

**AMENDED AND RESTATED
BYLAWS OF KNOX COLLEGE**

October 16, 2023

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Article I. BOARD OF TRUSTEES

Section 1.01 General.

The Board of Trustees (the “**Board**” or the “**Trustees**”) of Knox College (the “**College**”) shall consist of all duly elected General and Alumni Trustees and the President of the College (the “**President**”).

Section 1.02 Trustees

(a) General Trustees.

General Trustees shall be elected by the Board from candidates proposed by the Committee on Governance, using policies and procedures approved by the Board. General Trustees shall be elected by a majority vote of the Board. The term of office for General Trustees shall be four years, provided that the term of an individual serving as Chair of the Board (the “**Chair**”), Vice-Chair of the Board (the “**Vice-Chair**”) or the chair of a standing committee may be extended to coincide with the end of their current term of office. The President shall be a voting trustee, *ex officio*, during their term of office and considered a General Trustee for the purposes of determining quorum and voting. General Trustees shall be evenly divided (as reasonably practicable) into four classes, which will be designated by the year their term concludes. Election of General Trustees shall take place annually at the regular Spring meeting of the Board, however, vacancies may be filled at any meeting. A General Trustee may be elected to no more than three consecutive complete terms, for a total of twelve years, which may be extended to coincide with the end of their term as the Chair, Vice-Chair or the chair of a standing committee. A General Trustee who has served three complete terms may be elected to serve again, at least one year after the individual’s third term expired.

(b) Alumni Trustees.

Alumni Trustees shall be elected by the alumni of the College, using policies and procedures approved by the Board. The term of office for Alumni Trustees shall be four years. One Alumni Trustee shall be elected each year. At least one Alumni Trustee shall be a person graduated from the College not more than four years prior to their election. An Alumni Trustee may be elected to no more than one term. An individual who previously served as an Alumni Trustee may be elected to serve as a General Trustee at least one year after the individual’s Alumni Trustee term expired. Policies and procedures of the Alumni Association for the nomination and election of Alumni Trustees shall be approved by the Board, and filed with the Office of College Engagement and the Secretary of the College. The immediate past chair of the Alumni Council, serving a current two-

year term, *ex officio*, at the time of the most recent amendment to these bylaws shall be allowed to fulfill their full two-year term.

(c) Honorary Trustees.

Honorary Trustees shall have the right to attend all meetings of the Board, to participate in Board discussions, and to serve on committees, but shall not have any voting rights. Upon adoption of these most recent bylaws, the Board will discontinue the election of Honorary Trustees and all Honorary Trustees as of that date shall maintain their status until death, earlier resignation, or removal of status by vote of the Board.

(d) Emeritus Trustees.

Upon nomination by the Committee on Governance, a General Trustee who has served on the Board with exceptional distinction for a minimum of twelve years may be elected an Emeritus Trustee. Emeritus Trustees may serve as voting members of subcommittees, advisory, or ad hoc committees. Emeritus Trustees shall maintain their status until death, earlier resignation, or removal of status by vote of the Board.

In exceptional cases, Emeritus Trustees may be considered to serve additional General or Alumni Trustee terms. If such election is made, Emeritus Trustee status is suspended while serving as a General or Alumni Trustee. At the conclusion of the General or Alumni term/s, said Trustee shall be eligible to be re-elected Emeritus Trustee.

Section 1.03 Quorum; Vote Required.

A quorum at any meeting of the Board of Trustees which has been duly and legally convened, shall consist of a majority of the voting Trustees and may act upon any matter of business whatsoever which shall properly come before the meeting, except as otherwise provided by law, the Charter of the College (the “**Charter**”) or the Bylaws of the College (the “**Bylaws**”). The affirmative vote of a majority of the General Trustees and Alumni Trustees present and voting at a meeting at which a quorum is present shall be sufficient to carry any resolution or effect any election properly before the meeting, except as otherwise provided by the law, the Charter or the Bylaws.

Section 1.04 Trustee’s Conflict of Interest.

Any conflict of interest on the part of any voting Trustee or a member of a voting trustee’s immediate family shall be disclosed by the Trustee in writing to the Board at least annually and made a matter of record. When any such interest becomes relevant to any subject requiring action by the Board or any of its duly constituted committees, the Trustee having a conflict shall call it to the attention of the Board or committee, and the Trustee shall not vote on the subject, shall not attempt to use personal influence to affect the vote on the subject, and shall not be counted in determining the existence of a quorum for the purpose of voting on the subject. The minutes of the

meeting shall state that a disclosure was made and that the interested Trustee abstained from voting and was not counted in determining the existence of a quorum for the purpose of acting upon the subject involved in conflict.

Article II. OFFICERS OF THE BOARD

The officers of the Board of Trustees shall be a Chair and a Vice-Chair. In the final year of the term of the Chair, there may also be a Chair-Elect of the Board (the “**Chair-Elect**”), who shall be the presumptive nominee for the position of Chair in the next election. The Vice-Chair shall be nominated by the Chair-Elect, subject to approval by the Board, and shall begin and end their term concurrently with the Chair’s term.

Section 2.01 Election of Officers of the Board.

The Chair of the Board shall be elected to fill the expiring term of Chair by no later than the regular Spring meeting and shall serve for a four-year term commencing on the first day of July. When the Board chooses to elect a Chair-Elect, the Chair-Elect shall serve for a fixed one-year term, commencing on the first day of July of the Chair’s final year of their term. The Chair and the Vice-Chair may be elected to no more than one complete four-year term in the same office.

Section 2.02 Vacancies.

In the event of a vacancy in any Board office or standing committee chair, caused by whatever reason, the Steering Committee shall appoint an interim successor to serve until the vacancy is filled by a vote of the Board. The Board, at its next meeting, shall elect a successor to serve for the balance of any remaining unexpired term of the Chair or Vice-Chair from nominations submitted by the Steering Committee and any nominations properly made from the floor. When a vacancy occurs in the position of Chair, a successor to serve for the balance of the unexpired term shall be elected as the first order of business at the next meeting of the Board.

Section 2.03 Chair.

The Chair shall preside at all meetings of the Board and the Steering Committee and shall consult and advise with any of the other officers of the Board and College relative to the affairs of the College as often as they deem advisable. The Chair may vote at any meeting and, in the event of a tie, shall vote unless prohibited from doing so by virtue of a conflict of interest. In case of, and during the absence or disability of any officer of the College, the Chair, on behalf of the College, may perform such duties, execute such documents and take such administrative action as they may deem advisable with respect to any matter requiring prompt attention.

(a) Absence.

In the absence or disability of the Chair, the Vice-Chair shall be vested with and perform the functions of the Chair, and in the Vice-Chair's absence or disability, the functions shall be vested with and performed by the Steering Committee.

(b) Corporate Seal.

The Chair, Secretary of the College (the "**Secretary**") or any Assistant Secretary of the College shall sign and affix the corporate seal of the College to any written instrument requiring such execution whenever any such written instrument is directed to be executed by order of the Board or by order of the Steering Committee pursuant to authority delegated to it by the Board; all releases of mortgages when said mortgages have been certified as fully paid by the Treasurer of the College (the "**Treasurer**"); and all diplomas theretofore signed by the President.

Such signature and seal shall be considered as sufficient evidence of the action of the Board. The corporate seal shall be kept in the custody of the Secretary of the College and affixed to all papers and documents that receive the official signature of the Chair, the Secretary or an Assistant Secretary of the College.

Article III. OFFICERS OF THE COLLEGE

The officers of the College shall be a President, Provost and Dean of the College, and such Vice Presidents as the Board may elect, Treasurer of the College, such Assistant Treasurers as the Board may elect, and Secretary of the College and such Assistant Secretaries as the Board may elect.

Section 3.01 Election of Officers of the College.

Each officer of the College, except the President, shall be elected annually at the regular Spring meeting from nominations prepared by the Steering Committee and shall hold office for one year. Officers of the College may be elected at any meeting of the Board to fill a vacancy. Any officer of the College may be removed from office by a majority of the Board, whenever in the judgment of the Board the best interests of the College would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The President shall serve for such a period of time as the Board shall determine and their term as an officer of the College shall coincide with their term as President.

(a) President.

The duties of the President shall be such as ordinarily belong to the chief executive officer of a college, and they shall be vested with full administrative authority, subject only to the approval and direction of the Board.

(i) *Board and Committee Membership.*

The President shall be a member, *ex officio*, of the Board during their term of office and, in the absence of a conflict of interest, shall be entitled to vote on all matters that may come before the Board. The President shall be the Executive Officer of the Board and shall be responsible solely to the Board. The President shall be a member, *ex officio*, of all committees, subcommittees, advisory, ad hoc or other committees.

(ii) *General Responsibilities.*

The President shall execute directions given and carry into effect policies prescribed by the Board. The President shall be responsible for carrying out the provisions of the budget approved by the Board.

(iii) *Power; Authority.*

The President shall have authority, subject to the approval of the Board or of the Steering Committee, to employ professors, teachers, and instructors, as well as other necessary personnel, to fix their terms of employment and compensation, and to prescribe their duties.

(iv) *Faculty Meetings.*

The President or, in the absence or inability to act of the President, the Provost and Dean of the College shall convene and be the presiding officer at faculty meetings. The President shall be a voting member of the faculty. At the request of the President or the Provost and Dean of the College, or during their absence or inability to act, the faculty may elect a chair *pro tem* to preside at faculty meetings. The chair *pro tem* shall be elected by the faculty from its membership and shall not be a member of the administration. The President shall have the deciding vote in the event of a tie and the President shall have final authority in the internal affairs of the College, including discipline.

(v) *Supervision of Student Groups and Speakers.*

In accordance with policies adopted by the Board from time to time, the President shall have general supervision over the invitation to, and appearance of, any individual or group on the campus and may delegate direct supervision to the Vice President with oversight of student groups. In general, any bona fide student group which has been recognized by the faculty may invite any speaker it wishes, subject to scheduling to prevent conflicts, assurance of ample funds to defray honoraria and expenses, and the speaker's consent to a question and answer period.

(vi) *Real Estate Dealings.*

After written notice to the Steering Committee and the Chair of the Committee on College Finances but without need for vote, the President shall have the authority to sell any real property owned by the College, if the fair market value of that property is \$200,000 or less.

(vii) Absence.

In the President's absence or inability to act, the Provost and Dean of the College and the Vice President with responsibility for providing support to the Board of Trustees, or such other person as the Steering Committee or the Board may designate, shall perform the duties of the President but shall not be voting members of the Board.

(b) Treasurer.

The Treasurer, under the supervision and direction of the President, shall manage and direct all financial business of the College and shall report thereon at each meeting of the Board. The Treasurer may also be designated Vice President for Finance by the Board.

(i) Responsibilities.

The Treasurer shall collect when due, receive and disburse all moneys paid into the treasury of the College and invest such funds as the Board shall order. They shall have custody of all bonds, deeds, or other papers pertaining to their office as Treasurer. The Treasurer shall keep a record of all the financial transactions of the College, of all sums received or disbursed by them or on their order, and of all donations, lands or other property sold or purchased, and shall make a full report and exhibit of the amount and condition of all the funds belonging to the College at least annually.

(ii) Absence.

In the event of the absence or disability of the Treasurer, their duties may be performed by an Assistant Treasurer, Controller, or other such person as appointed by the President and approved by the Board.

(c) Controller.

A Controller may be appointed by the President on the recommendation of the Treasurer and subject to approval by the Board. All books of account of the College shall be kept under the direction of the Controller, who shall examine all claims against the College presented for payment, and who shall issue vouchers for all such claims as are just and have been properly authorized, and shall perform such other duties as the Treasurer may direct, subject to approval of the Board.

(d) Secretary of the College.

(i) Responsibilities.

The Secretary of the College shall issue the call to regular meetings of the Board; prepare the agenda for such meetings in consultation with the Chair, the President and the remainder of the Steering Committee; act as Parliamentarian to the Board; and perform such other duties as requested by the Board. The Secretary, with such assistance as they may require, shall review minutes of all proceedings of the Board at each meeting, and such minutes, after they have been

duly approved by the Board, shall constitute the official record of the deliberations and actions of the Board. The Secretary or any Assistant Secretary of the College shall keep minutes of all proceedings of the Board at each meeting and sign and affix the corporate seal of the College to: any written instrument requiring such execution whenever any such written instrument is directed to be executed by order of the Board or by order of the Steering Committee pursuant to authority delegated to it by the Board; and all releases of mortgages when said mortgages have been certified as fully paid by the Treasurer. Such signature and seal shall be considered as sufficient evidence of the action of the Board.

(ii) Custody of Documents.

The minutes and other records, reports of committees and all historic documents relating to the transactions of the Board shall be kept in the custody of the Secretary of the College, as appropriate, and shall not be allowed out of their custody without the written authority of the Board or the Steering Committee.

(iii) Custody of the Corporate Seal.

The corporate seal shall be kept in the custody of the Secretary of the College and affixed to all papers and documents that receive the official signature of the Chair, the Secretary of the College or an Assistant Secretary of the College.

(iv) Absence.

In the absence or disability of the Secretary of the College, their duties shall be performed by an Assistant Secretary of the College or the Vice President with responsibility for providing support to the Board of Trustees.

Section 3.02 Surety Bond.

Before entering upon the duties of their office, the Treasurer, an Assistant Treasurer and a Controller shall each give bond for the faithful performance of their official duties in such amount and with such surety as the Board shall direct and approve. This may be in the form of individual surety bonds or through fidelity and crime insurance. The premium for this coverage shall be paid by the College. Any individual surety bond shall be deposited with and held in the custody of the Secretary of the College.

Section 3.03 Officer's Conflict of Interest.

Any conflict of interest on the part of an officer of the College designated in this article, or members of such officer's immediate family, shall be disclosed by the officer in writing to the Board at least annually and made a matter of record. When any such interest becomes relevant to any subject requiring administration or the Board's action, the officer having a conflict shall call it to the attention of the President and, if the matter is being considered by the Board or one of its committees, to the attention of the Board or such committee. The officer shall not participate in the discussion of the subject or make any recommendations regarding the subject in which the

officer or a member of the officer's immediate family has a conflict of interest, and shall not use personal influence to affect the decision with respect to such subject. The minutes of any meeting attended by the interested officer at which the subject is discussed shall reflect that a disclosure was made and that the interested officer abstained from the discussion except to the extent provided above.

Article IV. MEETINGS OF THE BOARD

Section 4.01 Regular Meetings.

Three regular meetings of the Board shall be held annually as follows: one in the fall (the "**Fall meeting**"), one in the winter (the "**Winter meeting**") and one in the spring (the "**Spring meeting**") on such dates as the Board may fix. All meetings of the Board shall generally be held in person, unless the Steering Committee determines there are circumstances to warrant that it be held by other means of which all persons participating in the meeting can hear each other. The Fall and Spring meetings should be held in Galesburg, Illinois, unless the Steering Committee determines that special circumstances warrant that the meeting be held elsewhere. The Winter meeting may be held in Galesburg, Illinois, or another location determined by the Chair and the President in consultation with the Steering Committee.

Section 4.02 Meeting Audience.

All meetings of the Board, including committee, subcommittee, advisory, ad hoc or other committee meetings, shall be limited to the Trustees. Emeritus Trustees, staff members, faculty and students shall attend as the Chair or the President may designate, but the Board may convene an executive session at any time by decision of the Chair, and all non-Trustee persons asked to withdraw. Non-trustees who are members of advisory, ad hoc, or other committees, convened by the Chair, President, or Board, may attend the meetings of committees for which they are members.

Section 4.03 Call and Notice of Regular Meetings.

The call shall be made no less than seven days prior to the time specified for the meeting and may be issued by the Chair, Vice-Chair, President or Secretary of the College. Such notice must be in writing, including writing transmitted by electronic means. The requirement as to the time required for notice may be waived in writing by two-thirds of the voting members of the Board, and when so waived, the meeting so held shall be regularly constituted.

Section 4.04 Special Meetings.

Special meetings may be called by the Chair, or in the event of their absence or disability, by the President, and shall be called by the President whenever a majority of the members of the Steering Committee or any six Trustees shall so request; and in case of a vacancy in the office of President, then such meetings shall be called by the Secretary of the College upon like request. Special meetings may be conducted either in person at such a location as designated in the call or through

the use of methods by means of which all persons participating in the meeting can hear each other. Participating in any meeting so conducted shall constitute attendance and the equivalence of presence in person at the meeting of each person so participating.

(a) Transaction of Business.

At all special meetings of the Board, no business shall be transacted except as specified in the call, except upon majority vote of all members of the Board having the right to vote.

Section 4.05 Action.

Any action required to, or which may, be taken at a meeting of the Board may be taken without a meeting at the request of the Chair or President when presented in writing to all voting trustees. Such actions will be recorded in the minutes and shall include the action or actions proposed, the names of all Trustees who participated and constitute a quorum, and the names of all Trustees who did not vote shall be listed as absent.

Section 4.06 Proxy Voting.

A member of the Board entitled to vote at a special meeting of the Board may vote by proxy, if that proxy is executed in writing by the Trustee and is transmitted to the Chair. No proxy voting shall be permitted at regular meetings of the Board.

Article V. THE STEERING COMMITTEE

Section 5.01 General.

The Steering Committee of the Board shall consist of the Chair, the Vice-Chair, the President, the Chair of the Committee on Governance and at least four additional members as determined by the Chair, annually. The Steering Committee shall have authority to act for the Board on all matters except the following, which shall be reserved for the Board: presidential selection and termination; election of trustees, officers of the Board, and officers of the College; changes in institutional mission and purposes; changes to the Charter; incurring of corporate indebtedness; sale of College real property, except as otherwise provided in these Bylaws; erection of buildings; adoption of the annual spending rate; and conferral of degrees. The Steering Committee shall execute the orders of the Board; transact business to carry on the operations of the College between meetings of the Board; provide oversight of the process for the recruitment and selection of the President; perform the evaluation of the President; nominate officers of the College; and participate in the preparation of the agendas for Board meetings.

The Steering Committee shall provide regular support and guidance to the President, the Vice President with responsibility for providing support to the Board of Trustees, and the Secretary of the College by advising on time sensitive and confidential matters and ensuring alignment of the Board of Trustees and Board committee work with the mission of the College and the strategic institutional priorities.

The Steering Committee will be responsible for selection and appointment of committee membership, as well as, subcommittees, advisory and ad hoc committees, in conjunction with the President, the Vice President responsible for providing support to the Board of Trustees, and the Secretary of the College. The Steering Committee is responsible for the nominations of standing committee chairs. Committee chairs shall be elected by a majority vote of members of the Board of Trustees present and constituting a quorum. The chairs of all standing committees shall normally be appointed to two-year terms and terms should be staggered (as reasonably practicable) as to provide continuity in committee leadership from year to year. The Steering Committee may, in extraordinary circumstances, extend the term of a committee chair beyond two years when an extension is in the best interest of the College.

The Steering Committee will regularly monitor key performance indicators and provide guidance and support and bring any issues of concern to the attention of the Board as needed.

Section 5.02 Meetings.

The Steering Committee shall meet upon the call of the President or the Chair. The minutes of the Steering Committee meetings shall indicate the votes or actions of the individual members of the Committee.

Section 5.03 Powers.

The Steering Committee shall have full power to make such regulations as it shall deem proper for the security of the finances and prosperity of the College that are not inconsistent with any restriction contained in these Bylaws.

Article VI. STANDING AND AD HOC COMMITTEES

Section 6.01 Standing Committee Descriptions.

In addition to the Steering Committee, there shall be the following standing committees of the Board, which shall have the responsibilities described below as well as others delegated by the full Board pursuant to a resolution.

(a) Committee on Admission and Advancement.

The committee's responsibilities include, but are not limited to, the review and recommendation of enrollment and fundraising goals, and the review, approval, and recommendation of financial aid and gift acceptance policies.

(b) Committee on Audit and Risk.

The committee's responsibilities include, but are not limited to, the selection and oversight of the work of an outside auditor; reporting audit findings to the Board and advising on any action plans; ensuring the College is in compliance with legal obligations; monitoring risk across all

parts of the institution including financial, operational, cybersecurity, and reputational; overseeing and reviewing the policies and procedures required to maintain an effective institution-wide risk management system.

(c) Committee on College Finances.

The committee's responsibilities include, but are not limited to, the review, approval, and recommendation of annual operating budget including tuition and fees; review, approval, and recommendation of major capital expenditures; financial management oversight including the College's investment manager.

(i) Investment Advisory Committee.

The Committee on College Finances shall have one permanent advisory committee. Members of the advisory committee need not be restricted to Trustees and shall be appointed annually by the Steering Committee in consultation with the President. The advisory committee shall be chaired by a member of the Committee on College Finances and chair of the Committee on College Finances shall be a voting member, *ex officio*, of the advisory committee. The Investment Advisory Committee shall review and recommend investment policies for the College's endowment; oversee the Treasurer's implementation of approved investment policies; recommend and oversee the activities of the investment consulting firm retained by the College; and report the results of the College's investments to the Committee on College Finances.

(d) Committee on Governance.

The committee's responsibilities include, but are not limited to, ensuring governance is aligned with strategy and meeting the academic mission; leading the process for recruitment, selection, and assessment of Trustees; nominating candidates for Trustees to the Board and Emeritus Trustees; providing oversight of the process for recruitment and selection of the Chair of the Board; reviewing and recommending tenure and promotion; reviewing and recommending granting of degrees.

(i) Subcommittees of the Committee on Governance.

The Committee on Governance shall have one permanent subcommittee and one subcommittee convened, as needed, for the nomination of the Board Chair.

1) Honorary Degree Subcommittee.

The Honorary Degree Subcommittee shall be a permanent subcommittee of the Committee on Governance. The Subcommittee shall be responsible for presenting nominees for honorary degrees to the Committee on Governance, which then makes a recommendation on the candidates for honorary degrees to the Board for approval. The Chair of the Subcommittee shall be appointed by the Steering Committee in consultation with the chair of the Committee on Governance.

2) Board Chair Nomination Subcommittee.

The Board Chair Nomination Subcommittee shall be responsible for the recruitment and nomination of the Chair of the Board. Subcommittee membership shall be appointed by the current Chair and chaired by a current Trustee other than the Chair or Vice-Chair.

Section 6.02 Trustee Membership.

Trustee members of these standing committees and their subcommittees and advisory committees shall be selected and appointed annually by the Steering Committee in consultation with the President, the Vice President responsible for providing support to the Board of Trustees, and the Secretary of the College. In addition to the Committee Chair, each committee may have a Vice-Chair who is appointed by the Chair of their respective committee in consultation with the Chair of the Board and the President. Committee Chairs shall normally serve one two-year term unless extended by the Steering Committee (Section 5.01). Committee Vice-Chairs shall serve one-year terms and may be reappointed for up to two consecutive terms.

Section 6.03 Faculty and Student Engagement.

Two faculty in elected leadership positions and two student leaders will engage with the Board by attending the general session of the Board of Trustees; serving as a liaison between the faculty and student body, respectively, and the Board to ensure alignment on strategic institutional priorities. In addition, the two faculty and two student leaders will each serve as non-voting representatives on the Committee on Admission and Advancement or the Committee on College Finances.

Section 6.04 Committee Responsibilities.

Each committee shall make reports and recommendations to the Board as appropriate, or as otherwise requested by the Chair. The Committee on Governance, in collaboration with the Committee Chair and, if applicable the Committee Vice-Chair, shall review the responsibilities of each committee regularly and as appropriate shall report to the Steering Committee any proposed revisions to the Committee's structures, charge, responsibilities, or methods of operation.

Section 6.05 Committee Structure and Operating Practices.

Except as otherwise limited by these bylaws, each standing committee shall determine its structure and operating practices.

Section 6.06 Additional Ad Hoc Committees.

The Chair, the Steering Committee or the President may from time to time constitute such ad hoc committees as may be necessary or desirable. When the purpose of any such ad hoc committee has been fulfilled, the committee shall be disbanded. Ad hoc committees may handle matters that arise from time to time which are the responsibility of the Board but are not embedded in the work of a standing committee, subcommittee, or advisory committee such as determining the criteria,

recruiting, and facilitating the selection of the President; working on a specific and time-limited task as determined by the Chair of the Board and the President; or a task that would benefit from the inclusion of non-Trustee members.

Article VII. FACULTY

Section 7.01 Academic Service.

(a) Positions.

The academic ranks of teachers at the College shall be professor, associate professor, assistant professor and instructor.

(b) Terms of Service and Advancement.

(i) Terms.

The term of appointment for instructors shall be one year; that of assistant, associate and full professors not on tenure shall ordinarily be for two or three years. A faculty member shall not serve at the rank of instructor for more than two years, except upon special recommendation of the President. All appointments under this Section 7.01(b)(i) are subject to non-renewal without cause. No appointment under this Section confers or implies any property interest in continued employment.

(ii) Tenure.

A teaching member of the faculty shall have tenure at the College when so voted by the Board. If tenure is to be granted, it will be voted before a faculty member completes seven years of full-time employment at the College at the rank of instructor or above, unless the faculty member requests and the College grants an extension of the faculty member's probationary period in accordance with the College's policy regarding such extensions, if any, including any amendments thereto. Once tenure is granted, the services of a faculty member shall be terminated only for adequate cause, as defined in Section 7.01(b)(iii) hereof, except in the case of retirement or financial exigencies of the College as determined by the Board and which shall be demonstrably bona fide.

(iii) Cause.

Adequate cause, for purposes of Section 7.01(b)(ii) and Section 7.02(b)(ii)(1), shall be related directly and substantially to the fitness of the faculty member in their professional capacities as teacher, researcher and member of the College community.

1) Length of Appointment.

Regular appointment to the faculty of the College is assumed to be for full-time service unless specifically stated otherwise. The appointive year shall normally run from September 1 to

August 31. During the academic year when service is performed in residence, or when on a sabbatical, a full-time member of the faculty shall not engage in other remunerative activities without written permission of the President.

Section 7.02 Contractual Terms and Provisions.

(a) Creation of Contracts.

The precise terms and conditions of every appointment shall be stated in writing and shall be in the possession of both the College and the individual before the appointment is consummated. Any subsequent change in the terms and conditions of an appointment shall likewise be stated in writing.

(b) Termination of Service.

(i) Expiration of Contract.

Term appointments may on expiration be terminated on due notice to the faculty member. In the case of initial one-year appointments, notice of non-reappointment shall be given no later than March 1. In the case of one-year reappointments and two-year initial appointments, such notice shall be given no later than December 15 of the final year of the term. Any faculty member who has served the College on a full-time basis for at least two years shall be given such notice no later than July 1 before the final year of their term of appointment.

(ii) Termination for Cause.

1) Proceedings.

Termination for cause, as defined in Section 7.01(b)(iii) above, of a permanent or continuous appointment, or the dismissal for cause of a faculty member prior to the expiration of a term appointment, shall be considered by a committee (the "Hearing Committee") appointed by the faculty, which shall consist of not less than five nor more than nine faculty members. Prior to the hearing of charges before the Hearing Committee, discussions shall be undertaken between the faculty member and appropriate administrative officers of the College seeking a mutually satisfactory resolution of the situation without resort to a hearing. In the event such discussions shall not result in a satisfactory resolution, the faculty member shall be furnished a written statement of reasons for the action sought, and the faculty member shall be given an open hearing before the Hearing Committee unless the faculty member expressly waives such open hearing or unless the Hearing Committee decides the hearing should be closed. Prior to commencement of such hearing, the Hearing Committee may meet with the faculty member for the purpose of simplifying issues, entering into stipulation of facts, exchanging documentary or other information, and otherwise reaching accommodations which will lead to a full, fair, and expeditious hearing.

2) Faculty Representation and Rights.

During any discussions or proceedings, the faculty member shall be permitted to have present and be represented by either or both an academic advisor and counsel of the faculty member's choice. There shall be a full stenographic or electronic recording made of the hearing which record shall be made available to the parties concerned. If the charge is related to incompetence with respect to teaching or research performance or abilities, the testimony shall include that of teachers and other scholars, either from the College or other institutions of higher learning. While not constituting an adversarial proceeding per se, the hearing shall include the right of the faculty member to cross examine, either personally or through their counsel, all witnesses who appear or give evidence against them.

3) Hearing Conduct.

Formal and legal rules of evidence which are applied in court proceedings shall not be strictly applied, and specific authority and discretion shall be vested in the Hearing Committee to consider and rely upon any evidence which it considers to have probative value.

4) Hearing Committee Recommendations.

After considering all the evidence, the Hearing Committee shall issue findings of fact and make recommendations to the President. The President and the faculty member shall be notified of the decision in writing and shall be given a copy of the record of the hearing.

5) Presidential Action.

Upon receipt of the recommendation and findings of the Hearing Committee, the President shall either: accept and implement the recommendation as presented; impose a lesser sanction than recommended; or reject the recommendation by filing an appeal to the Steering Committee. In the event the President appeals to the Steering Committee of the Board of Trustees, they shall set forth in writing their reasons for rejection of the Hearing Committee's recommendations.

6) Right of Appeal.

Either the President or the faculty member may appeal the decision of the Hearing Committee to the Steering Committee. Upon appeal, a transcript of the proceedings shall be prepared and forwarded to the Steering Committee of the Board. The Steering Committee shall render its decision based on the record made at the hearing and the brief oral presentations by the faculty member and the President. The decision of the Steering Committee upon the appeal shall be made at the next regularly scheduled meeting of the Steering Committee unless the parties agree to an earlier date. The decision by the Steering Committee of the Board shall be final.

7) Time for Appeal.

Any party aggrieved by the decision of the Hearing Committee shall have fifteen days from the date of receipt of the decision of the Hearing Committee to file a written request for appeal. Said appeal shall be in writing and shall be served upon the Secretary of the College, who shall

provide a written receipt for said notice of appeal. Failure to file an appeal within the time period specified herein shall constitute a waiver of the right of appeal and shall result in the recommendation of the Committee becoming a final binding decision.

8) Suspension During Hearing Process.

Any faculty member subject to dismissal procedures as described herein may, at the discretion of the President, be suspended from classroom activities upon the filing of charges against them.

9) Compensation.

A teacher on permanent or continuous appointment who is terminated for reasons that do not involve moral turpitude shall receive their salary for at least a year from the date of notification of dismissal whether or not the teacher is continued in their duties.

10) Financial Exigency.

Termination of permanent or continuous appointment because of financial exigency of the College shall be determined by the Board and shall be demonstrably bona fide.

(c) Fringe Benefits and Leave.

The College presently participates in the TIAA-CREF retirement plan and various life and medical insurance programs. The College also presently provides regular sabbatical leaves for faculty members. Details on current practices, which are subject to change from time to time, may be obtained from the appropriate administrative office.

(d) Academic Freedom.

The teacher is entitled to full freedom in research and in publication of results of that research, subject to the adequate performance of other academic duties. The teacher is entitled to freedom in the classroom in discussing a subject, but must be careful to avoid introducing controversial matters, which have no relation to their subject. The teacher is an individual and a member of a learned profession and of an educational institution. When one speaks or writes as an individual, one must be free from institutional censorship or discipline, but a special position in the community imposes special obligations. As a person of learning and an educational officer, one must remember that the public may judge the profession and the College by the utterances of individuals. Hence, one must make every effort to be accurate, must exercise appropriate restraint, must show respect for the opinions of others, and must make every effort to indicate that the individual is not speaking for the College. Charges that a teacher's writings or utterances bring the College into disrepute may be considered in cases arising under Section 7.02(b)(ii). A teacher during the probationary period shall have the same academic freedom enjoyed by all other members of the faculty.

Section 7.03 Membership and Responsibility.

(a) Faculty Membership.

All teachers holding rank, together with the President, the Provost and Dean of the College, the Associate Dean of the College, the Associate Deans within the academic program, the Vice President with responsibility for student affairs, Registrar and Librarian, shall be members of the faculty. No other members of the staff of an administrative or service office of the College shall be a member of the faculty except through the action of the Board upon the recommendation of the faculty.

(b) Faculty Responsibilities.

The faculty shall have the responsibility for regulation of educational policy concerned in the requirements of any degree in course authorized by the Board. This responsibility includes such matters as standards of admission of students, definition of good standing of students, curriculum, class attendance, grade reports, and the recommendations for degrees. The faculty shall also have supervision over disciplinary action and over student activities, including such matters as athletic eligibility, extra-curricular activities, fraternities, sororities, and the social life of the students.

Article VIII. TUITION

Section 8.01 Determination by the Board.

It shall be the duty of the Board to fix from time to time the tuition and other necessary and contingent expenses in the College and in its several departments.

(a) Grants for Children of Employees.

Children of members of the College faculty, administrative staff and other employees may be given grants amounting to full tuition for regular college work at the College or cash grants for full-time attendance elsewhere in an undergraduate college in such amounts as may be determined by the Board from time to time. Such grants for children of faculty, administrative staff or other employees shall not include any other fees nor apply to private lessons in the Department of Music, the charges for such lessons to be the same as those paid by other students paying full tuition.

Article IX. GENERAL

Section 9.01 Governance.

Meetings of the Board and Committees of the Board shall be governed by the rules laid down in Robert's Rules of Order, unless these bylaws require a different procedure.

Section 9.02 Conflict with the Bylaws.

All Rules, Regulations and Bylaws upon which the Board have heretofore acted, which are inconsistent or in conflict with any of these Bylaws, are hereby declared null and void.

Section 9.03 Amendment of the Bylaws.

These Bylaws may be amended by the affirmative vote of a majority of the Trustees present and voting at any meeting at which a quorum is present; *provided, however*, that written notice of any proposed amendment shall be given to all Trustees by the Secretary of the College not less than seven days in advance of the meeting.

Section 9.04 Indemnification.

The College shall indemnify, to the fullest extent permitted under Illinois law, any and all of its Trustees or officers or former Trustees or officers or any person who may have served at its request or by its election as a director or Trustee or officer of another corporation against expenses, including, but not limited to, court costs and attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Trustees or a Trustee or officer of the College, or an officer, Trustee or director of such other corporation, except in relation to matters as to which any Trustee, director or officer or former Trustee, director or officer or other person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 9.05 Insurance.

The College shall have power to purchase and maintain insurance on behalf of any and all of its Trustees or officers or former Trustees or officers or any person who has served at its request or by its election as a director, Trustee or officer of another corporation against any liability, or settlement based in asserted liability, incurred by them by reason of being or having been Trustees or officers of the College or directors, Trustees or officers of such other corporation, whether or not the College would have the power to indemnify them against such liability or settlement under the provisions of this subdivision.