (75%) or more of the Members of the Conference, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Members; provided, that if less than a quorum is represented at said meeting, a majority of the Members so represented may adjourn the meeting, from time to time without further notice, to a date not longer than ninety (90) days from the date originally set for such meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum; provided that any matter considered must be approved by the vote of a majority of all Members of the Conference. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at a meeting as originally called. In the event that at any meeting a quorum exists for the transaction of some business but does not exist for the transaction of other business, the business as to which a quorum is present may be transacted. The individual votes of Members on any matter shall

not be divulged by the Conference or any other Member in press announcements, unless such Member expressly consents in advance to such disclosure.

- 1.4.7 **Proxies.** At all meetings of Members, a Member may vote either in person or by proxy executed by such Member. Such proxy shall be in writing and filed with the Secretary of the Conference before or at the time of the meeting. No proxy shall be valid after three (3) years from the date of its execution, unless otherwise provided in the proxy.
- 1.4.8 **Voting.** Except as otherwise provided in these Bylaws, each Member shall be entitled to one (1) vote in all matters to be voted on by the Members; provided, however, that in all elections of Directors, each Member agrees to vote in favor of the nominees to the Board of Directors of the Conference selected by each other Member, which nominee shall be the Chief Executive Officer of each Member Institution (President or Chancellor). At all meetings of Members, except where the vote of more than a majority of the Members entitled to vote is required by The General Corporation Law of Delaware, the Restated Certificate of Incorporation or by these Bylaws or the Rules, the vote of a majority of the Members entitled to vote shall be required for the approval of any matter before the Members. Except as otherwise requested by a Member, the vote of individual Members of the Conference on any matter shall not be recorded in the minutes of the Members for such meeting.

## **SECTION 1.5** **DIRECTORS**

- 1.5.1 **General Powers.** Subject to any limitations of these Bylaws, of the Restated Certificate of Incorporation, and of The General Corporation Law of Delaware as to actions that shall be authorized or approved by the Members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Conference shall be managed by the Board of Directors.
- 1.5.2 **Powers Reserved to the Board of Directors and Vote Required.**
- (a) The following actions may be taken only if approved by the affirmative vote of a majority of the Directors then in office:
- (1) Development and revision of long-range plans for the Conference;
  - (2) Approval of any contract of the Conference that can be expected to involve more than ten percent (10%) of the income or expenditures for the Conference for a fiscal year;
  - (3) Hiring, termination, and the employment (including approval of the terms of any employment agreement) of the Commissioner of the Conference;
  - (4) Approval of the operating budget of the Conference for each fiscal year;
  - (5) Initiation or settlement of any litigation involving the Conference;
  - (6) Selection and discharge of the accounting and law firms for the Conference; and
  - (7) Selection of the location of the headquarters of the Conference, including the location of the real estate and approval of real estate leases.
- (b) The following actions may be taken only if approved by the affirmative vote of seventy-five percent (75%) or more of the Directors then in office:
- (1) Amendment or modifications to these Bylaws;
  - (2) Election of new member institutions to the Conference or suspension, expulsion or probation of current Member Institutions;
  - (3) Amendments or modifications to the role and authority of the Board of Directors and the Advisory Committees;
  - (4) Approval of contracts for the provision of teams to bowl games in intercollegiate football; and
  - (5) Approval of the policies and procedures relating to the revenue distribution to the Member Institutions.

- 1.5.3 **Number, Election and Term.** The number of Directors of the Conference shall equal the number of Member Institutions in the Conference, consisting of one (1) representative for each Member Institution, who shall be the Chief Executive Officer (President or Chancellor) of each Member Institution. Annually, each Member Institution shall certify to the Conference the name of its Chief Executive Officer (President or Chancellor) and such person shall be elected as a Director as provided in these Bylaws and shall hold office until his or her successor has been elected or appointed and has qualified. Because of the special relationship of the Directors to the Member Institutions, a Director may not be removed as long as the Director is the Chief Executive Officer (President or Chancellor) of a Member Institution.
- 1.5.4 **Vacancies.** In the case of any vacancy through death, disqualification, resignation or removal from office by a Member Institution of one or more of the Directors, the Member Institution(s) who nominated such Director(s) shall nominate a successor or successors (who shall be the Chief Executive Officer (President or Chancellor) of such Member Institution(s)) to fill the resulting vacancy or vacancies and such nominee(s) shall be elected to serve as a Director(s) by the Board of Directors and shall serve until his or her successor has been elected. Similarly, in the event the number of Directors is increased due to an increase in the number of Member Institutions, the additional Director(s) shall be nominated by such new Member Institution(s) (who shall be the Chief Executive Officers (Presidents or Chancellors) of such new Member Institution(s)) and such nominee(s) shall be elected to serve as a Director(s) by the Board of Directors and shall serve until his or her successor has been elected. Directors shall not act by proxy. In the event a Director will be absent from an Annual, Regular or Special Meeting of the Board of Directors and desires to designate a substitute "Director" to act in his or her stead at such meeting, the Director who will be absent will resign from the Board of Directors for such meeting and the substitute representative shall be elected to serve on the Board of Directors for purposes of such meeting only. For purposes of electing substitute representatives to serve on the Board of Directors for a particular meeting, the quorum requirements in Section 1.6.7 shall not apply, and instead fifty (50%) or more of the total number of Directors then in office shall constitute a quorum for such purpose only.
- 1.5.5 **Compensation.** Directors shall not receive compensation for their services. Absent express authorization, each Member Institution will pay the expenses of its Director with respect to matters of the Conference, including but not limited to attendance at meetings of the Board of Directors.

## **SECTION 1.6**

### **MEETINGS OF THE BOARD OF DIRECTORS**

- 1.6.1 **Annual Meetings.** At least one (1) Annual Meeting of the Board of Directors shall be held at such time and place as may be fixed by the Board of Directors; provided, however, such Annual Meeting shall be in May or June of each year.
- 1.6.2 **Regular Meetings.** Regular Meetings of the Board of Directors shall be held at such times as the Board of Directors may determine by resolution; provided, however, in addition to the Annual Meeting of the Board of Directors, there shall be at least one (1) Regular Meeting of the Board of Directors each year.
- 1.6.3 **Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the Chair of the Board, the Executive Committee, or forty percent (40%) of the Directors then in office upon written or printed notice served personally on each Director or by mail or facsimile to his or her address.
- 1.6.4 **Notice.** Except as otherwise provided in Section 1.6.12, notice of any meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally, by facsimile, overnight mail, electronic mail or mailed to each Director at his or her business address. If mailed or overnight mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be delivered when received. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to

be transacted at and the purpose of any Annual, Regular or Special Meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

- 1.6.5 **Place of Meeting.** Meetings of the Board of Directors shall be held at such place, within or without the State of Delaware, as shall be provided for in the resolution, notice, waiver of notice or call of such meeting, or if not otherwise designated, at the Principal Office of the Conference.
- 1.6.6 **Conduct of Meeting.** Subject to the last sentence of this paragraph, the Chair of the Board shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting. At any time at the beginning of or during a meeting, however, a Director may demand on the record of such meeting that Robert's Rules of Order be followed with respect to any subsequent action at such meeting with respect to a specific issue specified in such demand.
- 1.6.7 **Quorum.** Except as may be otherwise specifically provided by statute, by the Restated Certificate of Incorporation or by these Bylaws, seventy-five (75%) or more of the total number of Directors then in office shall constitute a quorum for the transaction of business; provided, however, that if less than seventy-five (75%) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Except as otherwise provided by Section 1.5.2(b), the vote of a majority of the Directors then in office shall be required for the approval of any matter before the Board of Directors. Except as otherwise requested by a Director, the vote of individual Directors of the Board of Directors on any matter shall not be recorded in the minutes of the Directors for such meeting. The individual votes of Directors on any matter shall not be divulged by the Conference or by any other Director in press announcements, unless such Director expressly consents in advance to such disclosure.
- 1.6.8 **Actions of the Board of Directors Without a Meeting.** Any action that is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action(s) so taken, are executed by all of the Directors. Such consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed under The General Corporation Law of Delaware. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.
- 1.6.9 **Participation.** Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or committee, by means of teleconference or similar communication equipment as long as all persons participating in the meeting can hear each person; participation in a meeting in this manner shall constitute presence in person at the meeting.
- 1.6.10 **Official Committees.** A majority of the Directors may authorize and designate, from time to time or on a regular basis, two or more Directors to constitute a committee and any such committee, subject to the provisions of Section 1.5.2, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors establishing such committee, shall have and may exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Conference.
- 1.6.11 **Advisory Committees; Standing Committees.**
- (a) At all times, the Conference shall have the following Advisory Committees: a Council of Institutional Faculty Athletics Representatives, a Board of Athletics Directors, and a Board of Senior Woman Administrators. In addition, the Standing Committees shall exist as specified in Section 5.4. The Board of Directors delegates to each such Advisory Committee and Standing Committee the powers and authority as set forth in the Rules and such other authority as may be expressly authorized in advance by the Board of Directors. Except as otherwise provided in the Rules, all actions of the Advisory Committees and the Standing Committees are subject to review by the Board of Directors. Each Advisory Committee and Standing Committee shall present annual reports to the Board of Directors or at such other times as the Board of Directors may request.

(b) A majority of the Directors may authorize and establish, from time to time or on a regular basis, such other standing or special committees as it may deem advisable to act as an advisory committee to the Board of Directors. The members, terms and authority of such committees shall be established by the Board of Directors and shall be set forth in the Rules or in the resolutions of the Board of Directors establishing such committees.

1.6.12 **Executive Committee.** At all times, the Conference shall have an Official Committee designated as the Executive Committee comprised of the Chair of the Board, the Secretary, the Treasurer and any Vice-Chair elected as an officer of the Conference. The Conference representative to the NCAA Division I Board of Directors shall also be a member of the Executive Committee. The Executive Committee shall (i) act as consultants to the Commissioner when so requested by the Commissioner or the Board, on such matters as the Commissioner would otherwise seek the counsel of the Chair of the Board or of the entire Board, if time allowed, and (ii) shall have full power and authority to act on behalf of the Board of Directors when expressly authorized in advance to do so by the Board; provided, however, that the Executive Committee shall not have the power in and of itself to take any of the actions expressly set forth in Section 1.5.2. The Executive Committee shall report at each Regular or Special Meeting of the Board of Directors such matters considered or actions taken by it since the last meeting of the Board of Directors. From time to time, the Executive Committee may, in its discretion, seek the counsel of the entire Board of Directors by distribution of materials relating thereto by facsimile or overnight delivery, requesting affirmative comment not earlier than the close of business on the second business day following delivery thereof and may call a special meeting relating thereto in accordance with Section 1.6.3 of these Bylaws.

## **SECTION 1.7**

### **OFFICERS**

- 1.7.1 **Number.** The Officers of the Conference shall consist of a Chair of the Board, a Commissioner, a Secretary, a Treasurer and a NCAA board representative. The Board of Directors may also elect one or more Vice-Chair, one or more Assistant Secretaries, one or more Assistant Treasurers, and one or more Subordinate Officers. Any two or more offices may be held by the same person. All Officers of the Conference, as between themselves and the Conference, shall have such authority and perform such duties in the management of the property and affairs of the Conference as may be provided in these Bylaws or as are established by resolution of the Board of Directors.
- 1.7.2 **Election and Term of Office.** The Officers of the Conference shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient. Each Officer shall hold office until his or her successor shall have been duly elected or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided; provided, however, no Member Institution is eligible to have its representative serve as Chair of the Board more than two (2) years within any six (6) year period.
- 1.7.3 **Vacancies.** If any office becomes vacant by reason of death, resignation, removal, disqualification or any other reason, or if any Officer of the Conference, in the judgment of the Board of Directors, is unable to perform the duties of his or her office for any reason, the Board of Directors may choose a successor to fill such vacancy or may delegate the duties of any such vacant office to any other Officer or to any Director of the Conference for the unexpired portion of the term.
- 1.7.4 **Removal.** Any Officer or agent, including Subordinate Officers, elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Conference would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Officer may resign at any time upon written notice to the Conference or Board of Directors.
- 1.7.5 **The Chair of the Board and Vice-Chair of the Board.** The Chair of the Board shall be a Director; he or she shall preside at meetings of the Board of Directors, the Members, the Executive Committee and the Executive Committee (as set forth in Section 5.3.6) and, subject to the direction and control of the Board of Directors, he or she shall direct the policy and management of the

Conference. He or she shall perform such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chair of the Board, the Vice-Chair or other member of the Board of Directors designated by the Chair may exercise all of the powers of the Chair.

- 1.7.6 **The Commissioner.** The Commissioner need not be a member of the Board of Directors and subject to the direction and under the supervision of the Board of Directors, shall be the Chief Executive Officer of the Conference and shall have general charge of the business, affairs and property of the Conference and control over its agents and employees, and shall do and perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws or by the Board of Directors. The Commissioner shall be responsible for the general supervision of the operations of the Conference and shall employ such support personnel as necessary and that are consistent with the Rules. The Commissioner shall serve as the principal enforcement officer of the Rules and shall conduct investigations of Members as provided in Section 7.2. The Commissioner shall have the responsibility for and is authorized to provide rulings and interpretations of the Rules. The Commissioner shall have the powers ordinarily given to the office of President in a for-profit corporation.
- 1.7.7 **The Associate or Assistant Commissioner.** At the request of the Commissioner or in the event of his or her absence, disability or refusal to act, the Associate or Assistant Commissioner(s) (or in the event there is more than one Associate or Assistant Commissioner, the Associate or Assistant Commissioners in the order of their seniority, election or designation) shall perform all the duties of the Commissioner and when so acting shall have all the powers of and be subject to all the restrictions upon the Commissioner. The Associate or Assistant Commissioners need not be members of the Board of Directors. Each Associate or Assistant Commissioner shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Commissioner or the Board of Directors.
- 1.7.8 **The Secretary.** The Secretary shall be a Director and shall: keep the minutes of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Secretary and such other duties as from time to time may be assigned to him or her by the Chair of the Board or by the Board of Directors. The Secretary shall serve as a member of the Executive Committee, as provided in Section 1.6.12.
- 1.7.9 **The Treasurer.** The Treasurer shall be a Director and shall: serve as the Chief Financial Officer of the Conference and shall have supervision of the funds, securities, receipts and disbursements of the Conference; cause all monies and other valuable effects of the Conference to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors; cause to be kept correct books of account, proper vouchers and other papers pertaining to the Conference's business at the accounting office of the Conference; render to the Board of Directors annually an audited account of the financial condition of the Conference; and perform any other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall serve as a member of the Executive Committee as provided in Section 1.6.12.
- 1.7.10 **The Assistant Secretary and Assistant Treasurer.** The Assistant Secretary and Assistant Treasurer(s) (or in the event there be more than one Assistant Secretary or Assistant Treasurer, in the order of their seniority, designation or election) need not be members of the Board of Directors and shall, upon request or in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Chair of the Board or the Board of Directors shall prescribe. At all times, the Commissioner shall serve as an Assistant Secretary and Assistant Treasurer of the Conference.
- 1.7.11 **Subordinate Officers.** The Board of Directors may appoint, from time to time, such other Officers as the business of the Conference may require, each of whom shall have authority and perform such duties as specified by the Board of Directors, and shall hold office until he or she resigns, is removed or is disqualified.
- 1.7.12 **Compensation.** The salaries or other compensation of the Officers shall be fixed from time to time by the Board of Directors; provided, however, that those Directors who are Officers shall not be entitled to receive compensation. The power to establish salaries of Officers, other than

the Commissioner, may be delegated by the Board of Directors to the Chair of the Board, the Commissioner, or a committee of the Board.

## **SECTION 1.8** **DUES**

- 1.8.1 **Purpose.** Annual dues may be required to be paid by each Member Institution as a condition to membership in the Conference to meet the expenses of the Conference and enable the Conference to operate as provided in these Bylaws, the Rules and the Restated Certificate of Incorporation.
- 1.8.2 **Establishing Annual Dues.** Annual dues of Member Institutions, if any, shall be established by a vote of the Board of Directors at the meeting at which the annual budget of the Conference is approved.

## **SECTION 1.9** **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

- 1.9.1 **Contracts, Deeds and Other Instruments.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any deed or other instrument in the name of and on behalf of the Conference, and such authority may be general or confined to specific instances.
- 1.9.2 **Loans.** No loans shall be contracted on behalf of the Conference and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.
- 1.9.3 **Checks, Drafts and Other Documents.** All checks, drafts and other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Conference, shall be signed by such Officer or Officers, agent or agents of the Conference and in such manner as shall from time to time be determined by the Board of Directors. Endorsement of instruments for deposit to the credit of the Conference in any of its duly authorized depositories may be made by rubber stamp of the Conference or in such other manner as the Board of Directors may from time to time determine.
- 1.9.4 **Deposits.** All funds of the Conference not otherwise employed shall be deposited from time to time to the credit of the Conference in such banks, trust companies or other depositories as the Board of Directors may select.

## **SECTION 1.10** **SEAL**

- 1.10 **Seal.** The Conference shall have a circular corporate seal which shall have inscribed around the circumference thereof the words "The Big Twelve Conference, Inc." and elsewhere thereon shall bear the words "Corporate Seal" and the word "Delaware." The corporate seal may be affixed by impression or may be distributed by facsimile.

## **SECTION 1.11** **WAIVER OF NOTICE**

- 1.11 **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, of the Restated Certificate of Incorporation or of The General Corporation Law of Delaware, waiver of such notice in writing, signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **SECTION 1.12** **FISCAL YEAR**

- 1.12 **Fiscal Year.** Except as from time to time otherwise provided by the Board of Directors, the fiscal year of the Conference shall extend from the first day of July to the last day of June of each year, both dates inclusive.

**SECTION 1.13**  
**AMENDMENTS**

- 1.13 **Amendments.** These Bylaws may be altered, amended or repealed and new Bylaws may be approved by the Board of Directors at any Annual, Regular or Special Meeting of the Board of Directors called for that purpose only by the vote of seventy-five percent (75%) of the members of the Board of Directors. The Board of Directors may adopt emergency Bylaws as provided by law.

**SECTION 1.14**  
**INCENTIVE PLANS**

- 1.14 **Incentive Plans.** In furtherance, and not in limitation, of the powers conferred by the laws of the State of Delaware, the Board of Directors, in its sole discretion, is authorized and empowered to establish bonus, pension, or other types of incentive or compensation plans for the employees, including Officers of the Conference, and to determine the persons to participate in any such plans and the amount of their respective participations; provided, however, that Directors and Directors who are Officers shall not be eligible for any incentive program or plan established pursuant to this Section 1.14.

**SECTION 1.15**  
**INDEMNITY POLICY**

- 1.15 **Indemnity Policy.** The Conference shall indemnify the Board of Directors, the Faculty Athletics Representatives, the Athletics Directors, Senior Woman Administrators and the Commissioner and the Conference staff, or any of them, against any costs (including attorneys' fees), expenses, judgments, fines, and other amounts reasonably incurred by such persons, or any of them in connection with any claim demand, suit, or proceeding, civil or criminal, arising out of and related to acts performed while such persons are serving in official capacities on behalf of the Conference (including but not limited to persons serving as officers or committee members) when the Conference would otherwise be permitted under applicable law to provide such indemnity for such claims.

**SECTION 1.16**  
**MISCELLANEOUS PROVISIONS**

- 1.16.1 **Books and Records.** The Conference shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Members and Board of Directors and of the Executive Committee or other Official Committees when exercising any of the powers of the Board of Directors. The books and records of the Conference may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.
- 1.16.2 **Inspection of Bylaws.** The Conference shall keep in its Principal Office the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by any Member Institution at all reasonable times during ordinary business hours.
- 1.16.3 **Mail.** Any notice or other document which is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid, submitted by electronic mail or overnight delivery.
- 1.16.4 **Execution of Documents.** A person who holds more than one office in the Conference may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one Officer.
- 1.16.5 **Annual Report.** An annual report to Member Institutions shall be required, and shall be sent to Member Institutions upon the completion of each fiscal year, stating the operations, prospects and finances of the Conference for such fiscal year and containing such other items as may be reasonably requested by the Board of Directors.

**SECTION 2**  
**REVENUE DISTRIBUTION POLICY**

- 2.1 **Revenue Distribution.** Except as provided in Section 7.5 herein, the revenue distribution policy for the Conference shall be as provided in this Section 2.
- 2.2 **Bowl Game Revenue.** All revenue from Member Institutions participating in football bowl games shall be divided equally among all Member Institutions, after predetermined expense allowances have been deducted. The formula set forth as Appendix V shall be used to calculate the predetermined expense allowances and is incorporated herein by reference as through fully set forth.
- 2.3 **Football Championship Event Revenue.** All net revenue pursuant to the Conference football championship game and related activities, including the fan fest (the “Football Championship”), will be divided equally among the Member Institutions. Each year, the Conference will establish a budget approved by the Athletics Directors for the Football Championship; the budget will include, among other items, expenses for the participating Member Institutions.
- 2.4 **Football and Basketball Gate Revenue.** There will be no Conference settlement of football and basketball gate revenue; provided, however, Member Institutions may opt to exchange or share gate revenue pursuant to intra-institutional agreements.
- 2.5 **Football Television Revenue.** The revenue from Conference television agreements for regular season football games shall be divided according to the following formula:
- 2.5.1 **Participation Fee Pool.** An amount equal to one-half of all regular season football television revenue shall be placed into a pool for each participant (the “Participation Fee Pool”). The Participation Fee Pool shall be divided equally among all Member Institutions.
- 2.5.2 **Appearance Fee Pool.** An amount equal to one-half of all regular season football revenue (i.e., the other one-half) shall be placed into a pool to be distributed on the basis of units earned by each Member Institution for television appearances (the “Appearance Fee Pool”).
- 2.5.2.1 **National Over the Air.** Forty-eight percent (48%) of the value of the Appearance Fee Pool shall be distributed for appearances on National Over the Air carriers (i.e., ABC, CBS, and NBC) and an institution shall earn two units for each non-conference home or away appearance. In the event the number of total units earned under this portion of the Appearance Fee Pool is less than thirty-six (36), it shall be divided by thirty-six and the value of the remaining units will be distributed equally among the Member Institutions.
- 2.5.2.2 **National Cable and Syndication.** Fifty-two percent (52%) of the value of the Appearance Fee Pool will be distributed for appearances on Fox Sports Net, Fox Syndication or other national cable (e.g., TBS, ESPN, ESPN2) provided that the broadcast is distributed live in a minimum of 42 million households and an institution shall earn two units for each non-conference home or away appearance. In the event the total number of units earned under this portion of the Appearance Fee Pool is less than fifty (50), the value of the Cable or Syndication portion of the Appearance Fee Pool shall be divided by fifty (50) and the value of the remaining units will be distributed equally among the Member Institutions.
- 2.6 **Basketball Television Revenue.** Each year, revenue from televised Conference basketball Appearance games pursuant to a television agreement entered into by the Conference will be divided equally among all Member Institutions. Revenue from non-conference games televised as part of the Big 12 package will be distributed pursuant to assigned unit values.
- 2.7 **Conference Basketball Tournament Revenue.** Net revenue from Conference basketball tournaments (men’s and women’s) will be divided equally among all Member Institutions.
- 2.8 **NCAA Basketball Tournament Revenue.** Revenue from the NCAA basketball tournament (per the NCAA six-year roll-over formula) will be divided and a Member Institution will retain the value of the units earned in their most recent year based on NCAA unit values during that same year. The revenue from units earned by all Member Institutions in the five previous years is pooled and divided equally among all Member Institutions. Each Member Institution will be responsible for its own expenses in connection with the NCAA basketball tournament; there is no provision for an additional Conference supplemented expense allowance.

- 2.9 **Miscellaneous Revenue.** Any revenue from miscellaneous sources earned by the Conference (e.g., licensing, merchandising, sponsorships, interest income, etc.) or unassigned revenue earned by the Conference (e.g., unappropriated television Appearance Fees, remaining expenses from lighting allocation, etc.) will be divided equally among all Member Institutions. Each Member Institution that participates in the preseason and postseason NIT, as well as preseason football games (e.g., Kickoff Classic) is individually responsible for the cost of and revenue from participation in such events.

### **SECTION 3** **DURATION**

- 3.1 **Membership.** Each Member Institution shall remain a member of the Conference until July 1, 2006 (the “Current Term”) and during any Additional Term (as defined below). Unless a Member Institution gives written notice that it will withdraw from the Conference at the end of the Current Term or the then-current Additional Term to all other Member Institutions and the Conference (a “Notice”) not less than two (2) years before the end of the Current Term or the then-current Additional Term, as the case may be, each Member Institution shall remain a member of the Conference for an additional five-year period after the end of the Current Term or the then-current Additional Term, as the case may be (each, an “Additional Term”) unless such member is a Breaching Member. Each Member Institution agrees that in the event such Member desires to withdraw from the Conference, that it will in good faith give Notice not less than two (2) years before the end of the Current Term or any Additional Term, as the case may be. No Member Institution shall be entitled to distribution of the then-current revenues from the Conference after the effective date of its withdrawal, resignation, or the cessation of its participation in the Conference (the “Effective Date”).
- 3.2 **Effect of Giving Notice.** If a Member Institution gives proper Notice pursuant to Section 3.1 (a “Withdrawing Member”), then the Members agree that such withdrawal would cause financial hardship to the remaining Member Institutions of the Conference, and that the financial consequences cannot be measured or estimated with certainty at this time. Therefore, in recognition of the obligations and responsibilities of each Member Institution to all other Member Institutions of the Conference, each Member Institution agrees that the amount of revenue that would have been otherwise distributable to a Withdrawing Member pursuant to Section 2 herein for the final two (2) years of the Current Term or the then-current Additional Term, as the case may be, shall be reduced by fifty percent (50%), with the remainder to be distributed to the other Member Institutions who are not Withdrawing Members or Breaching Members (as defined below) as additional Conference revenues in accordance with Section 2 herein. The Member Institutions agree that such reduction in the amount of revenues distributed to a Withdrawing Member is reasonable and shall be in the form of liquidated damages and not be construed as a penalty.
- 3.3 **Effect of Withdrawal From Conference Other Than by Giving Proper Notice.** If, other than by giving a proper Notice pursuant to Section 3.1, a Member Institution (a “Breaching Member”) withdraws, resigns, or otherwise ceases to participate as a full Member Institution in full compliance with these Rules, or gives notice or otherwise states its intent to so withdraw, resign, or cease to participate in the future (a “Breach”), then the Member Institutions agree that such Breach would cause financial hardship to the remaining Member Institutions of the Conference, and that the financial consequences cannot be measured or estimated with certainty at this time. Therefore, in recognition of the obligations and responsibilities of each Member Institution to all other Member Institutions of the Conference, each Member Institution agrees that after such Breach, the amount of Conference revenue that would otherwise have been distributed or distributable to the Breaching Member during the two (2) years prior to the end of the Current Term or the then-current Additional Term, as the case may be, shall be reduced by an amount that equals the sum of the aggregate of such revenues times the following percentages (such sum being the “Aggregate Reduction”); if Notice is received less than two years but on or before eighteen months prior to the Effective Date, 70%; if Notice is received less than eighteen months but on or before twelve months prior to the Effective Date, 80%; if Notice is received less than twelve months but on or before six months prior to the Effective Date, 90%; or if Notice is received less than six months prior to the Effective Date, 100%.

After such Breach, none of the revenues that otherwise would be distributable to a Breaching Member shall be paid to the Breaching Member until the aggregate amount so withheld (the "Withheld Amounts") equals the Aggregate Reduction; thereafter, all revenues that would otherwise have been distributable to the Breaching Member shall be so distributed. If the Withheld Amounts are less than the Aggregate Reduction, then the Member Institutions acknowledge and agree that the Conference shall assess such Breaching Member an amount that equals the difference of the Aggregate Reduction less the Withheld Amounts, and the Breaching Member agrees that on or prior to the Effective Date it shall repay to the Conference such amount from revenue that previously had been distributed to such Breaching Member. The Withheld Amounts and any such repayment of the difference of the Aggregate Reduction less the Withheld Amounts shall be distributed to the other Member Institutions who are not Withdrawing Members or Breaching Members as additional Conference revenues in accordance with Section 2 herein. The Member Institutions agree that such reduction in the distribution of revenues to a Breaching Member is reasonable and shall be in the form of liquidated damages and not be construed as a penalty.

#### **SECTION 4** **RESPONSIBILITY FOR PRIOR LOSSES**

Each former member of the Southwest Conference and former member of the Big Eight Conference shall be responsible for its pro-rata share of any loss incurred by the Conference arising as a result of the activities of the Southwest Conference or Big Eight Conference prior to July 1, 1996.



## RULES

### **SECTION 5 ORGANIZATION**

- 5.1 **Organization.** Each Member Institution shall be represented in the Conference by a Chief Executive Officer (who shall be the President or Chancellor of each Member Institution and who shall serve as such Member Institution’s representative on the Board of Directors), a Faculty Athletics Representative, an Athletics Director, and a Senior Woman Administrator. The Conference shall be governed and administered by the Board of Directors (also the “Board” or the “Board of Directors”), and the following Advisory Committees, as authorized in the Bylaws of the Conference: a Council of Faculty Athletics Representatives (also the “FAR Council”), a Board of Athletics Directors (also the “AD Board”) and a Board of Senior Woman Administrators (also the “SWA Board”) (each of the Council of Faculty Athletics Representatives, the Board of Athletics Directors and the Board of Senior Woman Administrators may be referred to herein collectively as “Advisory Committees” and each individually as an “Advisory Committee”). In addition, as authorized in the Bylaws, the Conference shall have such Standing Committees as are specified in Section 5.4 herein.
- 5.1.1 **Board of Directors.** The Chief Executive Officer of each Member Institution (President or Chancellor) who is ultimately responsible for intercollegiate athletics shall serve on the Board of Directors. As the governing board of the Conference, the Board has authority over all functions and activities of the Conference not otherwise specifically limited by a Conference Rule. The powers and responsibilities of the Board of Directors are set forth in the Bylaws.
- 5.1.2 **Council of Faculty Athletics Representatives.**
- (a) The Council of Faculty Athletics Representatives shall consist of a representative of each Member Institution appointed by the Chief Executive Officer of such Member Institution and shall be a person of professorial rank who does not receive pay primarily for services rendered in connection with intercollegiate athletics (each a “Faculty Athletics Representative”). It is the responsibility of the Council of Faculty Athletics Representatives to act on recommendations from the Board of Athletics Directors and Board of Senior Woman Administrators, to recommend rule and policy changes or adaptations, act on all eligibility matters, recommend a Conference budget, review recommendations from the Conference office, refer items for the attention of the Board of Athletics Directors and the Board of Senior Woman Administrators, act on recommendations from Standing Committees which are referred to it, and evaluate accomplishment of the Conference’s purposes.
  - (b) Except for eligibility matters of individual student-athletes, actions of the Council of Faculty Athletics Representatives shall be forwarded to the Board of Directors for affirmation or approval. At the request of any three (3) members of the Board of Directors, any such forwarded action of the Council of Faculty Athletics Representatives will be placed on the agenda for an Annual, Regular or Special Meeting of the Board of Directors and the Board of Directors will determine its final disposition. Except for those matters specified in Section 1.5.2, if three (3) members of the Board of Directors do not request such action to be placed on the agenda of the Board of Directors within a period of thirty (30) days after notification of the Board of Directors, the action of the Council of Faculty Athletics Representatives will be considered to be affirmed. Actions of the Council of Faculty Athletics Representatives requiring time-sensitive resolution can be so designated by the Executive Committee of the Board of Directors and shall be referred to the Board for expedited action.
- 5.1.3 **Board of Athletics Directors.** The Board of Athletics Directors shall consist of representatives of each Member Institution appointed by the Chief Executive Officer of such institution who shall be a Director of Athletics at that Member Institution (each an “Athletics Director”). The Athletics Director shall be a full-time employee of the Member Institution. The Board of Athletics Directors shall:

- (a) Constitute the body of the Conference responsible for carrying out Conference operations and implement policies and procedures related to competition, including scheduling, television and bowl negotiations, championship and tournament site selection and procedures, and officiating; and
- (b) Be responsible for oversight of all authorized enterprises and activities of the Conference.

Actions of the Board of Athletics Directors shall be forwarded to the Council of Faculty Athletics Representatives for further action. If approved by the FAR Council, the effectiveness of any action shall be determined in accordance with Section 5.1.2-(b).

5.1.4 **Board of Senior Woman Administrators.** The Board of Senior Woman Administrators shall consist of the highest ranking female intercollegiate athletics administrator (or the next highest ranking female athletics administrator provided the Athletics Director is female) of each Member Institution as appointed by the institution. The Senior Woman Administrator shall be a full-time female employee of the Member Institution. Actions of the Board of Senior Woman Administrators shall be forwarded to the Board of Athletics Directors. The SWA Board shall:

- (a) Constitute the body of the Conference responsible for providing initial review of sport committee recommendations, policies and procedures related to all competition other than football and men's basketball; and
- (b) Assist in the operation of the Conference by providing advice and advocacy involving any Conference issue and more specifically by providing leadership through proposing Conference actions and policies for the enhancement of gender equity and diversity.

5.2 **Chair of Each Advisory Committee.** Beginning July 1 of each year, the Faculty Athletics Representative, Athletics Director and Senior Woman Administrator from each Member Institution shall serve as Chair of each of the Council of Faculty Athletics Representatives, Board of Senior Woman Administrators and the Board of Athletics Directors for one year in the following order:

2007-2008	Texas Tech University
2008-2009	University of Missouri-Columbia
2009-2010	Baylor University
2010-2011	University of Nebraska-Lincoln
2011-2012	University of Oklahoma
2012-2013	Iowa State University
2013-2014	University of Texas at Austin
2014-2015	Kansas State University
2015-2016	Oklahoma State University
2016-2017	University of Colorado at Boulder
2017-2018	Texas A&M University
2018-2019	University of Kansas

5.3 **Procedures for Meetings of Advisory Committees.**

5.3.1 **Agenda Items.** In advance of each regularly scheduled Advisory Committee meeting, proposed agenda items shall be solicited from the committee's membership by the Conference staff. In consultation with the Commissioner, the chair of each Advisory Committee shall have the responsibility for preparing and distributing the agenda ten (10) days before the meeting and may place additional items on the agenda to be distributed. With the consent of nine of the members of an Advisory Committee, items requiring action may be added to the agenda established for a meeting of each of the Council of Faculty Athletics Representatives, the Board of Athletics Directors or the Board of Senior Women Administrators, as the case may be. A discussion item may be added to the agenda of an Advisory Committee meeting at the discretion of the Chair. A discussion item added by the Chair may become an action item with the consent of nine members of the committee.

5.3.2 **Substitutions.** Substitute representatives shall not be permitted for Faculty Athletics Representatives, Athletics Directors or Senior Woman Administrators at regularly scheduled

meetings of each such Advisory Committee, except when the Chief Executive Officer of a Member Institution requests such representation.

- 5.3.3 **Annual Meetings.** At least one (1) Annual Meeting of each of the Advisory Committees shall be held. At the Annual Meeting, each Advisory Committee shall recognize the next Chair who shall serve a one-year term according to the rotation plan established by Section 5.2.
- 5.3.4 **Regular Meetings.** Regular meetings of each of the Advisory Committees shall be held at such times as each such committee may determine; provided, however, in addition to the Annual Meeting of each of the Advisory Committees, there shall be at least three regular meetings of each such Advisory Committee.
- 5.3.5 **Special Meetings.** Special Meetings of each of the Advisory Committees may be called by or at the request of a majority of the Board of Directors, the Executive Committee of the Board of Directors, the Chair of each such Advisory Committee, or five of the members of such Advisory Committee upon written or printed notice served personally on each member of the Advisory Committee or by mail, electronic mail or facsimile to his or her address.
- 5.3.6 **Executive Meetings.** Executive Meetings consist of the Board of Directors, together with the Council of Faculty Athletics Representatives, Board of Athletics Directors, and Board of Senior Woman Administrators and shall be held upon the call of the Executive Committee of the Board of Directors. The Chair of the Board of Directors or his or her designee presides at such Executive Meetings. The agenda for such meetings can include any item relative to Conference operation, rules, or policies. At least one Executive Meeting shall be held each year.
- 5.3.7 **Joint Meetings.** Joint Meetings consist of the Council of Faculty Athletics Representatives, Board of Athletics Directors, and Board of Senior Woman Administrators, and shall be held upon the call of the Chair of the Council of Faculty Athletics Representatives. Each Member Institution will have one vote at such Joint Meeting, which vote will be placed by the Faculty Athletics Representative. The agenda for such meetings shall be prepared by the Chair of the Council of Faculty Athletics Representatives and can include any item relative to Conference operation, rules, or policies. Joint Meetings may be held at the time of each annual or regular meetings of the FAR Council, AD Board and SWA Board. Normally, at least three Joint meetings shall be held each year.
- 5.3.8 **Enactment of Rules.** New Rules shall not be applied retroactively, except a currently enrolled student-athlete shall receive the benefit of any new Rule that works to the student-athlete's advantage.
- 5.3.9 **Notice.** Notice of any meeting of an Advisory Committee shall be given at least ten (10) days previously thereto by written notice delivered personally, by facsimile, mail, overnight mail, or electronic mail to each member at his or her business address. If mailed or overnight mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed to be delivered when received. Except as otherwise provided in Section 5.3.1 herein, the business to be transacted at and the purpose of any meeting of each Advisory Committee must be specified in the notice or waiver of notice of such meeting.
- 5.3.10 **Place of Meeting.** Meetings of each Advisory Committee shall be held at such place as provided in the resolution, notice, waiver of notice or call of such meeting, or if not otherwise designated, at the Principal Office of the Conference.
- 5.3.11 **Conduct of Meeting.** Subject to the last sentence of this paragraph, the Chair of each Advisory Committee shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting. At the beginning of or anytime during a meeting, however, a member may demand on the record of such meeting that Robert's Rules of Order be followed with respect to any subsequent action at such meeting with respect to a specific issue specified in such demand.
- 5.3.12 **Quorum.** Nine or more members of each Advisory Committee shall constitute a quorum for the transaction of business, and the vote of seven or more members of such Advisory Com-

mittee shall be required for the approval of any matter before such Advisory Committee. If less than nine members are present at a meeting, a majority of the members present may adjourn the meeting without further notice. If a duly-called meeting begins with a quorum and subsequently enough members leave so that the meeting lacks a quorum, the consideration of business may continue subject to the requirement that matters for consideration still must be approved by seven or more members. Except as otherwise requested by a member, the vote of individual members of each Advisory Committee on any matter shall not be recorded in the minutes for such meeting. The individual votes of members of each Advisory Committee shall not be divulged by the Conference or by any other member of such Advisory Committee in press announcements, except as consented to in advance by such member.

- 5.3.13 **Actions Without a Meeting.** Any action that is required to be or may be taken at an Advisory Committee meeting may be taken without a meeting if consents in writing, setting forth the action so taken, are executed by all of the members of such Advisory Committee. Such consents shall have the same force and effect as a unanimous vote at a meeting duly held. Such consents shall be filed with the minutes of such Advisory Committee.
- 5.3.14 **Participation.** Members of an Advisory Committee may participate in a meeting by means of teleconference or similar communication equipment as long as all persons participating in the meeting can hear each person. Participation in a meeting in this manner shall constitute presence in person at the meeting.
- 5.4 **Standing Committees.**
- 5.4.1 **Procedures for Meetings.** Unless otherwise provided, appointments to Standing Committees will be made by the Administrative Committee. Each Standing Committee shall meet on an “as needed” basis. Meetings of the Standing Committees may be called by the Board of Directors, the Executive Committee of the Board of Directors, the Commissioner, or by the Chair or a majority of the members of such Standing Committee. Unless waived in writing by each member, notice of any meeting of a Standing Committee shall be given at least ten (10) days previously thereto by written notice delivered personally, by facsimile, mail or overnight mail to each member of such Standing Committee at his or her business address. Meetings of each Standing Committee shall be held at such place as shall be provided for in the notice of such meeting. Members of a Standing Committee may participate in a meeting by means of a teleconference or other similar communication equipment as long as all persons participating in the meeting can hear each person. Recommendations shall be forwarded in a manner consistent with Exhibit I (Governance Structure).
- 5.4.2 **Administrative Committee.** The Administrative Committee shall be responsible for (1) the process for determining membership and chairship of Standing Committees on the basis of interest and experience; (2) coordinating the Conference’s nominating process for NCAA Committees; and (3) assisting the Conference staff in planning the Conference’s meetings and services. The membership of the Committee shall be comprised of the then current chair of the Council of Faculty Athletics Representatives, the immediate outgoing chair of the Board of Athletics Directors, and the incoming chair of the Board of Senior Woman Administrators, each serving one-year terms. The composition will also include two additional members from each Advisory Committee and at least six of the institutions must be represented.
- 5.4.3 **Audit Committee.** The Audit Committee’s primary purposes are to: (1) assist Board oversight of the integrity of the Conference’s financial statements and systems of internal controls regarding finance, accounting, and legal compliance; and (2) exercise its direct responsibility for the appointment, compensation, oversight and retention of the Conference’s independent auditors in performing audit services for the Conference and assist Board oversight of such auditor’s qualifications, independence and performance. This Committee shall be comprised of the immediate past Chair of the Board, the current Vice-Chair of the Board, and the Treasurer of the Board, with the Big 12 Chief Financial Officer serving as staff liaison to the Committee. The Chief Financial Officer of the institution from which the Chair of the Audit Committee represents shall be an ex-officio member of the Committee.
- 5.4.4 **Interpretations Committee.** The Interpretations Committee shall interpret any conference rule upon referral or appeal pursuant to C.R. 7.1, serve as the appellate body for the appeal

of a positive drug test finding in accordance with the Conference's drug testing protocol, and may grant waivers pursuant to C.R. 7.6 in accordance with a temporary delegation of authority from the FAR Council.

- (a) **Interpretations.** The Interpretations Committee shall have final authority subject only to an appeal to the Council of Faculty Athletics Representatives on any interpretation matter submitted to it by the Commissioner or as an appeal by the faculty athletics representative on a ruling of the Commissioner. An adverse decision by the Interpretations Committee may be appealed to the FAR Council by the faculty athletics representative of an involved institution, or the Commissioner may refer an interpretive matter to the FAR Council rather than to the Interpretations Committee. This Committee shall consist of the current Chair and the next Chair of the FAR Council (according to the rotation plan set forth in Section 5.2) and the Commissioner. In the event a matter is presented to this committee involving the Member Institution, one of the two faculty athletics representatives represents, such faculty athletics representative shall withdraw from the deliberations and be replaced by the preceding Chair of the Council of Faculty Athletics Representatives or the successor faculty athletics representative from the preceding chair's Member Institution. The Board of Directors shall have authority to review policy matters of the Interpretations Committee or the FAR Council sitting as an interpretive body, but shall not have the authority to vote on any eligibility or interpretation matters of individual student-athletes.
- (b) **Drug Testing.** A positive finding may be appealed only by the institution to the Interpretations Committee.
- (c) **Waivers.** Any waiver decision made by the Interpretations Committee pursuant to the delegation of authority from the FAR Council is considered final. However, the FAR Council may review any such waiver decision and may issue an interpretation, prospective in effect, that is contrary to, or that departs from, the decision made by the Interpretations Committee.

- 5.4.5 **Finance and Budget Committee.** The Finance and Budget Committee shall be responsible for advising the Conference on the development of the general Conference budget, including specific budgets for championships, tournaments, and other events. Its membership shall be comprised of two Faculty Athletics Representatives, the Commissioner, one Athletics Director and one Senior Woman Administrator.
- 5.4.6 **Editorial Committee.** The Editorial Committee shall recommend language to update and revise the Conference rules consistent with Conference and NCAA actions. The committee shall consist of the Commissioner and two Faculty Athletics Representatives, one Director of Athletics and one Senior Woman Administrator.
- 5.4.7 **Committee on Championships and Awards.** The Committee on Championships and Awards shall be comprised of three Athletics Directors and three Senior Woman Administrators. This Committee shall be responsible for policies and procedures relative to championships and awards programs.
- 5.4.8 **Television Committee.** The Television Committee shall consist of an Athletics Director from each Member Institution, and two Faculty Athletics Representatives and two Senior Woman Administrators. This Committee shall be responsible for evaluating Conference television contracts, policies, and operations and providing leadership in the development of new contracts and policies. The Faculty Athletics Representatives are to serve staggered four-year terms.
- 5.4.9 **Student-Athlete Advisory Committee.** The Student-Athlete Advisory Committee (the "SAAC") shall deal with matters pertinent to all student-athletes in the Conference and the NCAA. Matters developed by the SAAC in its meeting may be appropriate to present to the Dr. Prentice Gautt Student-Athlete Welfare Committee for consideration and/or action. Its membership shall be comprised of a male and female student-athlete appointed from each Member Institution and the SAAC shall be assigned an FAR liaison.
- 5.4.10 **Dr. Prentice Gautt Student-Athlete Welfare Committee.** The Dr. Prentice Gautt Student-Athlete Welfare Committee shall act in an advisory capacity for the SAAC and serve as the

liaison between the SAAC and the FAR Council. It shall act as an advisory committee for the Directors of Student-Athlete Support Services and it shall oversee the NCAA Student-Athlete Opportunity and Life Skills Enhancement Funds. The Committee shall approve the Dr. Prentice Gautt Postgraduate Scholarship recipients and address other student-athlete welfare issues as requested. Its membership shall be comprised of three Faculty Athletics Representatives, one Athletics Director, one Senior Woman Administrator, and the Chair and Vice-Chair of the SAAC.

- 5.4.11 **Chairship.** Chairs for standing committees shall be elected by the members of each such committee at the first meeting each fiscal year.
- 5.4.12 **Staff Liaison.** The Commissioner shall identify a staff member from the Conference office to serve as liaison and staff support to each of the Standing Committees.
- 5.5 **Conference Meeting Expenses.**
- 5.5.1 **Expenses of Faculty Athletics Representatives, Athletics Directors and Senior Woman Administrators.** The expenses of Faculty Athletics Representatives, Athletics Directors and Senior Woman Administrators (or respective designee) to attend annual, regular and special meetings shall be borne by each Member Institution.
- 5.5.2 **Expenses of Coaches and Administrative Staff Members.** The expenses of coaches and administrative staff members to attend annual, regular and special meetings shall be paid by each Member Institution.
- 5.5.3 **Exception.** When an individual member of an Advisory Committee, Coach or other institutional staff member is representing the Conference at a specified event or attending a meeting of the Standing Committee, the Conference shall pay the actual and necessary expenses of that individual to represent the Conference at that meeting.
- 5.5.4 **Football Championship Game.** The official Conference party in attendance at the Conference Championship Game shall consist of the Chief Executive Officer (or the Chief Executive Officer's designee), Faculty Athletics Representative, Athletics Director, Senior Woman Administrator and Head Football Coach from each Member Institution and their guest. Those persons from the Conference office with administrative duties requiring their presence at the site of the game are also included in the official Conference party. The Conference shall pay actual and necessary expenses of the official Conference party to attend the Championship Game.
- 5.6 **Coaches' Meetings.** Conference-sanctioned annual meetings of the head coaches at each Member Institution may occur at convenient cost-effective locations. Each Member Institution shall be allowed one voting delegate per each group's meeting. Recommendations shall be forwarded in a manner consistent with Exhibit I (Governance Structure).
- 5.6.1 **Head Football and Head Basketball Coaches Mandatory Attendance Requirements.** Head football, head men's basketball and head women's basketball coaches must attend the Annual Conference Coaches Meeting and Conference Media Day. Exceptions to this attendance requirement can only be granted in writing by the Commissioner after the coach's athletics director submits a written request for a waiver. Violations of this rule will result in a \$10,000 institutional fine for a first offense and a \$25,000 institutional fine for a second and each subsequent offense.
- 5.7 **Athletics Directors and Senior Woman Administrators Mandatory Attendance Requirement.** Athletics Directors and Senior Woman Administrators must attend the Annual Conference Business Meeting (Spring Meeting). Exceptions to this attendance requirement can only be granted in writing by the Commissioner by requesting a waiver in writing. Violations of this rule will result in a \$10,000 institutional fine for a first offense and a \$25,000 institutional fine for a second offense and each subsequent offense.
- 5.8 **Administrative Staff Meetings.** The following administrative groups may hold Conference-sanctioned meetings at convenient, cost-effective locations: business managers, compliance coordinators, directors of student-athlete support services, sports information directors, ticket managers, marketing coordinators, licensing coordinators, athletic development directors, and athletics medical personnel.

- 5.9 **Meetings with Board of Athletics Directors.** A representative of each of the coaches and administrative staff groups as provided in these Sections 5.6 and 5.8 shall meet with Board of Athletics Directors when requested.
- 5.10 **Expenses.** All expenses of university personnel in attending these meetings provided in these Sections 5.6 and 5.8 shall be paid by each Member Institution; provided, however, when a head coach represents Conference coaches in their sport at a meeting of the Board of Athletics Directors at a site that requires travel, the Conference shall pay the expenses of such coach.
- 5.11 **Chairship.** The chair of each sport committee shall be the head coach from the institution which chairs the Conference for the year. For those sports which do not have full membership, an alternate rotation shall be established.
- 5.12 **Agenda Items.** The chair of each group specified in these Sections 5.6 and 5.8 shall solicit agenda items from the members of his/her group from the other Member Institutions. Agenda items can also come from one of the Advisory Committees, Board of Directors or from the Commissioner. The Commissioner is responsible for distributing the agenda prior to each meeting.

## **SECTION 6** **ELIGIBILITY**

- 6.1 **Eligibility Rules.** A student-athlete must comply with appropriate minimum requirements of the NCAA and the Conference in order to be eligible for athletically-related aid, for practice, and/or for competition in any intercollegiate sport.
- 6.1.1 Exception. The Conference rules in Section 6 do not apply to a sport if the Conference neither sponsors a championship nor schedules competition.
- 6.1.1.1 **Letter of Intent.** The Conference shall be a participant in the National Letter of Intent Program, and the Member Institutions shall conform to the program's operating procedures.
- 6.2 **Qualifiers and Nonqualifiers.** A student-athlete who initially enrolls at a Conference Member Institution must meet NCAA initial eligibility requirements for qualifiers, prior to their initial enrollment, either full-time or part-time, at any collegiate institution to be eligible for financial aid and competition. These rules apply to all student-athletes initially enrolling at Conference Member Institutions, regardless of whether athletic or institutional financial aid is awarded.
- 6.2.1 **Transfer Student-Athletes.**
- 6.2.1.1 A nonqualifier who transfers from a four year college (regardless of prior enrollment at any other collegiate Institution) to a Conference Member Institution, shall not be eligible for financial aid or competition unless the following requirements have been met prior to enrollment at the Conference Member Institution:
- (a) Transferred from such four-year college after attendance there for at least three semesters (excluding summer terms) as a full-time student and there satisfactorily completed at least 36 semesters hours of transferable degree credit with a minimum cumulative grade-point average of 2.0; and
  - (b) Completed satisfactorily at any collegiate institution at least 48 semester hours of transferable degree credit acceptable toward any baccalaureate degree at the certifying institution with a minimum cumulative grade-point average of 2.0.
- 6.2.1.1.1 An international transfer student-athlete shall be immediately eligible for financial aid, practice and competition, provided the student-athlete meets all NCAA four-year college transfer requirements. The student must demonstrate foreign residency and attendance at the foreign institution.
- 6.2.1.2 A nonqualifier who transfers from a two-year college (regardless of prior enrollment at any other collegiate Institution) to a Conference Member Institution, shall not be eligible for financial aid or competition unless the following requirements have been met prior to enrollment at the Conference Member Institution:

- (a) Graduated with an AA degree or equivalent degree in an academic or technical, rather than a vocational, curriculum. Pursuant to a process approved by the Faculty Athletics Representative, the Certification Officer of the certifying institution shall have the authority to determine whether any degree other than an AA is academic or technical, rather than vocational, in nature; and
- (b) Completed satisfactorily at any collegiate institution at least 48 semester hours of transferable degree credit acceptable toward any baccalaureate degree at the certifying institution with a minimum cumulative grade-point average of 2.0.

6.3 **Intraconference Transfers.** The eligibility of a student-athlete who transfers directly or indirectly from one Conference Member Institution to another shall be determined by NCAA regulations and the following Conference requirements. In the event NCAA regulations require the student-athlete to complete one full academic year in residence before being eligible to compete in a sport, the student-athlete shall also forfeit one season of competition in that sport. The waiver of an NCAA transfer regulation for a student-athlete does not negate the need for a waiver of this section.

6.3.1 **4-2-4 Transfers.** A 4-2-4 transfer student-athlete who is in compliance with NCAA Bylaw 14.5.6 must complete one full academic year in residence before being eligible to compete in a sport and forfeit one season of competition unless, in sports other than football or basketball, the director of athletics of the Conference Member Institution of initial enrollment consents in writing to the student-athlete's enrollment at the second Conference Member Institution. Any consent given relating to the indirect intraconference transfer may be unconditional or conditioned on the student-athlete completing one full academic year in residence at the second conference Member Institution before competing.

6.3.1.1 **Hearing Opportunity.** If under C.R. 6.3.1, the director of athletics denies consent for a 4-2-4 transfer, the institution shall inform the student-athlete in writing that a hearing shall be provided upon request. If a hearing is requested, the hearing procedures established by the institution in conformity with NCAA legislation relating to the one-time transfer exception shall be applicable.

6.3.2 **Certification Form.** Prior to a student-athlete's transfer, the head coach, student-athlete and director of compliance shall sign the Conference C.R. 6.5 intraconference transfer form. The form shall remain on file at such institution.

6.4 **Hardship Waivers.** Member Institutions shall submit to the Commissioner or designee for approval all petitions for hardship waivers prior to July 15 following the academic year in which the injury or illness occurred (with the exception of the two-year transfer petitions). Waivers received after July 15 may be acted upon by the Conference staff; however a report of belated hardship waivers will be provided to the Council of Faculty Athletics Representatives at its next regular meeting. In its belated waiver request, the Member Institution's Faculty Athletics Representative shall disclose the reason(s) for a belated petition.

6.5 **Certification.**

6.5.1 **Certification of Eligibility.** The eligibility of each student-athlete is to be certified by a designated institutional officer outside the athletics department, according to a process approved by the Faculty Athletics Representative. Certification of eligibility must occur prior to allowing a student-athlete to represent the institution in intercollegiate competition.

6.5.2 **Eligibility Reports.** The record of the certification by the Certification Officer shall be filed with the Conference office prior to the first competition on a prescribed form which shall include the signature of the head coach of the sport, the Athletics Director or his/her designee, the Certification Officer and the Faculty Athletics Representative.

6.5.3 **Financial Aid Reports.** Each institution shall comply with all financial aid legislation of the NCAA and the Conference. A copy of the Squad List for each sport shall be submitted to the Conference office prior to the first competition for each sport and at the conclusion of the academic year.

- 6.5.4 **Participation Reports.** Participation reports shall be filed with the institution's Director of Compliance by July 15 for each sport sponsored by the institution. The reports do not have to be filed with the Conference office.
- 6.5.5 **Access to Certifications.** Subject to the protection of the Family Educational Rights and Privacy Act (FERPA), upon request by the Faculty Athletics Representative, any Conference Member Institution may secure copies of any of the three reports from the Conference office. The sole responsibility for the accuracy of the reports and the eligibility of the student-athletes rests with each Member Institution.
- 6.6 **Recruiting Code of Ethics.** One of the most visible areas in intercollegiate athletics is in the recruitment of student-athletes by Member Institutions. Staff members of the athletic departments have the primary responsibility for wholesome conditions and honorable conduct of all individuals participating in the recruitment of student-athletes. Such staff members shall use their best efforts to ensure that the conduct of all individuals engaged in any form of recruitment for their Member Institution conforms to these standards:
- (a) All individuals engaged in the recruitment of prospective student-athletes shall be knowledgeable of and conform to all NCAA and Conference Rules governing recruiting;
  - (b) Respect for the free choice of the prospective student-athlete and the student's family are to be acknowledged consistently;
  - (c) The National Letter of Intent, including the obligation undertaken by the signing of the prospective student-athlete, shall be fully explained to the prospective student-athlete and his or her family, with their attention called to each of the numbered items on each page of the document; and
  - (d) All discussions of financial aid with the prospect and/or family will be precise as to the qualifying conditions, terms, and duration of the aid.

## **SECTION 7**

### **INTERPRETATIONS AND ENFORCEMENT OF RULES**

- 7.1 **Interpretations of Rules.** A request for an interpretation of a Conference Rule may be made orally or in writing by a member of the Board of Directors, Faculty Athletics Representatives, Athletics Directors, Senior Woman Administrators or Directors of Compliance. The Commissioner shall have authority to interpret any Conference Rule and make any related rulings or, the Commissioner may refer the matter to the Interpretations Committee or FAR Council for action. Furthermore, if an institution receives an unfavorable ruling or interpretation from the Commissioner, its Faculty Athletics Representative may appeal to the Interpretations Committee. If not appealed, the Conference staff will provide a written response and circulate the interpretation to the Conference membership.
- 7.2 **Self Reporting NCAA Violations**
- 7.2.1 **Secondary Violations.** Secondary violations of NCAA legislation shall be self-reported by each Member Institution in accordance with current NCAA legislation, any applicable Conference rule, directive or interpretation. Each report shall be signed by the institution's Faculty Athletics Representative and a copy shall be filed with the Commissioner.
- 7.2.2 **Potential Major Violations.** On matters involving major violations or alleged major violations of NCAA rules, the involved Member Institution may conduct its own investigation and file a self-report acting in concert with the NCAA enforcement staff. In addition, the involved Member Institution may proceed with the assistance of the Conference staff. In any event, the Faculty Athletics Representative of the involved Member Institution shall keep the Commissioner apprised of significant developments.
- 7.3 **Reporting Alleged Violations by Another Member Institution.**
- 7.3.1 Information regarding alleged violations of NCAA and Conference Rules committed by another Member Institution shall be reported to the Commissioner (or his designee) through each Member Institution's Faculty Athletics Representative or Director of Compliance. The report shall be specific and include any available documentation.

- 7.3.2 The Commissioner (or his designated representative) will review the information and may, in cooperation with the involved Member Institution, determine the merit of the alleged violation.
- 7.3.3 In the event the Commissioner deems it in the best interests of the Conference, the Commissioner may refer the matter involving possible violations of NCAA rules to the NCAA enforcement staff or direct the Member Institution to investigate and self-report pursuant to Section 7.2.2.
- 7.4 **Ineligible Participation.** The Commissioner is granted the authority to impose sanctions when a student-athlete participates in a Conference contest or championship while ineligible as a result of: (a) an egregious violation of a Conference Rule or (b) a violation of an NCAA rule involving institutional culpability that is not subject to the jurisdiction of the NCAA Committee on Infractions. Results achieved by the ineligible student-athlete or the institution due to the ineligible participation may be vacated and any individual or team awards or trophies may be ordered returned to the Conference office. Additional penalties appropriate to the circumstances may also be assessed. If a Conference rule has been violated and an institution seeks a waiver pursuant to C.R. 7.6 to resolve eligibility issues of an involved student-athlete, action taken by the Council of Faculty Athletics Representatives on such a waiver request shall not affect the authority of the Commissioner to impose sanctions.
- 7.5 **NCAASanctions.** If penalties imposed by the NCAA (or the Conference or the Member Institution, itself) prohibit postseason competition in a particular sport, the Member Institution thus penalized shall not be eligible to participate in postseason conference championship events in that sport and shall only receive 50% of its share of revenue from postseason conference championship events in that sport.
- 7.5.1 When a Member Institution is denied its share of revenue as stated in this Section, that share will be divided equally among the Member Institutions eligible to receive such revenue.
- 7.5.2 In the event a Member Institution is fined by the NCAA or is required to return funds to the NCAA as a result of sanctions against it or due to the ineligible participation of a student-athlete, that Member Institution shall be solely responsible for the payment of those funds.
- 7.6 **Waivers/Exceptions.** The Council of Faculty Athletics Representatives shall have full power to grant waivers of and exceptions to Conference rules for compelling extenuating circumstances. As to Conference eligibility matters, the FAR Council may delegate the authority to grant waivers on a temporary basis to the Interpretations Committee.
- 7.7 **Special Cases.** The Faculty Athletics Representatives shall have full power to act on all special cases not covered in these Rules.

## **SECTION 8 DRUG TESTING**

- 8.1 **Purpose.** The Conference is concerned about the impact and effect in the use of NCAA banned substances and metabolites among college athletes. While the use of chemicals on the NCAA banned list may result in severe penalties to both the student-athlete and the Member Institution at which the student-athlete is in attendance, of greater concern is the physical and psychological damage that such use can cause to a student-athlete. In light of the increase in use of NCAA banned chemicals and the potential for irreparable damage, the Conference has instituted the Conference Testing Procedures.
- 8.2 **Testing.** During each year, drug testing of student-athletes shall be conducted in a manner consistent with approved procedures and may include on-campus year-round testing as well as testing at championships.
- 8.3 **Penalties.** A confirmed positive drug test by the Conference or its authorized agent indicating the use by the student-athlete of a banned substance, other than a street drug, as defined in Conference Drug-Testing Procedures by the student-athlete will result in the loss of eligibility for the student-athlete for one (1) calendar year from the date of the first positive test and the

student-athlete will be charged with the loss of a season of competition in all sports. The drug testing procedures outline the process for appeal of the test finding and penalty.

## **SECTION 9** **AWARDS**

- 9.1 **Conference Medal Awards.** Each Member Institution may award Conference Medal Awards annually to the male and female student-athletes who have completed their athletic eligibility and who have made the most outstanding record in athletics and scholarship. No student shall be eligible for this award who has not had two years of intercollegiate competition at the Member Institution.
- 9.2 **Dr. Prentice Gautt Postgraduate Scholarship.** A Dr. Prentice Gautt Postgraduate Scholarship in the amount of \$7,500 each shall be awarded annually to a female and male scholar-athlete recommended by each Member Institution and confirmed by the Dr. Prentice Gautt Student-Athlete Welfare Committee. The policy and procedures governing the Conference Postgraduate Scholarship Program are set forth in Appendix I.
- 9.3 **Conference Honor Roll Program.** In addition to the foregoing, the Conference shall sponsor a Commissioner's Honor Roll, which shall recognize all varsity student-athletes of a given semester who have achieved a 3.000 grade-point average or better for the current academic semester. This honor roll shall be published at the conclusion of Fall and Spring terms during the regular academic year.

## **SECTION 10** **CHAMPIONSHIPS AND SCHEDULES**

- 10.1 **Championship Dates and Sites.** The dates and sites for all Conference championships shall be recommended to the Athletics Directors by the Committee on Championships and Awards, then presented to the Faculty Athletics Representatives for approval during their annual meeting.
- 10.2 **Schedules and Competition.** Scheduling of Conference athletic events and championships during the final examination period of all Member Institutions is prohibited, unless an exception is granted by the Faculty Athletics Representatives as a matter of scheduling necessity. Scheduling of all forms of practice and competition during these periods is strongly discouraged. The rules and policies governing the making of schedules between Member Institutions are set forth in the Administrative Manual (as defined below) for each sport.
- 10.3 **Canceled Contests.** A contest or meet may be canceled with the consent of the Athletics Directors of the involved Member Institutions and the approval of the Conference. A Member Institution desiring to cancel a scheduled contest or meet shall be required to pay the other Member Institution all amounts pursuant to an agreement between the two Member Institutions, if any, and any expenses incurred by the other Member Institution; further, it shall be required to formally forfeit the contest involved. In the event a scheduled contest cannot be played as originally scheduled, every effort shall be made to reschedule such a contest at the earliest possible date, provided such rescheduling does not interfere with classes, examination periods, or other sports' prohibitions.
- 10.4 **Grounds.** Member Institutions shall schedule and conduct all intercollegiate contests, where possible, on grounds either owned by or under the immediate control of one of the participating Member Institutions. Football games may be played on a field which precedent has established as an alternate home field for that Conference opponent.
- 10.5 **Scheduling Obligations.** Schedules for competition in all Conference sports shall be approved by the Conference. Once approved, Member Institutions shall be obligated to adhere to such schedules and any violation of this policy will subject the involved Member Institution to Conference enforcement procedures. Member Institutions may, but are not required to exchange game contracts.

## **SECTION 11** **SPORTS REGULATIONS**

- 11.1 **Principles and Standards of Sportsmanship.** The regulation of the conduct of student-athletes, coaches, athletics department personnel and others shall be as provided in Appendix II hereto.

11.2 **Administrative Sports Manuals.** The rules and policies governing each sport recognized by the Conference shall be as set forth in the administrative manual for each such sport (each, an “Administrative Manual” and collectively, the “Administrative Manuals”).

11.2.1 **Delivery and Effect.** The Administrative Manuals shall be forwarded via electronic transmission and shall have the status of Rules of the Conference.

11.2.2 **Violations.** Violations of Administrative Manual rules are subject to the following procedural guidelines with the understanding that the Commissioner may impose more severe sanctions if warranted:

- First offense: Private reprimand sent to Director of Athletics;
- Second offense: Private reprimand sent to President of Chancellor with a warning of an institutional fine if the violation occurs again;
- Third offense: Financial penalty.

11.3 **Travel Squad Restrictions.** The following restrictions on size of travel squads shall apply to Conference competition that is required and scheduled by the Conference office, including postseason championships and tournaments. These limits apply to all student-athletes, whether or not they are in uniform and intending to compete or accompanying the team to an away from home competition (e.g., redshirt or injured student-athlete).

Baseball.....	27	Outdoor Track.....	32
Basketball.....	15	Soccer.....	28
Cross Country.....	9	Softball.....	25
Football.....	70	Swimming.....	28
Golf.....	7	Tennis.....	8
Gymnastics.....	15	Volleyball.....	15
Indoor Track.....	26	Wrestling.....	13

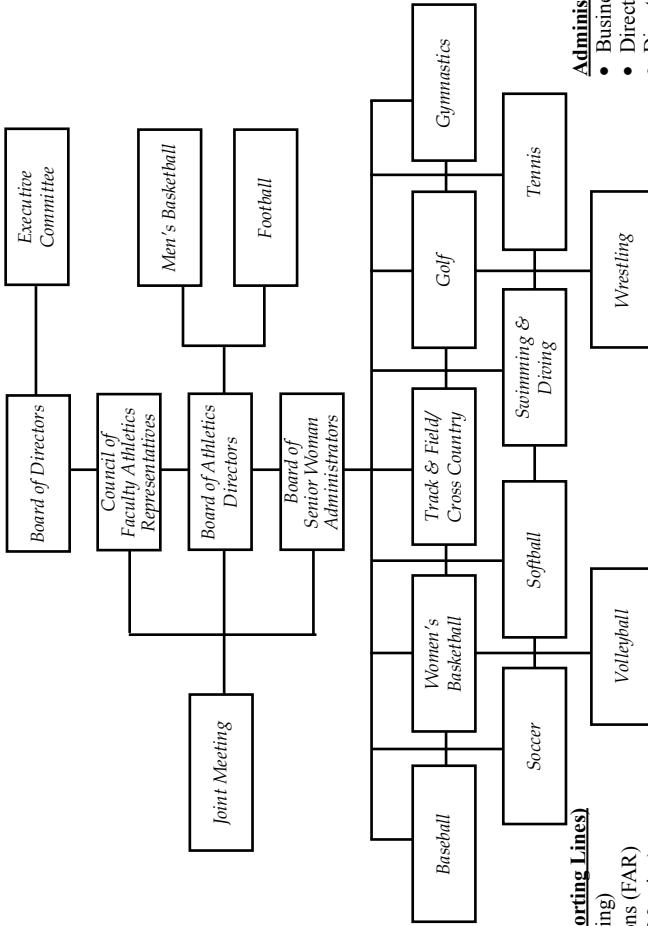
11.3.1 **Football Exception.** Each institution may designate one game per year in which it may dress and/or travel all players in their final year of eligibility as part of an expanded travel squad. It is the responsibility of each institution to communicate such designation in writing to the Conference office and host institution no later than the Monday preceding the contest. For the Big 12 Football Championship Game, institutions are permitted to take a travel squad of 70 players plus seniors.

11.3.2 **Baseball Exception.** An institution playing a non-conference series adjacent to a Conference series is not prohibited by Conference rules from taking additional players to the Conference series. However, these players may not be in uniform, may not sit in the dugout, and may not take part in pregame activities.

**Exception for Split Series.** For those series played either at neutral sites, split between each team’s campus and/or a combination thereof, there are no restrictions on the number of players in uniform for the originally designated host institution for the games on its campus or at neutral sites. The originally designated visiting institution may have an unlimited number of players in uniform only for games on its campus. The visiting team may also have an unlimited number of players in uniform for a single-game that is part of a split series between each team’s campus and/or at a neutral site if there is no overnight travel.

**SECTION 12**  
**EXHIBIT I**

**BIG 12 CONFERENCE**  
**Governance Structure**



**Standing Committees (Reporting Lines)**

- Administrative (Joint Meeting)
- Eligibility and Interpretations (FAR)
- Finance and Budget (Joint Meeting)
- Editorial (FAR)
- Championships and Awards (AD, SWA)
- Television (AD)
- Student-Athlete Advisory (Joint Meeting)
- Dr. Prentice Gautt Student-Athlete Welfare Committee (FAR)

**Administrative Groups**

- Business Managers
- Directors of Compliance
- Directors of Student-Athlete Services
- Sports Information Directors
- Ticket Managers
- Marketing Directors
- Licensing Directors
- Development Directors
- Alumni Directors
- Athletics Trainers

