THE BYLAWS

Last revised October 2022

Article I

Meetings

Section 1

Notice of all regular meetings shall be provided to each member of the Board of Trustees by the Secretary or Chair of the Board of Trustees at least ten days prior to the date of such meetings.

Section 2

Special meetings may be called at any time by the Chair of the Board of Trustees, or upon request of five members of said Board, or the President of the College. The Secretary or Chair of the Board of Trustees shall provide notice of all special meetings in advance of such meeting.

Section 3

The notice of any meeting shall be sent to each member of the Board of Trustees by email or regular mail to the email or postal address of record with the Secretary. The notice shall specify the time, location, and type of the meeting, whether in person, by conference call, or other method. All meetings shall be held on the campus of the College unless otherwise directed by the Chair of the Board.

Section 4

Ten members of the Board of Trustees shall constitute a quorum for the transaction of any business. A majority of committee members shall constitute a quorum for the transaction of any business before any of the standing committees of the Board. In the event a quorum is not established, committees may meet in regular session; however, any action proposed under such circumstances must be approved by the Board, meeting in regular session. Unless otherwise stated in the Constitution or Bylaws of the College, the actions of all Committees must be approved by the Board of Trustees.

Section 5

The latest edition of *Robert's Rules of Order*, as modified by rules and regulations of the Board and as appropriate for the type of the meeting, shall be observed in conducting the business of the Board. Special meetings shall be utilized only for the specific purpose for which the meeting was called. The rules of order may be suspended by a majority vote of the Board present.

Section 6

The Board normally will invite representatives of the faculty and student body to participate in sessions of meetings of the full Board of Trustees.

Article II

The Board of Trustees:
Its duties, its officers, their duties

Section 1

The Board shall have the power to decide questions of faculty tenure of office, salary, and rank. Tenure regulations, as approved by the Board of Trustees, are to be published in the current Faculty Handbook.

Section 2

The Board, after due examination and proof of the facts, shall have the power to depose any individual from office as the welfare of the institution may demand.

Section 3

The Board shall have the power to confer the degrees usually conferred by colleges and universities. In the conferring of degrees the Board shall ordinarily act on the recommendation of the faculty of the College. If the Board of Trustees shall fail to meet, the faculty shall have the authority to confer degrees in course.

Section 4

The Board shall exercise supervision over the investment of endowment funds and shall have control of other funds of the College.

Section 5

All officers of the Board shall be elected at the annual meeting. In the event of a failure for any reason to elect any or all of said officers, or in case any vacancy occurs in said officers from any cause, the Executive Committee shall appoint a successor who shall hold office for the balance of the term.

Section 6

The Chair of the Board of Trustees shall preside over all meetings and shall discharge the duties which usually pertain to that office. The Chair shall sign all diplomas and shall execute contracts and instruments authorized or issued by authority of the Board requiring his/her signature, the Secretary attesting.

Section 7

The First Vice Chair of the Board of Trustees shall, in case of absence or disability of the Chair, perform all the duties of that office. In the event the First Vice Chair is unable to fulfill these duties, such responsibility will rest with the Second Vice Chair. If the Chair, First Vice Chair, and Second Vice Chair all are unable to attend a meeting of the Board of Trustees or of the Executive Committee of the Board, the chair of any of the Standing Committees shall be elected to chair that meeting.

Section 8

The Secretary shall keep a correct account of all the proceedings of the Board and attend to the correspondence of the Board as required. Before the minutes are officially adopted they shall be placed before the members of the Board in writing and be approved by the Board at its regular meeting.

Section 9

The Treasurer shall preserve an accurate account of all funds received and paid out by the College, and shall submit annually a comprehensive set of financial statements of the same in such form and at such other times as such reports shall be called for by the Board of Trustees.

The College shall carry appropriate insurance/surety to assure the faithful performance of the Treasurer's duties, the premium on said coverage to be paid by the College.

The Treasurer of the College shall be the custodian of all assets belonging to the College, and shall maintain an accurate record of all transactions concerning all assets of the College.

The books of the Treasurer and of the College shall be audited by a firm of certified public accountants approved by the Board of Trustees, or in case of emergency, by the Executive Committee of the Board.

Section 10

The Attorney shall be the legal advisor of the College, and shall perform such duties as usually pertain to said office. The Attorney may attend all Board meetings with voice, but no vote.

Section 11

The College shall purchase and maintain insurance on behalf of its Officers and Trustees against any liability asserted against or incurred by its Officers or Trustees in their capacity as an Officer or Trustee or arising from their status as an Officer or Trustee.

Section 12

The Governance Committee shall nominate a Trustee to be elected as a Trustee Emerita or Emeritus at the annual meeting of the Board immediately following a Trustee's 75th birthday.

The President of the College or the Chair of the Board of Trustees may request that the Board postpone a Trustee's election as a Trustee Emerita or Emeritus until a specific time, as deemed necessary for or advantageous to the interests of the College and its mission.

Article III

Committees of the Board of Trustees

Section 1

The Standing Committees of the Board of Trustees shall be Executive; Governance; Finance; Academic Affairs; Audit and Risk Management; Advancement; Strategic Planning and Review; and Student Affairs.

Section 2

The Standing Committees, other than the Executive Committee, shall be appointed by the Chair of the Board with the concurrence of the Board, at the annual meeting or as soon thereafter as possible, to serve until their successors are appointed. In making the appointments, the Chair of the Board shall designate the Chair of each Committee.

Section 3

The Committees appointed shall consist of at least three members of the Board. The Chair of the Board, both Vice Chairmen, and the President of the College shall be members *ex officio* of all committees.

Section 4

Meetings of any Committee shall be called whenever deemed necessary by the Chair of the Committee, by the Chair of the Board, or by the President of the College. The Executive Committee shall arrange for its regular meetings.

Section 5

The Executive Committee shall consist of the Chair, the First Vice Chair, Second Vice Chair, Secretary, and Treasurer of the Board of Trustees; the President of the College; and the Chairmen of the Standing Committees of the Board.

The Chair of the Board shall be Chair of the Executive Committee.

The Executive Committee shall have the power to act on behalf of the Board when the Board is not in session. It shall make formal report of its actions to the Board at its next regular meeting.

Section 6

The Governance Committee identifies and recommends to the Board individuals who would bring important, appropriate, and necessary experience, skills, and character to the Board as Trustees. The Committee oversees the election process for new Trustees. It regularly evaluates the service of all Trustees, recommending to the Board those individuals whose service merits re-election as Trustees of the College. The Committee oversees the process by which Officers of the Board are proposed, reviewed, and elected. It also considers and recommends individuals for election as Trustees Emeriti or Honorary Trustees.

The Governance Committee reviews the Constitution and Bylaws of the College, ensures compliance with them and with Board policies, and recommends changes, when necessary and appropriate, to the Board. The Committee monitors, tests, and implements best practices of governance for the full Board and across all committees of the Board. It reviews and maintains the list of Trustee Expectations published in the Trustee Handbook, and oversees the orientation of new Trustees.

Section 7

The Finance Committee, acting in accordance with the general policy and under the instructions of the Board, shall make, or cause to be made, investments of all the College funds available for investment. This Committee during the intervals between the meetings of the Board of Trustees and of the Executive Committee, shall have the authority to change the investments of the College funds and to make new investments in accord with the guidelines approved by the Board. The Committee shall make formal report of such transactions at the next meeting of the Board. Any investment, purchase, or sale for the account of the endowment funds of the College, or any contract concerning the same, shall have the formal approval of this Committee. This Committee shall review proposals for any significant debt commitment by the College. No loan shall be made to any trustee, officer, or employee of the College, nor to any religious, fraternal, or charitable organization.

Funds of the College shall be grouped as follows:

(a) Unrestricted net assets
(b) Temporarily restricted net assets
(c) Restricted net assets

No restricted endowment funds shall be expended or hypothecated for current expenses. All restricted endowment funds shall be retained and preserved inviolate.

The Finance Committee shall:

- develop and oversee the Endowment Investment Policy approved by the Board.
- develop and oversee all major capital projects approved by the Board.
- develop and oversee a long-range capital plan approved by the Board.

Section 8

The Academic Affairs Committee of the Board is responsible for maintaining adequate human resources and excellent performance of personnel. It will make recommendations to the Board on decisions involving faculty tenure, promotions, sabbaticals, and leaves of absence, as well as other appropriate matters involving faculty or staff at the College.

Section 9

The Audit and Risk Management Committee assists the Board in fulfilling its oversight of operational, compliance, and financial risks. The committee therefore has responsibilities related to: (a) the independent auditor, annual financial statements, and tax filings; (b) the College's auditor for risk and control assessments and audits; (c) oversight of management's internal controls, compliance, and enterprise risk assessment practices; (d) special investigations and whistleblower policies; and (e) miscellaneous issues related to the financial practices of the College.

Section 10

The Advancement Committee will provide recommendations and oversight for the activities of advancement, fund-raising, institutional communications, and public relations.

Section 11

The Strategic Planning and Review Committee is responsible for overseeing the strategic planning process for the institution, with special emphasis on five-year strategic plans and the institution's mission statement.

Section 12

The Student Affairs Committee is responsible for oversight of matters relating to the general welfare and success of students. The Committee will focus especially, but not exclusively, on housing and food services; student physical, mental, and spiritual well-being; athletics; student behavioral codes and discipline; and student organizations. The Committee ensures that student life functions at the College are in alignment with the mission of the College, expectations of the students, as well as the strategic plan and other institutional priorities. In addition, the Committee closely monitors student retention and completion, and reviews the College's efforts to ensure student success.

Section 13

Special committees, unless the method of appointment has been otherwise directed by action of the Board of Trustees, shall be appointed by the Chair of the Board of Trustees. Such committees shall function and report in the manner designated by the action of the Board in creating them.

Article IV

Duties of Administrative Officers

Section 1

The President of the College shall call faculty meetings and shall be presiding officer of such meetings unless he/she directs the Provost or the Provost's representative to preside. The President shall have final authority in the internal affairs of the College. The President shall be the official agent of communications between the Faculty and the Board of Trustees, and between any individual or College officer and the Board of Trustees. In the absence or disability of the President of the College, the Provost shall serve as acting president, unless the Board of Trustees or the Executive Committee of the Board expressly designates another individual to act in the President's stead.

Section 2

The chief financial officer shall oversee the management of the entire College plant and of all College assets. He/she shall take the initiative in seeking investments for the funds of the College and shall report promptly thereon to the Finance Committee. He/she shall be responsible for the economical purchase of all supplies and materials and shall see that all contracts made by the Board are faithfully executed.

The chief financial officer shall collect and receive all moneys arising from gifts, bequests, or otherwise for the benefit of the College, and of all fees and money from any source due the College or any of its departments.

The chief financial officer shall keep proper books of accounts, fully setting forth the financial conditions and transactions of the College, and shall exercise a general supervision over all accounts of officers and employees of the College which have to do with the receipt or disbursement of funds and securities, and he/she shall obtain full and true reports of all such receipts and disbursements from the officers aforesaid. He/she shall supply the Board, and the Committees, and the President of the College with such statements as may be required of him/her, or as may be needed to show correctly the financial condition of the College or any of its departments.

The chief financial officer shall examine all accounts, claims and demands against the College. No money shall be drawn from its treasury unless the amount thereof be adjusted and settled by him/her and found to be within the budget appropriations, or provisions thereof.

Money shall be drawn from the treasury of the College only on voucher checks signed by the President, the Treasurer, or any other persons authorized by the Board of Trustees.

The College shall carry appropriate insurance/surety to assure the faithful performance of the duties of the chief financial officer, the premium on said coverage to be paid by the College.

The chief financial officer shall perform also such other duties as the President of the College or the Board of Trustees may from time to time designate.

Section 3

Duties of the other administrative officers, as listed in Article III, Section 1, of the Constitution, shall be established by the President, in consultation with the appropriate Board and Faculty committees.

Article V

Amendments

Section 1

These Bylaws may be amended by a majority vote of those present at any regular meeting of the Board.

Section 2

All former acts, rules, and regulations in conflict with these Bylaws are hereby repealed.