

# CHARTER AND BYLAWS OF OBERLIN COLLEGE

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# OBERLIN COLLEGE CHARTER AND BYLAWS

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*NOTE: Marginal section titles are for reference only and are not part of the Bylaws*

## **INTRODUCTION TO AND HISTORY OF THE CHARTER AND BYLAWS OF OBERLIN COLLEGE**

### **THE CHARTER**

The Charter of the Oberlin Collegiate Institute was passed by the Ohio State Legislature on February 28, 1834. The Charter was amended on March 21, 1850, to change the name to Oberlin College. It was amended again on April 11, 1890, to allow for the creation and election of Alumni-elected trustees. In 1970 the Ohio Legislature further amended the Charter to allow the Board of Trustees to create, alter, or otherwise modify the number of trustees and the manner in which they are elected and serve. This latter amendment gave the Board authority over its own composition and terms of service, but was specifically enacted to allow for the creation of the Class Trustees.

Copies of the Charter and of the Charter amendments follow this introduction.

On June 12, 1948, the Board of Trustees adopted a resolution clarifying the correct and proper name of the Corporation for use in legal documents and general contracts. A copy of that resolution is attached.

### **THE BYLAWS**

On October 28, 1834, the Board of Trustees of the newly-chartered Oberlin Collegiate Institute adopted the "By Laws of the Oberlin Collegiate Institute." These exist only in manuscript form and, according to Oberlin historian Robert Fletcher, "their very existence [was] apparently forgotten for nearly a century." The original manuscript is located in the Oberlin College Archives. In fact, the regulations were amended from time to time during the nineteenth century. In the 1890s, a trustee committee consisting of Merritt Starr, Irving Metcalf, and Judson Smith was appointed to draw up a general revision. A draft was presented to the Board on June 15, 1903, and a final version was adopted on November 16, 1904. The current Bylaws which follow are those adopted in 1904 as from time to time amended.

A major revision occurred in 1931 in which arrangement of the material was reorganized and new captions were added. In 1997 and 1998 a major revision was undertaken to make the Bylaws gender-neutral and bring them into line with current practices of the Board. In 2007, another revision was made to incorporate Board Chair Search Committee and Presidential Search Committee practices and other changes.

### **OBERLIN COLLEGE AS A CORPORATION**

From time to time a person or firm the College is doing business with may feel the need to check the corporate status of Oberlin College with the Ohio Secretary of State's Corporate Information Office. The Corporate Information Office has the correct information about the College, but with some frequency gives it out incorrectly and this leads the inquiring party to believe that Oberlin College's corporate status was canceled by the Secretary of State on July 17, 1987. What follows is a brief explanation of why this happens, what's really the corporate state of the College, and a source for the paper trail to back this up.

Oberlin College is unique in that it was incorporated and chartered as a non-profit corporation by an act of the Ohio Legislature on February 28, 1834, as opposed to receiving corporate status directly from the Secretary of State. As such, it is not subject to various rules and regulations of the Secretary of State's office.

On March 6, 1970, the Ohio Secretary of State arbitrarily and without the College's knowledge or consent decided to carry the College as simply an ordinary Ohio corporation not for profit under statute 1702 of the Ohio Revised Code.

In the mid 1980s, the Board of Trustees formally objected. The Board felt, and counsel agreed, that the College was better off exercising its corporate privileges, "under the constitution of this state and

the laws passed in pursuance thereof, and not otherwise." Accordingly, the Secretary of State canceled the imposed status on July 17, 1987, and the College reverted to its 1834 status. At no time during or after this period did Oberlin College lose its corporate status. Efforts were made to insert an explanation of this into the records of the Corporate Information Office, but this information is not always cited by the clerks handling inquiries.

For purposes of supporting the above information, written material and official correspondence is on file in the Office of the Secretary of the College and is available for copying as needed.

Sandhya Subramanian  
General Counsel and Secretary of the College  
June 30, 2009

### **CHARTER OF OBERLIN COLLEGE+** **An Act To Incorporate The Oberlin Collegiate Institute**

**Section 1.** Be it enacted by the General Assembly of the State of Ohio, That Henry Brown, John Keys, Eliphalet Redington, Joel Talcott, Addison Tracy, Jabez L. Burrell, Philip P. Stewart\*, Peter P. Pease, and John J. Shipherd of the county of Lorain, and their associates and successors be, and they are hereby created a body politic and corporate, to be styled the Board of Trustees of the Oberlin Collegiate Institute, and by that name to remain in perpetual succession, with full power to sue and be sued, to plead and be impleaded, to acquire, hold, and convey property, real and personal, to have and use a common seal, to alter and renew the same at pleasure; to make and alter, from time to time such by-laws as they may deem necessary for the government of said institution, its officers, students, and servants: Provided, such by-laws shall not be inconsistent with the Constitution and laws of the United States and of this State; also, to have power to confer on those whom they may deem worthy such honors and degrees as are usually conferred in similar institutions.

**Section 2.** That the said institution shall remain where it is now located in Russia, Lorain County, and shall afford instruction in the liberal arts and sciences; and the Trustees may, as they shall find themselves able, and the public good shall require, erect additional departments for such other branches of education as they may think necessary or useful.

**Section 3.** That the Board of Trustee shall, from time to time, appoint a President and other officers and instructors, and also agents of the institution as may be necessary; and shall have power to displace and remove any or either of them for good and sufficient reasons; and also to increase the number of their Board to twelve, exclusive of the President, fill vacancies which may occur by resignation, death, or otherwise in said Board or among said officers or agents, and prescribe and direct the course of study to be pursued in said institution and its departments.

**Section 4.** The President of the institution shall be ex officio a member of the Board of Trustees and President of the same, and in his absence the Board shall elect one of its members to preside for the time being, and if any of said Trustees shall be permanently appointed President of said institution, his office as Trustee shall be deemed vacant, and the Board of Trustees shall fill the same.

**Section 5.** Any seven of the twelve members of the Board of Trustees shall constitute a quorum to do business; and the Board shall hold their first annual meeting on the second Monday of March, 1834, at Oberlin, in the Township of Russia, in Lorain County, and afterwards they shall meet on their own appointment; but, in cases of necessity, the President, with the advice of two Trustees, may call a special meeting of the Board, or any five members of the Board may call such a meeting, by giving notice to each member at least seven days before the time of said meeting.

**Section 6.** The Board of Trustees shall faithfully apply all funds by them collected and received, according to their best judgment, in erecting suitable buildings, supporting the necessary officers, instructors, and agents, and in procuring books, maps, charts, and other apparatus necessary to the well-being and success of the institution: Provided, nevertheless, that in case any donations or

bequests shall be made for particular purposes not inconsistent with the designs of this institution, and the Trustees shall accept and receive the same, every such donation or bequest shall be applied in conformity to the conditions or designs of the donor.

**Section 7.** The Treasurer of the institution shall always, and all other agents when required, before entering on the duties of their appointments, give bonds for the security of the corporation and the public in such penal sum, and with such securities as the Board of Trustees shall approve; and all process against the corporation shall be by summons, and the service of the same shall be by leaving an attested copy thereof with the Treasurer of the institution, at least ten days before the return thereof.

**Section 8.** The Legislature shall have a right to amend, or repeal this act when they deem it necessary: Provided, that no fund or property belonging to the said institution shall ever be by law appropriated to any other purpose than those named in this Charter.

John H. Keith,  
Speaker of the House of Representatives

David T. Disney,  
Speaker of the Senate

Passed, February 28, 1834

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+The Charter of Oberlin College, as here presented, has been edited to correct certain errors of spelling, as well as archaic capitalization and punctuation which appear in the original.

\*Name printed in original article of incorporation as Philip P. Stewart; it should have been Philo P. Stewart.

#### **AN ACT TO AMEND THE ACT ENTITLED "AN ACT TO INCORPORATE THE OBERLIN COLLEGIATE INSTITUTE"**

**Section 1.** Be it enacted by the General Assembly of the State of Ohio, That from and after the passage of this act, the name and title of THE OBERLIN COLLEGIATE INSTITUTE, at Oberlin, Lorain County, be changed to the name of OBERLIN COLLEGE; subject to all the provisions and enactments of an act to incorporate the "Oberlin Collegiate Institute" passed February 2, 1834,\* and the acts amendatory thereto.

Benjamin F. Leiter,  
Speaker of the House of Representatives.

Charles C. Convers,  
Speaker of the Senate.

Passed, March 21, 1850.

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\*The date printed in this 1850 Act is erroneous. It should have been February 28, 1834.

**AN ACT TO AMEND SUPPLEMENTARY SECTION 3371a**  
**House Bill, No. 309**  
**87 Ohio Laws, 187-8**

**Section 1.** Be it enacted by the General Assembly of the State of Ohio, that supplementary Section 3771a of the Revised Statutes of Ohio, passed April 15, 1889, be so amended as to read as follows:

**Section 3771a.** The Board of Trustees of any university or college heretofore incorporated, but not under the patronage of conferences or other ecclesiastical bodies of any religious denomination, as described in Section 3736, may increase the number of such trustees to twenty-four, exclusive of the president, or a less number, and may divide said trustees into six (6) classes, each class to serve six years, and one class to be chosen each year, for said term; but one trustee of each class may be chosen by the votes of the alumni of such university or college, if the Board of Trustees shall so provide by by-law, in which case it shall also be the duty of the Board of Trustees to provide, by such bylaws, a method of nominating and electing such appointee of the alumni. The President of such university or college shall, ex officio, be a Trustee perpetually, and shall not be included in the classes going out in rotation. If it shall be necessary, in the first enlargement of the Board of Trustees, under this section, to distribute new members to the several classes, whose term shall expire by rotation, the distribution may be made in such manner as the Board may direct, so that no Trustee shall be elected for a longer term than six years.

**Section 2.** That said original supplementary Section 3771a, be and the same is hereby repealed; and that this act shall take effect on its passage.

Nial R. Hysell,  
Speaker of the House of Representatives

Perry M. Adams  
President *pro tem.* of the Senate

Passed, April 11, 1890

Secretary's Comment: This charter amendment allowed the College officially to have alumni-elected trustees. Although the alumni began electing trustees in 1879, the practice had not been sanctioned by the Ohio legislature. Trustees J.D. Cox, J.E. Ingersoll, and E.W. Metcalf, constituted as a committee on this matter, wrote as follows in their report dated January 27, 1892: "Your committee on a former reference of the matter to them found that there was then no legislation authorizing the election of Alumni Trustees in colleges not under the patronage of ecclesiastical organizations. They drafted an amendatory section of the general corporation laws of the state, and by the efficient aid of the members of the General Assembly from Lorain County, procured its enactment. It now stands as Section 3771a of the Revised Statutes.

A clerical error crept into the printed copy of the bill, for this purpose, and passed into the enacted law. To modify this, your committee proposed a further amendment and with the same aid as before, secured its enactment. It corrects Section 3771a of the Revised Statutes, and is found in the Laws of Ohio, annual, Volume 87 (for 1890), page 188."

**Resolution Adopted By The Board of Trustees  
June 12, 1948**

"WHEREAS, the original Charter of the College, granted by Special Act of the legislature of Ohio (passed February 28, 1834, Laws of Ohio 1933-34, pages 226-227) named this Corporation as the 'Board of Trustees of the Oberlin Collegiate Institute'; and

"WHEREAS, subsequently, by Special Act (Passed March 21, 1850, Laws of Ohio 1848-50, Page 632) the legislature of Ohio enacted that 'the name and title of the Oberlin Collegiate Institute at Oberlin, Lorain County, be changed to the name of Oberlin College, subject to all the provisions and enactments of an act to incorporate the Oberlin Collegiate Institute'; and

"WHEREAS, the question has frequently been raised as to the correct and proper name of the Corporation;

"NOW, THEREFORE, BE IT RESOLVED that the Officers and Agents of the Corporation be authorized to use the name 'Oberlin College' and to execute and receive deeds, assignments, contracts, and other documents in the name of 'Oberlin College,' and that the Corporation be obligated and bound by the signature of such name whenever executed by Officers or Agents of the Corporation thereunto duly authorized; but this action shall not be deemed to prohibit the use of the name 'Board of Trustees of Oberlin College' or the execution of documents in such name."

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**(Amended Senate Bill No. 506)  
AN ACT TO AMEND THE ACT ENTITLED  
"AN ACT TO INCORPORATE THE OBERLIN COLLEGIATE INSTITUTE"**

*To amend an act entitled "An Act to Incorporate The Oberlin Collegiate Institute," passed February 28, 1834 as heretofore amended, to authorize changes in the number and manner of election of trustees of Oberlin College.*

**Be it enacted by the General Assembly of the State of Ohio:**

**Section 1.** That the above-entitled act, constituting the Charter of Oberlin College, be amended by adding thereto a new Section 9, reading as follows:

**"Section 9.** Notwithstanding any provisions in Section 1 to Section 8, inclusive, to the contrary, the number of Trustees (not less than three), quorum requirements, qualifications, term or terms of office, which need not be uniform, and manner of election and classification of Trustees, which may include a class or classes to be elected by alumni of the College or classifications thereof, and the removal and retirement of Trustees, shall be as set forth in the By-Laws as from time to time in effect."

**CHAS. E. FRY,**  
**Speaker Pro Tem Of the House of Representatives.**

**JOHN W. BROWN,**  
**President of the Senate.**  
Passed May 26, 1970; Approved June 8, 1970

**JAMES A RHODES,**  
**Governor.**  
Effective September 7, 1970

## ARTICLE I Of The Trustees

### Powers of the Board & Delegation of Authority

**Section 1.** The Board of Trustees has ultimate responsibility for the operation of the College and the preservation of its wellbeing in all respects and in compliance with the Charter of Oberlin College and its accrediting body. The President and the executive leaders, as provided for in these bylaws or as designated by the President, have the authority to implement the decisions of the Board of Trustees and to operate the College successfully within the parameters set by the Board of Trustees and consistent with applicable laws and accreditation standards. The Faculty is responsible for oversight of the curriculum, educational standards related to the quality of instruction and student performance, faculty status, research, standards regarding the quality of instructional personnel, assessment of student learning and program completion, and those aspects of student life that relate to students' academic experience. This framework of shared governance, therefore, results in different delegated authority. In keeping with the tradition of Oberlin College, this delegated authority should not discourage consultation with the faculty on matters outside the authority specifically delegated to the faculty, especially in matters of long-term strategic importance.

Nothing in these Bylaws should be interpreted as a waiver by the Board of Trustees to exercise its authority to supplement, modify, or terminate any delegation of authority set forth in these Bylaws.

The Bylaws of the Board of Trustees set forth the principal rules for how the College will be governed; and the responsibilities of the administration and the Faculty that share in the governance of the College. As such, all other sub-legislation must be in conformity with the Bylaws, applicable laws, and accreditation standards.

College policy and procedures that govern the daily operation of the College reflect the official and approved position of Oberlin College. College policy and procedures, therefore, must be established by the administration and faculty bodies pursuant to specific delegated authority as set forth in the Bylaws; or as formally approved and authorized by the Board of Trustees, in the absence of delegated authority.

### Number and categories of Trustees

**Section 2.** This Board consists of twenty-nine to thirty-seven Trustees together with the President of the College, who is ex officio a member of the Board. Twenty-six to thirty-four such Trustees shall each be elected for terms of four years, except as provided in Sections 2 and 5 of this Article. Twenty to twenty-eight such Trustees shall be Board-elected Trustees and six shall be Alumni-elected Trustees. Three additional Trustees ("Class Trustees") shall be elected, one from the Class most recently graduated, and one each from the two preceding classes, each of such Class Trustees to be elected for a term of approximately three years, as hereafter provided in this Article. The Board is the governing body of the College, and retains all powers appropriate to its responsibilities as such regardless of specific delegations of authority made by these Bylaws.<sup>1</sup>

### Terms of Office

**Section 3. (a)** At the Annual Meeting preceding the expiration of the term of any Board-elected Trustee, one Trustee shall be elected by the Board for a term of four years to fill the place of each Board-elected Trustee whose term

<sup>1</sup> These proposed changes reflect a range of Board-elected trustees to permit greater flexibility, consistent with the Nominations and Governance Committee's request.

is expiring. The term of any alumni-elected Trustee whose term is expiring shall be filled by election by the Alumni as hereinafter provided. The term of office of each Trustee so elected shall begin at noon on the July 1 next following that election, and shall expire four years thereafter.

Notwithstanding, the foregoing language, individuals elected to the office of Trustee shall immediately assume all rights and duties as Trustees after their election, and may begin attending all regular and special meetings of the Board, with vote, prior to formally beginning their term of office on July 1. Each Class Trustee provided for in Section 1 hereof shall be elected for a term of approximately three years, such term to begin at noon on the fourth Saturday in September next following that election and ending at noon on the fourth Saturday in September of the third year thereafter, except that the term of each Class Trustee holding office on September 1, 2010, shall end at noon on the second Saturday in October of the third year after the beginning of his or her term. The name of the winning candidate as selected in Section 6 shall be forwarded to the Board of Trustees to ratify the election.

#### Uncompleted Terms

(b) Should a Board-elected Trustee fail, for any reason, to serve the full term for which elected, the Board may, at any regular or special meeting, elect a successor to serve during the unexpired portion of such incomplete term.

(c) A Board-elected Trustee so elected shall take office upon election, or on a date designated by the Board at the time of his or her election, and shall serve until the completion of the term to which his or her immediate predecessor was elected. Should a Class Trustee fail, for any reason, to serve the full term for which elected, the remaining Class Trustees may, at a regular or special meeting of the Board, elect a successor from the same Class of which the Class Trustee so failing to serve was a member. A Trustee so elected shall serve until the completion of the term to which his or her immediate predecessor was elected.

#### Limit on Consecutive Terms

(d) A Board-elected Trustee may not serve for more than three consecutive four-year terms; or, if elected to one or more six-year terms before July 1, 2013, a Board-elected Trustee may not serve for more than two consecutive six-year terms, but may be elected to a third two-year term following completion of one six-year term and one four-year term.<sup>2</sup> For purposes of applying the foregoing sentence, a Trustee who serves at least two years of a four-year term or four years of a six-year term shall be deemed to have served for a full term; a Trustee who serves under two years of a four-year term or under four years of a six-year term shall not be deemed to have served for a full term. The first sentence of this Section 2(d) shall not apply to any Trustee holding office on December 31, 1985.

#### Vacancies

**Section 4.** The Secretary shall notify the Nominations and Governance Committee for Trustees and Trustee Committees of all vacancies in the Board of Trustees or prior to the expiration of the term of then-current Trustee(s). Said Committee shall thereupon invite nominations to fill vacancies in the office of Board-elected Trustees from all Trustees and shall, at the next

<sup>2</sup> In accordance with the Nominations and Governance Committee's request, this language allows Board-elected trustees who will serve at least one six-year term before serving a four-year term – i.e., those elected before July 1, 2013 – to be eligible for a third two-year term.

This eligibility for a third two-year term applies to Board-elected Trustee service only; if the wish is to extend this eligibility to Alumni-elected Trustees, the provision can be modified after consultation with Alumni Council.

regular meeting following such invitation, nominate one or more persons for each vacancy. The Board may elect members from among those so nominated or otherwise.

#### Alumni Trustees

**Section 5. Clause 1.** One Trustee of the College shall be elected each year by the Alumni to hold office for four years, being one of the class of six in the Board of Trustees. The Alumni for the purpose of such election shall be defined to comprise the regular graduates of the College, from the College of Arts and Sciences, and former courses, the work of which is comprised therein, from any course of study in the (former) Graduate School of Theology, and from the Conservatory of Music, and also all persons upon whom the College has conferred honorary degrees. Six Trustees of the College shall be elected by the Alumni through its Alumni Association, to hold office for four years. An Alumni-elected Trustee may not serve for more than three consecutive four-year terms; or, if elected to a six-year term before July 1, 2013, an Alumni-Elected Trustee may not serve for more than two consecutive six-year terms, but may be elected to a third two-year term following completion of one six-year term and one four-year term. For purposes of applying the foregoing sentence, a Trustee who serves at least two years of a four-year term or four years of a six-year term shall be deemed to have served for a full term; a Trustee who serves under two years of a four-year term or under four years of a six-year term shall not be deemed to have served for a full term and shall be eligible for election for three full terms.

#### Eligibility

**Section 5. Clause 2.** The mechanism for this election shall be determined by the Alumni Association and its leadership, and submitted for advance approval by the Board of Trustees. The mechanism shall take effect only upon any such approval by the Board of Trustees.

(a) This mechanism shall define details of the election, including who shall be electors, the qualifications of alumni-elected Trustees, and the nomination process.

(b) This mechanism shall also define the process for filling vacancies caused by death, resignation, or other reasons.

(c) Implementation of the mechanism shall be overseen by the Executive Director of the Alumni Association with appropriate certification of any election by the Secretary of the College or their designees.

(d) Upon approval, this mechanism shall be incorporated into the Alumni Association Bylaws and kept on public file with the Office of the Secretary.

(e) Any revisions to the mechanism shall be determined by the Alumni Association and its leadership and shall be submitted for advance approval by the Board of Trustees via the Office of the Secretary, taking effect only upon any such approval by the Board of Trustees.

#### Board of Canvassers - Alumni Trustee Elections

**Section 5. Clause 3.** The Secretary and the Librarian of the College, or their designees, shall constitute a Board of Canvassers, which shall certify the results of the election as counted by the Executive Director of the Alumni Association or his or her designee. In case of a tie vote in any election, the Executive Board shall decide between the candidates. In either case, no later than 45 days before the commencement of the Alumni-elected Trustee's term, the name of the winning candidate shall be forwarded to the Board of Trustees to ratify the election.

#### Honorary Trustees

**Section 6.** Any Trustee who has served two full terms or more as a member of the Board of Trustees shall become an Honorary Trustee upon completion of service to the Board. Any Trustee who has served fewer than

two full terms as a member of the Board may also become an Honorary Trustee upon completion of his or her service to the Board, upon an affirmative vote of the Board. In addition, the Board may, by affirmative vote, appoint Honorary Trustees to the Board. Honorary Trustees shall be invited to all meetings of the Board and of all committees of which they may be elected members, and shall be entitled to participate in meetings, but without vote, and shall abide by the roles and responsibilities expected of Trustees of the Board, including without limitation, the requirements of Article I, Section 10 and Article I, Section 11 of the Bylaws.

Nominations of  
Class Trustees

**Section 7. Clause 1.** Before graduation the Secretary shall request each member of the senior class to send notification to the Office of the Secretary, within such period of time as the Secretary may specify, if such member desires to become a candidate for nomination and election as a Class Trustee from the senior class, and to submit the name of any member of the senior class who has consented to be a candidate for nomination. The Secretary shall thereupon prepare a list of the names of all such persons. Each member of the senior class will be asked by the Secretary, within a designated time, to vote by ballot for as many persons on such list as the member wishes. When the period of time for the casting of such ballots shall have expired, the Board of Canvassers shall verify the voting results and the Secretary shall declare the two (2) members of the class receiving the most votes to be candidates of the class for Class Trustee. In the event of a tie for second place, all those members of the class receiving the same number of votes for second place shall be declared to be candidates of the class for Class Trustee.

Election of Class  
Trustees

**Section 7. Clause 2.** After graduation, the Secretary shall send via U.S. mail or electronic ballot 1) to each member of the class just graduated, 2) to each member of the class graduated the preceding year, and 3) to each member of the class to be graduated the following year, a ballot containing the names of the candidates for Class Trustee, and each such recipient of a ballot shall be asked by the Secretary to vote for one of such candidates and within such period of time as the Secretary may prescribe to return such ballot, by U.S. Mail or electronic ballot, to the Secretary. When the time for returning the ballots to the Secretary shall have expired, the Board of Canvassers shall tabulate and shall record the results. The candidate receiving the largest number of votes shall be declared elected as Class Trustee, except that if such balloting results in a tie, such tie shall be resolved by lot. The determination of eligibility to vote shall be made by the Secretary.

Eligibility to serve  
as Class Trustee

**Section 7. Clause 3.** Every member of the graduating class shall be eligible to serve as Class Trustee with the following exceptions:

- (i) failure to receive either the degree of B.A., Mus.B., Ed.Mus.B., or B.F.A. at or before the May Commencement Exercises;
- (ii) return to Oberlin as a student (whether or not as a candidate for a further degree);
- (iii) employment in any capacity by the College;
- (iv) serving as an Alumni Trustee or Board-elected Trustee.

Replacement for  
Ineligible Class  
Trustee

The determination of ineligibility shall be made by the Secretary. In the event an elected Class Trustee shall be declared ineligible to serve, the eligible person receiving the next highest number of votes shall be declared the Class Trustee.

Noneligibility of  
Teachers

**Section 8.** No person while a teacher in the institution shall be eligible for election as Trustee except by election as President and *ex officio* Trustee.

Denominational  
Tests Impermissible

**Section 9.** No denominational test shall be imposed in the choice of Trustees, officers, or teachers, or in the admission of students, nor shall distinctly denominational tenets or doctrines be taught to the students.

Disclosure of  
Pecuniary Interest  
and Conflicts of  
Interest

**Section 10.** Each Trustee shall be familiar with and comply with the Oberlin College Board of Trustees Conflict of Interest Policy and Statement, as it shall be approved and amended by the Board of Trustees from time to time. Annual conflict of interest statements shall be submitted by each Trustee to the Secretary and reviewed by the Executive Committee, pursuant to such policy and its procedures.

In the case of any actual, apparent, or potential conflict of interest involving a Trustee, that Trustee shall comply with the Conflict of Interest Policy and Statement, including but not limited to any provisions requiring disclosure of the conflict and abstention from the matter before the Board.

Trustee Statement  
of Responsibilities  
and Confidentiality  
Policy and  
Statement; Codes of  
Conduct for  
Members of the  
Board Chair Search  
Committee and the  
Presidential Search  
Committee

**Section 11. (a)** Each Trustee shall be familiar with and comply with the Board's Statement of Responsibilities of the Trustees of Oberlin College and the Board of Trustees Confidentiality Policy and Statement; as such policies shall be approved and amended by the Board of Trustees from time to time. Annual statements shall be submitted by each Trustee to the Secretary affirming their review and understanding of the Statement of Responsibilities and Confidentiality Policy and Statement.

**(b)** Each Trustee appointed a member of the Board Chair Search Committee or the Presidential Search Committee shall be familiar with and comply with the Code of Conduct recommended by such Committee, as approved and amended by the Board of Trustees from time to time.

Election of a Chair  
of the Board

**Section 12.** There shall be a Chair of the Board, to be elected from the members of the Board for no more than two successive three-year terms. Any member of the Board is eligible to be elected to the position of Chair even though the three-year term as Chair would extend beyond the member's term as Trustee. Notwithstanding the provisions on term limits in Article I, Section 3(d) and Section 5, any Board member elected as Chair to a three-year term beyond his/her Trustee term shall have his/her Trustee term extended to the end of the Chair's three-year term, and if elected to a second term as Chair, to the end of the Chair's second three-year term. The Chair shall, in the absence or at the request of the President, preside at meetings of the Board, join with the President in preparing the agenda for meetings of the Board, and announce and interpret policies and actions of the Board. The Chair shall be concerned with matters relating to the organization of the Board and the orderly and efficient conduct of its business and shall serve as Chair of the Committee on Nominations and Governance of Trustees and Trustee Committees.

Board Chair Search  
Committee

**Section 13 (a)** Upon a vacancy or prior to the expiration of the then-current Chair's term of office, the Board shall convene the Board Chair Search Committee. The Committee shall be an *ad hoc* committee of the Board, whose role shall be to recommend one candidate to the Board to serve as Board Chair. The Nominations and Governance Committee shall recommend to the Board the size of the Board Chair Search Committee for approval by the Board, and shall nominate Trustees to serve as members of the Committee for election by the Board. Any Trustee who serves as a

member of the Board Chair Search Committee shall not be recommended by the Committee to serve as Chair.

(b) The Board Chair Search Committee shall recommend the process for the search, and a Code of Conduct pursuant to Article I, Section 11(b), for adoption or amendment by the Board from time to time.

(c) The Board Chair Search Committee shall invite nominations from Trustees for candidates to the office of Chair, and shall evaluate all candidates in accordance with the process and Code of Conduct adopted by the Board from time to time. Upon completion of its investigation of all the candidates, the Committee shall present to the Board a recommendation of a single candidate for the office of Chair. The Board may elect the candidate nominated by the Committee to the office of Chair or act otherwise.

(d) Within six months of completion of the Committee's work in recommending a candidate to the Board for the office of Chair, the head of the Committee shall draft a confidential written report describing the process followed by the Committee in formulating its recommendation to the Board, to be filed with the Secretary. Unless otherwise decided by the Board, the written report shall only be available to, and serve as a guide for, future Board Chair Search Committees convened by the Board.

Election of a Vice  
Chair of the Board

**Section 14.** There shall be a Vice Chair of the Board, to be elected from the members of the Board for a term of one year. The Vice Chair shall fulfill the duties of the Chair during the absence of the Chair.

Removal or  
Suspension of a  
Trustee from the  
Board

**Section 15.** A Trustee or Honorary Trustee may be removed or suspended from office for cause deemed sufficient by those voting for such removal or suspension, including but not limited to, a material violation of these Bylaws, including the requirements of Article I Section 10 or Article I Section 11 of these Bylaws. A two-thirds (2/3) affirmative vote of the Trustees, with a quorum voting, shall be necessary to remove from office a Trustee or Honorary Trustee for cause deemed sufficient by those voting for such removal. Any Trustee or Honorary Trustee who is removed from office for cause shall be ineligible to serve as a Trustee or as an Honorary Trustee following his or her removal.

## ARTICLE II Of The Meetings Of The Board Of Trustees

Regular Meetings of  
the Board

**Section 1.** The regular meetings of the Board shall, subject to change as hereinafter provided, be as follows:

The Annual Meeting, which shall occur in Oberlin in June.

The September/October Meeting, which shall occur in Oberlin in late September or early October.

The December Meeting, which shall occur in Oberlin in December.

The March meeting, which shall occur in Oberlin in March.

The Board, at any regular meeting or special meeting, may change the date for any future regular meeting. If, at any time between regular meetings, the President shall ascertain that a majority of the Trustees prefer or consent to an earlier or later date for any regular meeting, the President may advance or postpone the same from the date otherwise fixed for such meeting to a time

not more than two months prior or subsequent to such date. Regular notice of any such meeting shall be given.

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| Special Meetings        | <b>Section 2.</b> In accordance with Section 5 of the Charter, the President, with the advice of two Trustees, may call a special meeting of the Board, or any five members of the Board may call such a meeting by giving notices to each member at least seven days before the time of said meeting. |
| Quorum of the Board     | <b>Section 3.</b> Eighteen Trustees shall constitute a quorum of the Board.  |
| Order of Business       | <b>Section 4.</b> At regular and special meetings of the Board the order of business shall be adopted by vote of the Board upon presentation of an agenda.   |
| Parliamentary Procedure | <b>Section 5.</b> Robert's Rules of Order, as last revised and so far as applicable, shall be the parliamentary authority of the Board.  |

### ARTICLE III Of The Standing Committees Of The Board Of Trustees

**Section 1.** The Board of Trustees shall appoint as needed and desired from time to time members to comprise the standing committees of the Board, as described hereinafter. The President and Board Chair shall be ex officio members of each standing committee. Subject to Board approval, each committee and subcommittee shall adopt a charter outlining its goals and areas of focus, to be reviewed annually and revised as appropriate. The Board of Trustees may establish *ad hoc* committees, in addition to the standing committees, as it deems proper and advisable.

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| Executive Committee | <p><b>Section 2. (a)</b> There shall be an Executive Committee, which shall consist of the President, the Chair of the Board, the Vice Chair, the chairs of the standing committees of the Board and other Trustees who may from time to time be invited to membership. Except as otherwise provided in (e) below, Trustees who are not members of the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and may attend any meeting and share in the deliberations thereof, but without vote.</p> <p><b>(b)</b> Subject to the direction of the Board of Trustees, in the intervals between meetings of the Board the Executive Committee shall have the full powers of the Board of Trustees, except those involving the amendment or suspension of these Bylaws.</p> <p><b>(c)</b> The Executive Committee shall link and coordinate the actions of Board committees.</p> <p><b>(d)</b> The Executive Committee shall determine the specific time and place for its regular meetings. Special meetings of the Executive Committee may be called at any time by the President or by the Chair of the Board or by written request of any three members addressed to the Secretary. The time and place of the meeting shall be specified in the meeting call.</p> <p><b>(e)</b> The Secretary shall cause written notice to be given to all Trustees at least ten days prior to each regular meeting. The Secretary shall cause written notice to be given to members of the Executive Committee at least forty-eight hours prior to each special meeting. The notice shall state the time and place of the meeting.</p> |
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(f) A majority of the members of the Executive Committee shall constitute a quorum.

(g) The Executive Committee shall have a Compensation Subcommittee, whose role shall be to organize and conduct the presidential review and to make recommendations to the Executive Committee and the Board concerning the compensation of the president and officers and key employees.

The Compensation Subcommittee shall consist of Trustees without a conflict of interest with respect to the compensation arrangement and shall include the Chair of the Board. The Executive Committee shall make recommendations respecting the size and composition of the Subcommittee for the approval of the Board.

The president shall provide the Subcommittee with his or her recommendations for the compensation of officers and key employees.

The Subcommittee shall recommend guidelines for conducting the presidential review for adoption or amendment by the Board from time to time. The Subcommittee shall conduct the presidential review in accordance with these guidelines.

Upon completion of the presidential review, the Subcommittee shall present to the Executive Committee, in executive session, its written report, including a recommendation respecting the compensation and other terms of employment of the president and officers and key employees, for the Executive Committee's review and approval.

The Executive Committee may approve the Subcommittee's report and recommendations or act otherwise. With the exception of extraordinary adjustments, which shall be referred to the full Board for approval, the Executive Committee shall have the authority to determine adjustments in the compensation and other terms of employment of the president and officers and key employees.

The approved report and recommendation shall be communicated to the president at such time and in such fashion as shall be determined by the Executive Committee.

The approved report and recommendation shall then be presented orally to the full Board, in executive session, for ratification. The written report shall subsequently be filed with the Office of the General Counsel and Secretary under seal, to be available only to the Compensation Subcommittee for use in future reviews unless otherwise decided by the Board.

#### Budget & Finance Committee

**Section 3.** (a) There shall be a Committee on Budget and Finance, which shall include a Committee on Auditing. The Committee shall superintend the general policies of the College as to its financial affairs. It shall, not later than the June Meeting of the Trustees in any year, present to the Board an annual budget setting forth the Committee's estimate of income from all sources for the next fiscal year, and the Committee's recommendations as to the uses to which such income may be applied.

#### Audit & Risk Management Committee

**Section 3.5** There shall be an Audit & Risk Management Committee. It shall examine and audit the books and accounts of the College at least once in each year and at such other times during the year as it sees fit. The Committee shall select and employ independent certified public accountants to assist in such work, and shall report the result of its examination to the

Board. The College's Annual Financial Report shall be audited by the independent certified public accountants selected by the Committee, and shall be presented to the Committee and, for adoption, to the Board. The Board delegates to the Committee the authority to review and approve all informational tax reporting forms prior to filing with the IRS or other governmental tax agency. The Committee shall also ensure adherence to the Oberlin College Conflict of Interest Policy and Statement, and shall be authorized to receive, evaluate, and recommend actions to be taken with respect to legal and ethics compliance and similar types of complaints or allegations regarding the College's financial or accounting practices.

Capital Planning  
Committee

**Section 4.** There shall be a Capital Planning Committee, which shall study and recommend to the Board programs and policies designed to meet the College's needs for grounds, the Physical Plant, and equipment adequate to serve the purposes of the corporation. The Committee may from time to time as it deems necessary, appoint one or more subcommittees.

Investment  
Committee

**Section 5. (a)** There shall be an Investment Committee, which, subject to the specific actions of and general policies adopted by the Board of Trustees, shall have charge and direction of the investment of all College funds. The Committee shall consist of not fewer than four nor more than nine voting members, as may be determined by the Trustees from time to time. A majority of the voting members of the Investment Committee shall be Trustees. A number equal to half or more of the total voting membership of the Committee shall constitute a quorum.

Membership and  
Meetings

**(b)** The Investment Committee shall hold its meetings at such times and places as the Committee may select. If an appointed member is not available or does not respond to the call for a meeting, or if the number of members available for a meeting consists of an equal number of Trustees and non-Trustees, the Chair or Vice Chair of the Committee may request any available Trustee to act temporarily as a substitute member of the Investment Committee, and such substitute shall, for the period appointed, have the status of a regular member of the Committee to compose a quorum and to act on all matters before the Committee. The Chair shall report all such appointments for substitute service to the Secretary of the Committee as a matter of record.

Advancement  
Committee

**Section 6. (a)** There shall be an Advancement Committee. It shall review and recommend fund raising programs to augment the resources of the corporation, and review and recommend alumni development programs.

Capital Campaign  
Subcommittee

**(b)** The Advancement Committee is authorized to form subcommittees from time to time for the purpose of executing comprehensive fundraising campaigns.

Student & Faculty  
Success Committee

**Section 7. (a)** There shall be a Student and Faculty Success Committee. It shall provide strategic oversight regarding the academic and co-curricular programs of the College and strategic support for faculty academic excellence. It shall also consider proposals on such matters, report, and make recommendations thereon to the Board of Trustees as may be required. It shall, in cooperation with the President, study and appraise the quality of the academic and co-curricular programs, measure the academic and co-curricular programs' effectiveness relative to other comparable liberal arts colleges and conservatories of music; advise the Budget and Finance Committee on the specifications and requirements for financing the academic and co-curricular programs; advise the Board on strategic objectives regarding diversity and inclusive excellence in the College's

academic and co-curricular programs; and make such reports and recommendations to the Board of Trustees relative to the foregoing as may be required.

(b) It shall review matters affecting the various collections of art, rare books, antique instruments, and other valuable items of personal property owned by the College.

(c) It shall review matters affecting all aspects of the student experience at the College, and shall review and monitor institutional focus on student learning, development, recruitment, engagement, and success as demonstrated by student retention and persistence.

Tenure &  
Promotion  
Committee

**Section 8.** There shall be a Tenure and Promotion Committee. It shall review tenure and promotion of the faculty. All nominations for honorary degrees from the Honorary Degrees Committee of the General Faculty and from individual Trustees shall come to the Tenure and Promotion Committee. Upon consideration and approval, these shall be forwarded to the Board for final deliberation and action. The Trustees, however, may designate candidates for honorary degrees at any regular or special meeting, whether recommended by the Tenure and Promotion Committee or upon their own motion.

Nominations &  
Governance  
Committee

**Section 9.** (a) There shall be a Nominations & Governance Committee for Trustees and Trustee Committees which shall, in accordance with Article I, Section 4 of these Bylaws, present nominations to fill vacancies in the Board of Trustees and the office of Vice-Chair, and which shall present to the Board nominations for membership in the standing committees of the Board of Trustees.

(b) The Nominations & Governance Committee shall carry out the duties assigned to it pursuant to Article I, Section 13, and Article V, Section 2 of these Bylaws, with respect to the ad hoc Board Chair Search Committee and the Presidential Search Committee, when such Committees are convened by the Board.

(c) The Nominations & Governance Committee shall be charged with orienting new Trustees and developing Trustee leadership.

(d) The Nominations & Governance Committee chair shall be the Chair of the Board, in accordance with Article I, Section 12.

Faculty Members of  
Certain Trustee  
Committees

**Section 10.** Faculty members may be selected to participate as non-voting members in meetings of the following standing committees of the Board of Trustees:

Budget and Finance Committee, two members;  
Student and Faculty Success Committee, five members;  
Advancement Committee, three members;  
Investment Committee, two members;  
Capital Planning Committee, two members.

Committee  
Vacancies

**Section 11.** Any vacancy in any standing committee, subcommittee, or *ad hoc* committee of the Board of Trustees may be filled by action of the Board at any regular or special meeting.

Actions Taken  
Without Meeting

**Section 12.** (a) Any action which may be authorized or taken at a meeting of any standing committee or any subcommittee of a standing committee may be authorized or taken without a meeting in a writing or

writings signed by all of the voting members of the standing committee or subcommittee, which writing or writings shall be filed with or entered upon the records of the College, and copies shall be delivered to all non-voting members of the standing committee or subcommittee.

(b) For the purpose of Section 12(a), any transmission by any communications equipment that is authorized by and accurately reflects the intention of the voting members of the standing committee or subcommittee, and contains an affirmative vote or approval of the voting members of the standing committee or subcommittee, is considered to be a signed writing, including but not limited to transmission by facsimile and/or electronic mail.

(c) Meetings of the Board or any standing committee or any subcommittee of a standing committee may be held through any communications equipment if all persons participating can contemporaneously communicate with each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

#### **ARTICLE IV Of The Officers Of The Corporation**

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| Officers | <b>Section 1.</b> The officers of the Corporation shall be a President (provided for by the Charter), a Provost, a Vice President for Finance, a Secretary, a Vice President for Development and an Associate Vice President for Finance, who shall be elected by and hold office during the pleasure of the Board of Trustees. |
| Election | <b>Section 2.</b> No person shall be elected a President, Trustee, Vice President for Finance, Secretary, Vice President for Development, Associate Vice President for Finance or Head of a Division, except at a regular meeting of the Board of Trustees, or at a special meeting held on at least seven days' notice.        |

#### **ARTICLE V Of The President And Of The Assistants To The President**

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|---------------------------------|---|
| General Duties of the President | <b>Section 1.</b> The President shall be the chief executive officer of the Corporation. The President shall have all the powers and perform all the duties imposed by law upon the executive head of the Corporation and also those duties that are incident to the office. Subject to the control of the Board of Trustees and consistent with the Bylaws, the President has full authority and responsibility for the effective administration and operation of the College. The President, therefore, shall exercise general oversight and direction of the administration; and the general wellbeing of students. In the event of the President's absence or disability for such periods as to require a substitute, the Board shall select an Acting President. |
| Presidential Search Committee   | <b>Section 2</b> (a) Upon a vacancy or prior to completion of the term of office of the then-current President, the Board shall convene the Presidential Search Committee. The Committee shall be an ad hoc committee of the Board, whose role shall be to recommend to the Board one or more candidates for President of the College. The Nominations Committee shall recommend to the Board the size and composition of the Presidential Search Committee for approval by the Board, and shall nominate Trustees to serve   |

as members of the Committee for election by the Board. The Nominations Committee shall recommend for approval by the Board a process for filling the non-Trustee positions on the Presidential Search Committee. Any individual who serves as a member of the Presidential Search Committee shall not be recommended by the Committee to serve as President of the College.

(b) The Presidential Search Committee shall determine the process for conducting the Presidential search, which it may modify from time to time, in its discretion. In addition, the Committee shall recommend a Code of Conduct pursuant to Article I, Section 11(b) of these Bylaws for adoption or amendment by the Board from time to time.

(c) The Committee shall seek applications of candidates for President, and shall evaluate the candidates in accordance with its process and the Code of Conduct. Upon completion of the Presidential Search, the Committee shall present to the Board one or more candidates for the office of the President. The Board may elect a candidate recommended by the Committee to the office or act otherwise.

(d) Within six months of completion of the Committee's work in recommending to the Board a candidate or candidates for the office of the President, the head of the Committee shall draft a confidential written report describing the process followed by the Committee in formulating its recommendations to the Board, to be filed with the Secretary. Unless otherwise decided by the Board, the written report shall only be available to, and serve as a guide for, future Presidential Search Committees convened by the Board.

Recommendations to the Board

**Section 3.** All recommendations, proposals, or actions originating with the Faculty which require Board consideration or approval shall be presented to the President. The President, in transmitting such recommendations, proposals, or actions to the Board, may present his or her own views and recommendations thereon. The President shall be free to make recommendations to the Board on any matter at any time.

Member of the Board

**Section 4.** The President shall be *ex officio* a member of the Board, and shall preside at all its meetings unless he or she requests a member of the Board to do so.

Member of Executive Committee

**Section 5.** The President shall be *ex officio* a member of the Executive Committee.

Chair of Faculties

**Section 6.** The President shall be Chair of the General Faculty and of all subordinate Faculties.

Membership in Subordinate Bodies

**Section 7.** The President may attend any meeting of any committee or body subordinate to the Board, or to any of the Faculties, and share in the deliberations thereof, but without vote unless made a member of such subordinate body or committee, and is *ex officio* Chair of the General Faculty Council and of the Committee on Nominations of the General Faculty, and *ex officio* a member of the Divisional Faculty Councils.

Supervisory Authority

**Section 8.** The President shall supervise the work of all departments and officers, agents, teachers, and employees of the College. He or she may, with the approval of the General Faculty Council, suspend any member of the teaching faculty whose terms of appointment are subject in whole or in

part to action by a divisional faculty council, reporting reasons therefor to the Student & Faculty Success Committee at the next meeting of the Board. He/she may suspend any other employee of the College, the action to be reported to the Student & Faculty Success Committee at the next meeting of the Board, provided the person suspended is an officer of the corporation, a division head, or a department head.

Temporary Leaves  
of Absence

**Section 9.** The President may grant a temporary leave of absence to any officer, agent, teacher or employee.

Presidential Reports

**Section 10.** The President shall prepare and distribute to the Trustees at appropriate intervals reports in writing or print of the affairs and condition of the College, the work of the period being reviewed, and such recommendations and suggestions as he or she may deem fit. Such reports may include reports from other officers at the discretion of the President.

Budgetary  
Responsibilities

**Section 11.** The President shall annually prepare a budget for the whole institution for presentation to the Budget and Finance Committee of the Board of Trustees. He or she is authorized on behalf of the Board, solely within the budgetary limits established by the Board, to reallocate funds between items within the expenditure categories of budgetary appropriations. The foregoing authorities shall include authorization, subject to principles of academic freedom and tenure to which the College subscribes, and following consultation with the appropriate Divisional Faculty Council, the General Faculty Council, and such other individuals or groups as he or she deems appropriate, within authorized departments and programs, to establish new faculty positions, to abolish vacant faculty positions and to allocate and reallocate new or vacant faculty positions, and to allocate and reallocate funds in accordance with such actions. All such actions by the President under these authorities shall be reported to the Board or to the Executive Committee at its next ensuing meeting. At least once in each year, at a meeting of the General Faculty, the President shall make to the Faculty a statement of the financial situation of the College and of general matters of policy involved in the budget.

Assistants to  
the President

**Section 12.** On recommendation of the President, and to aid the President in carrying out his or her duties and responsibilities, the Board may elect one or more Assistants to the President, each of whom shall be *ex officio* a member of the General Faculty and the College Faculty.

President as  
Outside  
Representative

**Section 13.** The President shall participate at his or her discretion in the outside representation of the College, and shall be primarily responsible, in cooperation with the Board of Trustees, for the financial development of the College, including especially the direction of all matters relating to augmenting its resources.

## ARTICLE VI Of The Vice President for Finance

General Duties

**Section 1.** The Vice President for Finance, who shall not be a member of the Board of Trustees, shall be the chief financial officer of the College. The Vice President shall work closely with the Investment Committee in the management of the College's investments and with the Capital Planning Committee in overseeing facilities and facilities planning. His or her overall responsibility shall include fiscal policy development and long-range

financial planning; resource allocation analysis; budget planning, control and reporting; oversight of human resources management, business services, and the Physical Plant.

*Ex Officio*  
Membership

**Section 2.** The Vice President for Finance shall be *ex officio* a member of the General Faculty and of all subordinate Faculties.

## ARTICLE VII Of The Secretary

General Duties

**Section 1.** The Secretary, who shall not be a member of the Board of Trustees, shall keep the records, reports, documents, and correspondence of the Corporation in his or her custody, so classified, arranged, and indexed as to be accessible to the Trustees at all reasonable times.

Secretary of  
The Board and  
Executive  
Committee

**Section 2.** The Secretary shall be the Secretary of the Board of Trustees and the Executive Committee. He or she shall be *ex officio* a member of the General Faculty and of each of the Divisional Faculties. The Secretary shall also keep records of the proceedings of each of these bodies at all meetings. At the opening of each meeting of these bodies respectively, the record of its proceedings shall be read by the Secretary unless otherwise ordered.

Record Keeping

**Section 3.** The Secretary shall preserve the records of such proceedings in permanent form, and the same shall be open to the inspection of any member of the Board of Trustees at all reasonable times. The minutes of the public sessions of the Board of Trustees shall also be available to any member of the General Faculty at all reasonable times.

Correspondence

**Section 4.** The Secretary shall conduct such correspondence as pertains to the office or as the President may require.

Minutes

**Section 5.** The Secretary shall prepare and distribute to the Trustees at least one week prior to each regular meeting the minutes of the last regular meeting of the Board and of any special meeting or meetings of the Board, and of all meetings of the Executive Committee held since the last regular meeting of the Board. The Secretary may at any time of his or her own motion, or as directed by the Trustees, make further reports of any matter pertaining to his or her office or conduct.

Notice of Meetings

**Section 6.** The Secretary shall provide written notification to each Trustee of each regular or special meeting of the Board.

Production of  
Records

**Section 7.** The Secretary shall produce at each meeting of any of the bodies whose records he or she keeps, the records for the current year and for the preceding meetings. The Secretary shall also acquaint the presiding officer in writing what business is by assignment to come before the body, and what committees are outstanding, and what committees have and have not reported, what reports are received and awaiting action and, so far as practicable, what business remains unfinished from previous meetings. For the meetings of the Board of Trustees the Secretary, in consultation with the President and the Chair of the Board, shall prepare a detailed docket, to be presented to the Trustees at the beginning of each meeting.

Preservation  
of Records

**Section 8.** All reports of committees of the Board of Trustees involving the expenditure of money shall be in writing and, unless otherwise ordered, preserved in files by the Secretary.

Custodianship of  
the Seal

**Section 9.** The Secretary shall be the custodian of the seal of the Corporation. The seal of the Corporation, which was adopted on the 18th day of February, 1852, and which has since then been in use, is hereby continued. Said seal is circular in form and with two enclosing circles displaying upon the enclosed field a representation of a field of grain and a College building, and in the margin below, the motto, Learning and Labor; and in the margin above, the name of the College, all as here impressed or portrayed.

**ARTICLE VIII**  
**Of The Vice President For Development**

## General Duties

**Section 1.** The Vice President for Development, who shall not be a member of the Board of Trustees, shall supervise the administration of the financial development of the College and the augmentation of its resources, under the direction of the President. He or she shall receive and provide acknowledgment of receipt, all gifts to the Corporation including, but not limited to, gifts, grants and bequests of cash, securities, and real and personal property, and shall have such further duties and responsibilities as are from time to time delegated to this office by the Board of Trustees or the President.

**ARTICLE IX**  
**Of The Provost**

## General Duties

**Section 1.** The College may establish, subject to the approval of the Board of Trustees, the position of the Provost. In this event, the Provost shall not be a member of the Board of Trustees and shall be the chief officer of the College in the absence of the president and may act for the President, as the President delegates. The Provost shall have oversight of academic budgetary policy of the institution. The Provost shall be the chief planning officer of the institution and shall have such further duties and responsibilities as are, from time to time, delegated by the President.

**Section 2.** The Provost shall be *ex officio* a member of the General Faculty and of all subordinate faculties.

**Section 3.** The Provost may attend any meeting of any committee or body subordinate to any of the Faculties, and share in the deliberations thereof, but without vote, unless made a member of such subordinate body or committee, and the Provost is *ex officio* a member of the General Faculty Council and of the Committee on Nominations of the General Faculty, and *ex officio* Chair of the General Faculty Planning Committee.

**ARTICLE X**  
**Of The Office of The Controller**

## General Duties

**Section 1.** The Controller, who shall not be a member of the Board of Trustees, shall be the chief accounting officer of the Corporation and shall be responsible for the financial books, records, and accounts of the Corporation. The Controller shall prescribe and supervise systems of accounts, operating control, cost analyses, and internal audits. He or she shall prepare an annual report including a balance sheet and statements of income, expenditures, and other dispositions and changes in reserves and fund balances which shall be

submitted to the Board of Trustees no later than six months following the end of each fiscal year.

**Section 2. (a)** The Controller shall also be responsible for collections, cash receipts and disbursements, and the maintenance of accounting records incident thereto.

**(b)** The Controller shall also be responsible for the custody of the College's operating funds.

**(c)** In addition, the Controller shall retain and maintain evidences of title and property records incident to all of the assets and properties of the College.

## **ARTICLE XI Of Financial Aid To Students**

Director of  
Financial Aid

**Section 1.** The Director of Financial Aid shall be appointed by the President with the approval of the Trustees. The Director shall be responsible for the administration of policies with respect to the assignment, distribution, and approval of scholarships, loans, and other financial aids to students within the disposition of the Corporation.

Committee on  
Financial Aid

**Section 2.** A committee on Financial Aid composed of faculty and administrative personnel shall serve in an advisory capacity in matters of policy to the President and the Director of Financial Aid. The Director of Financial Aid shall be a member of such committee.

Formulation of  
Policies on  
Financial Aid

**Section 3.** Policies governing the assignment, distribution, and approval of scholarships, loans, and other financial aids shall be formulated by the President with the advice of the Committee on Financial Aid.

## **ARTICLE XII Of Finance**

Trustee  
Responsibility  
for Finance

**Section 1.** The Trustees shall, at each June Meeting of the Board, review the estimate of income of the Budget and Finance Committee and adopt a budget for the next succeeding fiscal year based thereon, and the amounts appropriated in said budget shall not be increased or used for any other purpose except those for which the appropriations have been made, except by vote of the Trustees or of the Executive Committee, or as provided in Article V, Section 11.

Vote  
Requirements

**Section 2.** The Trustees shall not adopt any budget appropriating a larger sum than the estimated income appearing in their budget, except upon a three-fourths vote of the Trustees present at the meeting at which the budget is presented.

Role of  
Investment  
Committee

**Section 3. (a)** The directions or approvals of the Investment Committee shall be sufficient authority upon which the Vice President for Finance or other person specified in the direction or approval or any endowment trustee or investment agent of the College shall act. The affirmative vote of a majority of the voting members present at any meeting shall be necessary for the approval of any action.

Actions Between  
Meetings

**(b)** In the intervals between meetings of the Committee, any action which may be authorized or taken at a meeting of the Committee may be authorized or taken without a meeting in a writing or writings signed by a majority of the voting members of the Committee, which writing

or writings shall be filed with or entered upon the records of the College, and copies shall be delivered to all non-voting members of the Committee. For the purpose of this Section 3(a), a signed writing includes but is not limited to transmission by facsimile and/or electronic mail.

(c) In the intervals between meetings of the Committee, any action directed, authorized, or approved by two of the Trustee members of the Committee, one of whom shall be the Chair of the Committee or, in the Chair's absence, another Trustee member, shall be deemed to be duly directed, authorized, or approved with the same force and effect as though taken by the affirmative vote of a majority of the regular members present at a duly convened meeting of the Committee. Nothing in this Section 3(c) shall be deemed to authorize the making or liquidation of any investment the value of which exceeds five percent of the total market value of the endowment as of the most recent monthly report of market value. The authority to act between meetings of the Committee shall be limited to not more than three decisions either to make or to liquidate an investment. As used herein the term "investment" refers to a single security or other evidence of investment of a single issuer or investee. A report of all actions taken at intervals between meetings shall be made at the next duly convened meeting of the committee.

**Section 4.** The action of the Investment Committee or any subcommittee of the Investment Committee shall be sufficient authority upon which the Vice President for Finance or other person specified in the action shall act.

Fiscal Year

**Section 5.** The financial year shall begin with July 1 of each year and close with June 30 next following.

Authorization  
for Execution of  
Documents

**Section 6.** Any two of the President, Vice President for Finance, Secretary, Vice President for Development, Associate Vice President for Finance, Director of Investments, and Chief Investment Officer, provided that at least one of them is the President, Vice President for Finance, Chief Investment Officer, Director of Investments, or Vice President for Development, are authorized, on behalf of the College:

(1) to execute and deliver deeds, assignments, contracts, or other instruments in connection with any transaction which has previously been authorized or approved by the Board of Trustees, Executive Committee, Investment Committee or any subcommittee of the Investment Committee; and

(2) to sell any and all gifts of real estate, personal property, listed or unlisted securities, evidence of interest and/or indebtedness, rights and options to acquire or sell the same standing in the name of or belonging to the College and to execute and deliver deeds, assignments, contracts or other instruments in connection with any such sale, provided that the proceeds of all such sales are paid and delivered to the College or to a depository or custodian of College funds.

This method of execution and delivery is in addition to other methods authorized generally or in specific transactions by the Board of Trustees, Executive Committee, Investment Committee or any subcommittee of the Investment Committee.

**Section 7.** The President, the Vice President for Finance, the Secretary, the Vice President for Development, the Director of Gift Planning, the Associate Vice President for Finance, the Chief Investment Officer, the Director of Investments, Director of Development Operations or the Director

of Development Information Technology/Resources is authorized individually, on behalf of the College, to sell any and all gifts of listed securities, standing in the name of or belonging to the College, at market, and to execute and deliver deeds, assignments, contracts or other instruments in connection with any such sale, provided that the sale is made within seven business days after receipt by the College of notice of the gift and further provided that the proceeds of all such sales are paid and delivered to the College or to a depository or custodian of College funds. This method of execution is in addition to other methods authorized generally or for specific transactions by the Board of Trustees, Executive Committee, Investment Committee or any subcommittee of the Investment Committee.

**Section 8.** The Investment Committee may designate and appoint one or more banks or trust companies as depositories or custodians of College funds other than operating funds and may authorize the Vice President for Finance to make contracts and agreements with such banks or trust companies for the custody and/or investment thereof.

**Section 9.** Any action of the Investment Committee or a subcommittee of the Investment Committee which is within the authority of such committee or subcommittee shall be sufficient authority upon which the Vice President for Finance or other person specified in the action shall act.

### **ARTICLE XIII Of Appointments**

Role of Student &  
Faculty Success  
Committee

**Section 1.** The Student & Faculty Success Committee shall receive for consideration and report to the Board for final action all nominations for the appointment of officers of the Corporation (other than the President.)

Teaching Faculty

**Section 2.** The Divisional Faculty Councils shall have the right to make, through the General Faculty Council, nominations of teachers in their respective Divisions, and to make proposals for promotions in rank or changes in salary in individual cases. The right is reserved to the Board of Trustees to make and consider such nominations and appointments as they see fit.

Head or Acting  
Head of Division

**Section 3.** Nominations to the Board of Trustees for appointment as Head of a Division shall be made by the President. The President shall be advised by a search committee charged and appointed by the President. The majority of the search committee must be composed of faculty members selected by the appropriate divisional council for that purpose, and the other members shall be selected by the President. The President shall solicit a recommendation from the search committee, and shall strive to secure concurrence from the search committee regarding the President's nomination. In the event that the President is unable to secure concurrence, the President shall engage the committee and articulate the rationale behind the President's nomination, prior to presenting the President's nomination to the Board of Trustees. The President shall provide the President's nomination, along with any comment from the search committee, to the Board of Trustees. Nominations to the Board of Trustees for an Acting Head of a Division shall be made by the President, after consultation with the appropriate divisional council.

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| Nominations for Dean of Admissions, Librarian  | <b>Section 4.</b> Appointments as Dean of Admissions and as Librarian shall be made by the President, after consultation with the General Faculty Council.   |
| Nominations for Other Offices  | <b>Section 5.</b> Appointments to other general or administrative offices of the institution or of any Division shall be made by the President, after consultation with such members of the Faculty and other persons as the President may deem proper.  |
| Appointments of and Salary Increases for Faculty   | <b>Section 6.</b> The President is authorized, as the delegate and in the name of the Board, with the concurrence of the General Faculty Council, (i) to make initial appointments and reappointments to the Faculty, not involving tenure, and (ii) to authorize such numbers of steps of salary increase for individual teaching personnel as are consistent with general salary policy approved by the Board. The President shall report all such actions, with the exception of salary increases, to the Board at its next ensuing meeting and he shall advise the Board of specific exceptions from recommendations submitted by the General Faculty Council. The President shall recommend to the Board through the Tenure & Promotion Committee all recommendations for appointment or reappointment with continuous tenure and all recommendations for appointments to named chairs. |
| Presidential Authorization for Appointments, Reappointments and Salary Increases of Administrative Personnel | <b>Section 7.</b> Appointments and annual salaries of administrators reporting directly to the President shall require the approval of the Board of Trustees. Appointments and annual salaries of all other members of the Administrative and Professional Staff may be authorized by the President within budgetary salary guidelines previously approved by the Board of Trustees. The President or the President's designate shall report all appointments to the Board for its information at least annually.  |

#### ARTICLE XIV Of Divisions And Divisional Finance

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| Instruction Responsibilities | <p><b>Section 1.</b> Instruction given by the Corporation is divided among the following Divisions of Administration:</p> <p>(1) The College of Arts and Sciences, which shall have charge of all instruction not assigned to other Divisions.</p> <p>(2) The Conservatory of Music, which shall have charge of instruction in music.</p> <p>The words Division, Divisions, and Divisional as used in these Bylaws shall be understood, if capitalized, to refer to one or more of the Divisions of Administration as thus defined.</p> |
| Use of Endowment Funds       | <b>Section 2.</b> To each Division shall be credited all funds given for the endowment of that Division and the income from such endowment shall be devoted to the support and development of Divisional work.  |
| Other Funds                  | <b>Section 3.</b> All undesignated funds, all funds donated for general endowment purposes, and all funds designated for specific purposes of general interest shall be classed as general funds. The income from these funds shall be used for the payment of the general expenses of the College not otherwise provided for, and the deficits, if any, of Divisions thereof, and the remainder of such income shall be used for such purposes as the Trustees may from time to time direct.   |

## ARTICLE XV Of The General Faculty And The General Faculty Council

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| Membership in the General Faculty              | <b>Section 1.</b> The General Faculty shall consist of the President, the Provost, the Vice President for Finance, the Vice President for Development, the Assistant to the President, the Secretary, the Deans, Assistant and Associate Deans, the Librarian, the Medical Coordinator, the Divisional Directors of Admissions, the Director of Career Services, the Registrar, the Director of Financial Aid, all Professors, Associate Professors, Assistant Professors, and Instructors in all Divisions. The General Faculty may invite other teachers and general or Divisional officers to membership. All members of the General Faculty shall be entitled to vote and to hold office. The General Faculty may also invite members of the student body to participate in its deliberations and actions, upon such terms and conditions, and to such extent, as it deems appropriate. |
| Internal Affairs                               | <b>Section 2.</b> The divisional faculty bodies, subject to the guidance and approval of the Board of Trustees and consistent with the Bylaws, are responsible for the internal affairs of the College in matters pertaining to educational policy, curriculum, methods of instruction, degree requirements, research, and the evaluation of the faculty for appointment, tenure and promotion.   |
| General Faculty Council                        | <b>Section 3.</b> The General Faculty shall in each year choose, in such manner, at such times, and for such terms of office as it shall determine, six of its members, who, with the President, the Provost, and the Heads of the Divisions, shall constitute the General Faculty Council. A majority of the members of the General Faculty Council shall constitute a quorum, except that during the summer, between Commencement and the opening of the fall term, the total number of members present in Oberlin, when that number is fewer than or equal to a majority of the Council, shall constitute a quorum and may act with the authority of the Council.  |
| Authority of General Faculty Council           | <b>Section 4.</b> All the powers and authorities of the General Faculty on appointments and on changes in rank and salary are vested in the General Faculty Council. The General Faculty Council shall report its nominations and recommendations directly to the President, who, when it is necessary, shall forward them to the Tenure & Promotion Committee of the Board of Trustees. The General Faculty Council shall receive from the Divisional Faculty Councils all nominations and recommendations for Divisional appointments and changes in rank and salary, and shall transmit the same to the President, who, when it is necessary shall transmit them to the Tenure & Promotion Committee of the Board of Trustees.   |
| General Faculty Council as Executive Committee | <b>Section 5.</b> The General Faculty Council shall act as an advisory body to the President on the budget and on such other matters as the President may raise, and as an executive committee of the General Faculty to act for the General Faculty on matters within its jurisdiction in the intervals between meetings of the General Faculty. Any act or authorization by the General Faculty Council within the scope of the power and authority so delegated to it shall be as effective as the act or authorization of the General Faculty.  |

## ARTICLE XVI Of The Heads Of Divisions; Of Divisional Faculties And Faculty Councils

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| Officers as Heads of Divisions | <b>Section 1.</b> The following officers shall be known as heads of Divisions of Administration: the Dean of the College of Arts and Sciences and the Dean of the Conservatory of Music. In the absence of a Provost, the Dean of the |
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College of Arts and Sciences and the Dean of the Conservatory of Music shall have oversight of academic budgetary policy over their respective Divisions, and the Deans and the Vice President for Finance jointly shall be the chief planning officers of the institution. The Deans shall have such further duties and responsibilities as are, from time to time, delegated by the President.

Responsibilities of  
the Heads of  
Divisions

**Section 2.** The Head of each Division, the Dean, shall be its executive officer and Vice-Chair of its Divisional Faculty. The Dean may attend any meeting of any committee of the Divisional Faculty, and share in its deliberations, but without vote unless made a member of the Committee, and he or she is *ex officio* Chair of the Divisional Faculty Council, a member of the General Faculty Council, and Chair of the Committee on Nominations of the Divisional Faculty. The Dean shall have general charge of the interests of the Division, and shall be especially charged with the duty of studying the problems of collegiate or musical education respectively and of keeping abreast of the general progress in the field concerned; of collecting, digesting, and recording in permanent form significant data concerning the work of the Division, especially with reference to the effectiveness and economy of administration, the conditions and results of teaching, and the scholarship, life, and interests of the student body; and devising, subject to the approval of the President and the sanction of the Faculty, such improvements in the policy and practice of the Division as circumstances shall from time to time require. The Dean shall further have, in addition to the duties imposed by the chairships attached to his or her office, primary responsibility for carrying out all policies and regulations adopted by the Divisional Faculty; for the instruction of new teachers of the Division in the details of College policy and practice; for securing prompt rendering of customary reports by officers, teachers, and committees; and, in general, for supervision of the routine administration and the necessary clerical work of the Division.

Membership of  
Divisional Faculties

**Section 3.** Each Divisional Faculty shall consist of the President, the Provost, the Secretary, the Dean of the Division, the Associate and Assistant Deans of the Division, the Dean of Students, the Director of Admissions for the Division, the Librarian of the College, all Professors, Associate Professors, Assistant Professors, and Instructors in the Division. The Assistants to the President, the Medical Coordinator, the Associate Deans of Students, and the Registrar are also members of the Faculty of Arts and Sciences. Each Divisional Faculty may invite to membership other teachers and general officers or officers of the Division concerned, in addition to those specified above. All members of the Divisional Faculty shall be entitled to vote and to hold office. Each Divisional Faculty may also invite members of the student body to participate in its deliberations and actions, upon such terms and conditions, and to such extent, as it deems appropriate.

Divisional Faculty's  
Authority

**Section 4.** Each Divisional Faculty shall, subject to the approval of the General Faculty, prescribe regulations and scholarly requirements for admission to the Division, the studies and courses of study therein, time of residence and attendance, conditions for examination, theses and terms of graduation, and the conditions for any degree other than honorary degree, and may make recommendations thereon.

Requirements For  
Degree Candidacy

**Section 5.** Students shall not be admitted to become candidates for a degree in any Division until they are found to have educational attainments equivalent to the College entrance requirements, as determined by the Faculty of Arts and Sciences, under approval of the General Faculty, subject to alteration and approval by the Board of Trustees. Students seeking to be enrolled in any Division, and who upon examination are not found to have such attainments, if enrolled, shall be separately catalogued.

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| Divisional Faculty Councils                               | <b>Section 6.</b> Each Divisional Faculty shall in each year choose, at such times and for such terms as it shall determine, and in the manner and by the vote herein provided, not to exceed eight of its members, who, with the President, and the Head of the Division, shall constitute the Divisional Faculty Council. Eligibility to serve on the Divisional Faculty Council and to vote for its members is restricted to those members of the Divisional Faculty whose salaries will be reviewed by the Council, when elected, but said restriction shall not apply to the President, Heads of Divisions, retiring professors or any members of the Divisional Faculty in their respective initial appointments. A majority of the members of a Divisional Faculty Council shall constitute a quorum, except that during the summer, between Commencement and the opening of the fall term, the total number of members present in Oberlin, when that number is fewer than or equal to a majority of the Council, shall constitute a quorum and may act with the authority of the Council. |
| Changes In Rank and Salary                                | <b>Section 7.</b> All the powers and authorities of the Divisional Faculty on appointments and changes in rank and salary are vested in the Divisional Faculty Council. The Divisional Faculty Council shall report its nominations and recommendations for Divisional appointments and changes in rank and salary directly to the General Faculty Council.   |
| Advisory Duties   | <b>Section 8.</b> The Divisional Faculty Council shall act as an advisory body to the Head of the Division and as an executive committee for the Divisional Faculty to act for the Divisional Faculty on matters within its jurisdiction in the intervals between meetings of the Divisional Faculty. Any act or authorization of the Divisional Faculty Council within the scope of the power and authority so delegated to it shall be as effective as the act or authorization of the Divisional Faculty.  |
| <b>ARTICLE XVII</b><br><b>Of Members Of The Faculties</b> |   |
| Appointments  | <b>Section 1.</b> A permanent appointment as Dean, full professor, associate professor, assistant professor, instructor, or other employee in any Division shall be one that has been made to hold during the pleasure of the Board of Trustees.  |
| General Responsibilities                                  | <b>Section 2.</b> Every member of the Faculty shall, in addition to the special instruction of his or her chair, render a reasonable share of the general service which comes upon the Faculty in common, so far as the interests of the College can be thus secured. The responsibilities, opportunities, and privileges involved in the representation of the Corporation abroad are to be distributed in like manner. The President and General Faculty shall decide all questions that may arise as to the apportionment of such general service, responsibilities, opportunities, and privileges.  |
| Scholastic Control  | <b>Section 3.</b> The scholastic control of all the students is committed primarily to the respective teachers to whose classes they are assigned, then to the Faculty of the Division concerned, and then to the General Faculty. The Trustees do not receive appeals from the students in regard to any matter of discipline or order administered by the General Faculty or the President.   |
| Control of Own Classes                                    | <b>Section 4.</b> Teachers have the general control of their own classes, limited by any general regulations adopted by the Faculty of the Division   |

**Section 6.** When application shall be made to the Trustees by any teacher for leave of absence for any considerable time with continuance of salary, or part thereof, the granting of such application presupposes the intention of the applicant to return at the close of such leave and to continue in the service of the Corporation for a reasonable time thereafter.

Notwithstanding any other provision of the Bylaws, the President is authorized to initiate, review, or act finally with respect to any student disciplinary matter affecting, in his or her judgment, the best interests of the College.

Off-Campus Study      **Section 4.**      If a course of study is offered by the College away from Oberlin, there shall be designated by the President a responsible person who shall supervise the conduct and living arrangements of students in such a course. The designated person shall have the authority to dismiss from the course of study any student whose conduct is deemed undesirable, advising the President in writing of the dismissal and reasons for it.

## ARTICLE XIX Of Degrees

B.A.      **Section 1.**      The Trustees shall consider eligible for the degree of Bachelor of Arts (B.A.) any person nominated by the Faculty of Arts and Sciences through the General Faculty who has completed the equivalent of four years' course of study in the arts and sciences and passed examinations satisfactory to the Divisional Faculty.

B.Mus.  
B.Mus.Ed.  
B.F.A.Mus.      **Section 2.**      (a)      The Trustees shall consider eligible for the degree of Bachelor of Music (B.Mus.) or Bachelor of Music Education (B.Mus.Ed.) or Bachelor of Fine Arts in Music (B.F.A.Mus.) any person nominated by the Faculty of the Conservatory of Music through the General Faculty who has theretofore been found to have educational attainments, and has completed a course of study in music equivalent to at least four years' work therein, and passed examinations satisfactory to the Divisional Faculty. No person may be awarded both the Bachelor of Music degree or the Bachelor of Music Education degree and the Bachelor of Fine Arts in Music degree.

Performance  
Diploma      (b)      The Trustees shall consider eligible for the undergraduate Performance Diploma any person nominated by the Faculty of the Conservatory of Music through the General Faculty who has satisfied the requirements for the Performance Diploma as prescribed by the Faculty of the Conservatory of Music and approved by the Board of Trustees. Any person who has completed the requirements for both a degree and the Performance Diploma will receive only the degree. Any person holding the Performance Diploma may subsequently become a candidate for a degree.

Artist  
Diploma      (c)      The Trustees shall consider eligible for the Artist Diploma any person nominated by the Faculty of the Conservatory of Music through the General Faculty who has satisfied the requirements for the Artist Diploma as prescribed by the Faculty of the Conservatory of Music and approved by the Board of Trustees.

Certificates  
of Merit      **Section 3.**      Certificates of merit may be given by the General Faculty upon nomination of the Divisional Faculty for work done by students in any Division.

M.A.      **Section 4.**      The Trustees shall consider eligible for the degree of Master of Arts (M.A.) any person nominated by the General Faculty and holding the degree of Bachelor of Arts from this Corporation or holding a degree deemed equivalent thereto by the General Faculty, who while in residence shall have completed the equivalent of a year's course of study in the Arts and Sciences and passed examinations satisfactory to the Faculty of the College of Arts and Sciences, and shall have satisfactorily met the requirements published in the General Catalogue governing graduate study.

M.A.T.      **Section 5.**      The degree of Master of Arts in Teaching (M.A.T.) shall be awarded to persons who have satisfactorily completed a prescribed course of

study in the arts and sciences normally extending over one academic year and one summer session and have satisfactorily met the requirements for this degree as published in the General Catalogue.

M.Mus.  
M.Mus.Ed.  
M.Mus.T.

**Section 6.** The Trustees shall consider eligible for the degree of Master of Music (M.Mus.) or Master of Music Education (M.Mus.Ed.) or Master of Music in Teaching (M.Mus.T.) any person nominated by the Faculty of the Conservatory through the General Faculty and holding the degree, or its equivalent, of Bachelor of Music who while in residence shall have completed the equivalent of a year's course of study in music and passed examinations satisfactory to the Divisional Faculty.

M.F.A.

**Section 7.** The Trustees shall consider eligible for the degree of Master of Fine Arts (M.F.A.) from the Conservatory of Music any person nominated by the Faculty of the Conservatory through the General Faculty who has satisfactorily completed a prescribed course of study in the Conservatory normally extending over two academic years and who has satisfactorily met the requirements for this degree as published in the General Catalogue.

Honorary  
Degrees

**Section 8.** The Board may at any time confer honorary degrees on those whom they deem worthy thereof.

The number of degrees to be awarded and the criteria and qualifications for honorary degrees and the procedure for selection of candidates for such degrees shall be prescribed or approved from time to time by the Board.

## ARTICLE XX Of Amendments And Suspensions Of Bylaws

Adoption of  
Amendments

**Section 1.** Amendments to these Bylaws may be adopted at any regular meeting without prior notice, or at any special meeting notice of which with the amendments proposed shall have been given at least seven days before the meeting.

Suspension of  
Amendments

**Section 2.** Any provision of these Bylaws may, at any regular or special meeting, and without prior notice of the proposed suspension, by the affirmative vote of not less than two-thirds of the full membership of the Board, be suspended upon such conditions as shall be specified in the suspension resolution.

## ARTICLE XXI Of Indemnification

Adoption of  
Amendments

The College shall and hereby does indemnify, to the fullest extent permitted or authorized by law, any person made or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was holding any one or more of the following positions at the College, i.e. (a) Trustee including Honorary Trustee, (b) President, (c) Provost (d) Vice President for Finance, (e) Secretary, (f) Vice President for Development, (g) Vice President for College Relations, (h) Associate Vice President for Finance, (i) Chief Investment Officer, (j) Director of Investments, (k) Deans of the College of Arts and Sciences, Conservatory of Music, and Student Life and Services, (l) Dean of Admissions, Director of College Admissions and Director of Conservatory Admissions, (m) all non-Trustees who serve on any committee or subcommittee of the Board of

Trustees with voting privileges, (n) any unpaid consultant to the Board of Trustees or any committee or subcommittee of the Board of Trustees, (o) any trustee, director or officer of another corporation, domestic or foreign, nonprofit or for profit who serves in such capacity at the request of the College, or (p) any officer, employee, trustee or student of the College who serves at the request of the College on any committee, board, panel or other body of the College, the function of which is investigation, mediation, adjudication or assessment or suggestion of penalties relating to violation of College rules, regulations or policies. The indemnification provided by this Article (i) shall apply to a person only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the College, and within the scope and authority of the person's position at the College set out in (a) through (p) above, (ii) shall continue as to a person who has ceased to hold any of the positions described above, but only with respect to acts or omissions which occurred or should have occurred while such person was holding such position, (iii) shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under the Bylaws or any agreement, vote of disinterested trustees, or any insurance purchased by the College, or otherwise, and (iv) shall inure to the benefit of the heirs, executors and administrators of that person.

## **ARTICLE XXII Of Notices**

**Section 1.** (a) Any notices authorized or required to be given to any Trustee or committee member under any of the provisions of these Bylaws may be provided in any state of the following ways:

- Delivered in person;
- Sent by United States or express mail or by a courier service to the address of the Trustee or committee member as it appears on the records of the College; or
- Sent by facsimile or electronic mail to the facsimile number or electronic mail address, if any, of the Trustee or committee member as it appears on the records of the College.

When less than one week's notice is specified pursuant to these Bylaws, notice by mail must utilize next-day delivery arrangements.

(b) Depending on the mode of delivery, notices pursuant to the foregoing provisions are deemed given as follows:

- Notices by United States or express mail or courier service pursuant to the foregoing provisions shall be deemed to have been given when deposited in the mail or with the courier service
- Notices by facsimile or electronic mail pursuant to the foregoing provisions shall be deemed to have been given when the facsimile transmission or electronic mail transmission has been completed at its point of origin.

**ARTICLE XXIII**  
**Gifts and Funds**

Acceptance of  
Gifts

**Section 1.** The Board of Trustees may accept on behalf of the College any gift, grant, bequest or devise for any of the general or special purposes of the College. The power to accept or decline gifts rests with the Board of Trustees. Unless the terms expressly provide otherwise, all gifts, grants, bequests and devises shall be deemed irrevocable.

Conditions and  
Limitations

**Section 2.** Subject to the power of the Board of Trustees to accept gifts, any person who gives, bequeaths or devises any property to the College may make such gift, bequest or devise subject to such conditions and limitations as he or she may desire, provided that such conditions and limitations are consistent with the purposes of the College. Any other provision of these Bylaws notwithstanding, all gifts accepted subject to a condition or limitation which is, in the sole discretion of the Board of Trustees no longer practicable, may be applied to such other purpose or purposes as the Board of Trustees, in its sole discretion, determines will carry out the intent of the donor, or if the Board of Trustees determines that no such other purposes exist, to such other purpose or purposes as the Board of Trustees determines to be in the best interest of the College.