

BYLAWS

KNOX COLLEGE

(As Amended Through February 5, 1977)
(As Amended Through October 20, 1978)
(As Amended Through October 16, 1981)
(As Amended Through October 22, 1982)
(As Amended Through February 12, 1983)
(As Amended Through May 20, 1983)
(As Amended Through June 3, 1988)
(As Amended Through June 2, 1989)
(As Amended Through May 20, 1983)
(As Amended Through October 20, 1989)
(As Amended Through October 12, 1990)
(As Amended Through June 7, 1991)
(As Amended Through February 15, 1992)
(As Amended Through October 16, 1992)
(As Amended Through June 4, 1993)
(As Amended Through October 22, 1993)
(As Amended Through October 11, 1996)
(As Amended Through October 22, 1999)
(As Amended Through June 2, 2000)
(As Amended Through February 16, 2002)
(As Amended Through June 6, 2003)
(As Amended Through February 19, 2005)
(As Amended Through June 3, 2005)
(As Amended Through June 6, 2008)
(As Amended Through February 18, 2012)
(As Amended Through June 14, 2012)
(As Amended Through October 18, 2013)
(As Amended Through October 10, 2014)
(As Amended Through June 6, 2015)
(As Amended Through June 4, 2016)
(As Amended Through June 3, 2017)

AMENDED AND RESTATED
BYLAWS OF KNOX COLLEGE

(As amended through June 3, 2017)

TABLE OF CONTENTS

	<u>PAGE</u>
ARTICLE I TRUSTEES.....	1
Section 1.1 Number of Trustees.....	1
Section 1.2 Election of Trustees; General.....	1
Section 1.3 Categories of Trustees.....	1
Section 1.4 Quorum; Vote Required.....	2
Section 1.5 Trustee's Conflict of Interest.....	2
ARTICLE II OFFICERS of the board.....	3
Section 2.1 Election of Officers and Committee Chairs.....	3
Section 2.2 Vacancies	3
Section 2.3 Chair.....	3
Section 2.4 Vice-Chair of the Board.....	4
ARTICLE III OFFICERS of the College	5
Section 3.1 Election of Officers of the College	5
Section 3.2 President.....	5
Section 3.3 Treasurer	6
Section 3.4 Controller	6
Section 3.5 Surety Bond	6
Section 3.6 Secretary of the College.....	7
Section 3.7 Officer's Conflict of Interest	7
ARTICLE IV MEETINGS OF THE BOARD	8
Section 4.1 Regular Meetings	8
Section 4.2 Meeting Audience.....	8
Section 4.3 Special Meetings.....	8
Section 4.4 Call and Notice of Annual Meetings	8
Section 4.5 Informal Action.....	8
Section 4.6 Proxy Voting.....	8
ARTICLE V THE EXECUTIVE COMMITTEE.....	9
Section 5.1 General	9
Section 5.2 Meetings.....	9
Section 5.3 Quorum	9
Section 5.4 Powers.....	9
ARTICLE VI STANDING AND AD HOC COMMITTEES	10
Section 6.1 Standing Committee Descriptions	10
Section 6.2 Trustee Membership	12
Section 6.3 Faculty and Student Membership	12
Section 6.4 Committee Responsibilities	12
Section 6.5 Committee Structure and Operating Practices	12

Section 6.6	Nominating Committee.....	12
Section 6.7	Additional Ad Hoc Committees.....	13
ARTICLE VII FACULTY.....		13
Section 7.1	Academic Service	13
Section 7.2	Contractual Terms and Provisions	14
Section 7.3	Membership and Responsibility	17
ARTICLE VIII TUITION.....		17
Section 8.1	Determination by the Board.....	17
Section 8.2	Grants for Children of Employees.	17
ARTICLE IX GENERAL.....		18
Section 9.1	Governance	18
Section 9.2	Conflict with the Bylaws	18
Section 9.3	Amendment of the Bylaws.....	18
Section 9.4	Indemnification	18
Section 9.5	Insurance	18

**AMENDED AND RESTATED
BYLAWS OF KNOX COLLEGE**

(As amended through June 3, 2017)

ARTICLE I

TRUSTEES

Section 1.1 Number of Trustees. The Board of Trustees (the “Board”) of Knox College (the “College”), shall not exceed forty-three elected members (the “Trustees”), including the President of the College (the “President”), who shall be a voting Trustee *ex officio*, during his or her term of office. Of this maximum amount, no more than thirty-seven shall be General Trustees, and no more than four shall be Alumni Trustees; Emeritus Trustees (formerly known as Life Trustees) and Honorary Trustees, however, shall not be included in this amount. The immediate past Chair of the Alumni Council shall be a voting Trustee, *ex officio*, following his or her term as Chair of the Alumni Council, and shall serve as a member of the Advancement Committee.

Section 1.2 Election of Trustees; General Terms of Office. Trustees shall be elected by a majority vote of General and Alumni Trustees constituting a quorum. Trustees shall consist of those elected with specified terms of office and those elected to terms without limit. General Trustees and Alumni Trustees shall be Trustees with specified terms of office. Emeritus Trustees and Honorary Trustees shall be Trustees having terms without limit.

Section 1.3 Categories of Trustees

(a) General Trustees. General Trustees shall be elected from candidates proposed by the Committee on Trustees, using policies and procedures approved by the Board. The term of office for General Trustees, other than those elected to fill vacancies, 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 his or her current term of office. General Trustees shall be evenly divided (as much 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 Spring meeting of the Board. Vacancies may be filled at any meeting. Whenever a vacancy is to be filled, it shall be filled by the Board for the unexpired term of the Trustee whose place has become vacant. A General Trustee may consecutively be elected only to three complete terms, for a total of twelve years, which may be extended to coincide with the end of his or her 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 as a General Trustee at least one year after the individual's third term expired.

(b) Alumni Trustees. Alumni Trustees shall be recommended by the Alumni Association with active review by the Committee on Trustees and nominated by the Committee on Trustees. Alumni Trustees shall serve for a term of 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 his or her election. An individual who previously served as an Alumni Trustee may be nominated to serve as a General Trustee, provided that such individual's term as a General Trustee may not begin until the second Fall meeting after such individual's service as an Alumni Trustee has expired. Policies and procedures of the Alumni Association for recommendation of candidates for nomination as Alumni Trustees shall be filed with the Alumni Office and the Vice-Chair. In addition to the Alumni Trustees, the immediate past Chair of the Alumni Council shall serve for a term of two years.

(c) Honorary Trustees. The Board may from time to time elect to its membership as Honorary Trustees persons who have served the College or higher education in general with distinction. Honorary Trustees may, but need not, have served the College as Trustees in other categories. They 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.

(d) Emeritus Trustees. Upon nomination by the Committee on Trustees, a General Trustee or an Honorary Trustee who has served on the Board with exceptional distinction for a minimum of twelve years may be elected an Emeritus Trustee. Effective July 1, 2015, each individual previously elected a Life Trustee shall become an Emeritus Trustee. Emeritus Trustees shall have the right to attend all meetings of the Board and its committees to the same extent as General Trustees, to participate in Board discussions, and to be members of any committee of the Board, all without voting rights.

(e) Vacancies. Whenever a vacancy is to be filled, it shall be filled for the remainder of that fiscal year by a majority vote of the Trustees present at a regular meeting of the Board from the roster of candidates recommended by the Committee on Trustees. After completing service for the remainder of the fiscal year, the Trustee may serve three consecutive four-year terms.

Section 1.4 Quorum; Vote Required. A quorum at any meeting of the Trustees which has been duly and legally convened, shall consist of a majority of the General and Alumni 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"). For purposes of determining a quorum, the President shall be treated as a General Trustee. The affirmative vote of a majority of the 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 1.5 Trustee's Conflict of Interest. Any conflict of interest on the part of any Trustee or a member of a 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. Any Trustee who is excluded from voting because of such conflict of interest shall briefly state the nature of the conflict and shall be encouraged to answer pertinent questions of other Trustees when the Trustee's knowledge of the subject may assist the Board or any of its committees. 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. Emeritus and Honorary Trustees are not required to make the annual written disclosure otherwise required by this Section.

ARTICLE II

OFFICERS OF THE BOARD

Section 2.1 Election of Officers and Committee Chairs. The officers of the Board shall be a Chair, a Vice-Chair and such Assistant Secretaries of the Board as the Board may elect. 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. Board officers, with the exception of the Vice-Chair, and chairs of the standing committees shall be elected from nominations submitted by the Nominating Committee and from any nominations properly made from the floor. The Vice-Chair shall be nominated by the Chair-Elect, subject to approval by the Board, and shall begin and end his or her term concurrently with the Chair's term.

Board members shall be elected to fill expiring terms of Officers of the Board and chairs of the standing committees annually by no later than the regular Spring meeting and shall serve for a fixed four-year term commencing on the first day of July. The Chair-Elect shall serve for a fixed one-year term, also commencing on the first day of July. The Chair, the Vice-Chair and the chairs of all standing committees may be elected to no more than one complete four-year term in the same office. No Trustee except the Chair-Elect may be elected to serve in more than one such position at the same time. The terms of office for the four-year positions shall be as evenly distributed as possible so that the terms of different positions expire evenly each year.

Section 2.2 Vacancies. In the event of a vacancy in any Board office or standing committee chair, caused by whatever reason, the Executive 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 from nominations submitted by the Nominating 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 in the same manner as the first order of business at the next meeting of the Board.

Section 2.3 Chair. The Chair shall preside at all meetings of the Board and the Executive 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 he or she shall 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. The Chair shall have authority to call special meetings of the Board upon such written or telegraphic notice as he or she may deem sufficient, but in any event not less than seven days prior to any such meeting. Such requirement of notice may be waived in writing by two-thirds of the General and Alumni Trustees, and any meeting held pursuant to such waiver shall be regularly constituted, provided a quorum of the Board shall be present. 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 he or she 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 his or her absence or disability, the functions shall be vested in one of the other standing committee chairs, in the order of their seniority, first on the Executive Committee and then on the Board.

Section 2.4 Vice-Chair of the Board.

(a) Responsibilities. The Vice-Chair shall issue the call to regular meetings of the Board, prepare the agenda for such meetings in consultation with the Chair, President and the remainder of the Executive Committee; act as Parliamentarian to the Board and perform such other duties as requested by the Board. The Vice-Chair, with such assistance as he or she 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.

(b) Corporate Seal. The Vice-Chair or any Assistant Secretary shall sign and affix the corporate seal of the College to: (i) 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 Executive Committee pursuant to authority delegated to it by the Board; (ii) all releases of mortgages when said mortgages have been certified as fully paid by the Treasurer; and (iii) 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 Vice-Chair, the Secretary of the College or an Assistant Secretary.

(c) 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 Vice-Chair or the Secretary of the College, as appropriate, and shall not be allowed out of his or her custody without the written authority of the Board or the Executive Committee.

(d) Absence. In the absence or disability of the Vice-Chair, his or her minute-related duties shall be performed by an Assistant Secretary of the Board.

ARTICLE III

OFFICERS OF THE COLLEGE

Section 3.1 Election of Officers of the College. The officers of the College shall be a President, Vice President for Academic Affairs and Dean of the College, such Executive Vice Presidents and Vice Presidents as the Board may elect, Treasurer of the College (the “Treasurer”), such Assistant Treasurers as the Board may elect, and Secretary of the College and such Assistant Secretaries as the Board may elect. Each officer of the College shall be elected annually at the regular Spring meeting from nominations prepared by the Executive Committee and shall hold office for one year or until his or her successor shall be elected. By resolution adopted by the Board, the terms of office of the officers of the College may be changed to a shorter period but in no event changed to a longer period, except that the President shall serve for such a period of time as the Board shall determine.

Section 3.2 President. The duties of the President shall be such as ordinarily belong to the chief executive officer of a college, and he or she shall be vested with full administrative authority, subject only to the approval and direction of the Board.

(a) Board and Committee Membership. The President shall be *ex officio* a member of the Board during his or her 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 the Executive Committee and all other committees, whether standing or ad hoc.

(b) 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.

(c) Power; Authority. The President shall have authority, subject to the approval of the Board or of the Executive 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.

(d) Faculty Meetings. The President, or in the absence or inability to act of the President, the Vice President for Academic Affairs 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 Vice President for Academic Affairs, 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 presiding officer may vote as a member of the faculty and shall have the

deciding vote in the event of a tie. The President shall have final authority in the internal affairs of the College, including discipline.

(e) 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 Dean of Students. 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.

(f) Real Estate Dealings. After written notice to the Executive Committee 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.

(g) Absence. In the President's absence or inability to act, the Vice President for Academic Affairs, or such other person as the Executive Committee or the Board may designate, shall perform the duties of the President.

Section 3.3 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.

(a) 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. He or she shall have custody of all bonds, deeds, or other papers pertaining to his or her office as Treasurer. The Treasurer shall keep a record of all the financial transactions of the College, of all sums received or disbursed by him or her or on his or her 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.

(b) Absence. In the event of the absence or disability of the Treasurer, his or her duties shall be performed by an Assistant Treasurer.

Section 3.4 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.

Section 3.5 Surety Bond. Before entering upon the duties of his or her office, the Treasurer, the Assistant Treasurer and the Controller shall each give bond for the faithful performance of his or her official duties in such amount and with such surety as the Board shall

direct and approve. The premium for each such bond shall be paid by the College. Each such bond shall be deposited with and held in the custody of the Secretary of the College.

Section 3.6 Secretary of the College.

(a) Responsibilities. The Secretary of the College 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: (i) 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 Executive Committee pursuant to authority delegated to it by the Board; and (ii) 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.

(b) 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 Vice-Chair, the Secretary of the College or an Assistant Secretary of the College.

(c) Absence. In the absence or disability of the Secretary of the College, his or her duties shall be performed by the Vice-Chair or an Assistant Secretary of the College.

Section 3.7 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. An officer of the College who is excluded from participating in discussions or making recommendations regarding the subject because of such conflict of interest shall, however, briefly state the nature of the conflict and shall be encouraged to answer pertinent questions of the Trustees when the officer's knowledge of the subject will assist the Board, any of its committees or the administration. 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 4.1 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 at the end of the academic year (herein designated as the "Spring meeting") on such dates as the Board may fix. All meetings of the Board shall be held in Galesburg, Illinois, except the Winter meeting which, at the discretion of the President, may be held elsewhere.

Section 4.2 Meeting Audience. All meetings of the Board shall be held behind closed doors. Such 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.

Section 4.3 Special Meetings. Special meetings may be called by the Chair, or in the event of his or her absence or disability, by the President, and shall be called by the President whenever a majority of the members of the Executive 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 Vice-Chair upon like request. Special meetings may be conducted either in person at such location as designated in the call or through the use of a conference telephone or other communications equipment 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 4.4 Call and Notice of Annual Meetings. The call shall be signed by the Chair or President, as the case may be, and the Vice-Chair, or by the Vice Chair alone when made by him or her. No less than seven days shall occur between the issuance of the call and the time specified for the meeting. Such notice must be in writing and may be given by telegraph, facsimile, e-mail or mail. The requirement as to the time required for notice may be waived in writing (including facsimile or e-mail) by two-thirds of the voting members of the Board, and when so waived, the meeting so held shall be regularly constituted.

Section 4.5 Informal Action. Any action required to, or which may, be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all General, Alumni and *ex officio* Trustees. Such written consent may be transmitted electronically.

Section 4.6 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. Proxies may be transmitted electronically. No proxy voting shall be permitted at regular meetings of the Board.

ARTICLE V

THE EXECUTIVE COMMITTEE

Section 5.1 General. The Executive Committee of the Board shall consist of the Chair, the Vice-Chair, the President and the chairs of the standing committees. The Executive 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, members of the Executive Committee, 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 Executive Committee shall execute the orders of the Board; transact business to carry on the operations of the College between meetings of the Board; perform the evaluation of the President; nominate officers of the College; oversee the policies and procedures required to maintain an effective institution-wide risk management system and participate in the preparation of the agendas for Board meetings.

Section 5.2 Meetings. The Executive Committee shall meet upon the call of the President, the Chair or the Vice-Chair. Meetings may be conducted either in person at such location as designated in the call or through the use of a conference telephone or other communications equipment 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. The minutes of the Executive Committee meetings shall indicate the votes or actions of the individual members of the Committee. Action that may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee, and the consent shall have the same force and effect as if such action were authorized by unanimous vote at a meeting duly called and held and attended by all of the members. "Written consents" shall include consents by committee members in electronic form and delivered by electronic mail.

Section 5.3 Quorum. A majority of the members of the Executive Committee having the right to vote shall constitute a quorum.

Section 5.4 Powers. The Executive 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 6.1 Standing Committee Descriptions. In addition to the Executive 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 Academic Affairs. Ensures that the academic program is consistent with the mission of the College. The committee monitors program quality; learning goals and outcomes; student retention; graduation rates; graduate school acceptance and job placements; and policies and procedures related to faculty compensation, appointment, tenure and promotion. It shall make recommendations to the Board, as appropriate, on academic planning, program development and budgets for academic programs and services.

(b) Committee on Admission & Financial Aid. Has strategic oversight responsibility for programs, practices, and policies related to the enrollment and retention of students. The committee's responsibilities include, but are not limited to, financial aid policy and distribution, enrollment standards, and marketing and communications strategy. It shall review administrative policies and practices and recommend Board policies that contribute most successfully to the enrollment and retention of students.

(c) Committee on Advancement. Has strategic oversight responsibility for all activities involving development, government and community relations, communications, and alumni affairs. The committee reviews administrative policies and practices and recommends Board policies concerning philanthropic giving, fundraising initiatives, alumni programming, government and public relations, and community affairs.

(d) Committee on Campus Life & Athletics. Ensures that the best interests of students are at the center of Board consideration and decisions. It monitors services in support of students, promotes and supports administrative efforts to create a climate that is focused on student engagement inside and outside the classroom, and ensures that adequate resources exist to support students in their learning and development. When appropriate, it makes recommendations on Board policies and allocation of resources related to campus life and athletics.

(e) Committee on Facilities & Infrastructure. Oversees all planning, construction, maintenance, expansion, and renovation projects that affect the infrastructure, physical facilities and natural environment of the College, including its land, improvements and capital equipment. Its oversight responsibilities include all capital projects; designs for projects; the selection and appointment of architects, construction managers, and contractors for such projects; and operation and maintenance projects of a certain magnitude. The committee makes recommendations to the Board concerning changes to and implementation of the College's

master plan, acquisition or disposition of property, buildings, grounds, roads, walkways, parking facilities, information technology, utilities, and environmental sustainability.

(f) Committee on Finance. Safeguards and monitors the financial stability and long-term economic health of the College. The committee serves as the Board's principal forum for the consideration of matters relating to the College's business operations, administration, budgeting, financing, financial reporting, financial reserves, human resources and investments. On a regular basis the committee provides the Board with complete financial overviews of the College and recommends policies and procedures governing the funding of yearly operational plans and the financing of long-term capital needs. The Committee also has principal oversight responsibility for the administration's system of financial internal controls and the controls over external reporting, regulatory compliance, institutional ethics and conflicts of interest, and the risk management process, and provides an avenue of communication between the independent auditor and the Board.

(i) Subcommittees of the Committee on Finance. The Committee on Finance shall have three permanent subcommittees. Members of these subcommittees need not be restricted to Trustees and shall be appointed annually by the Executive Committee after consultation with the President and with the approval of the Board and responsible to the Board. Each subcommittee shall be chaired by a member of the Committee on Finance selected by the members of the subcommittee. The chair of the Committee on Finance shall be a voting member *ex officio* of each subcommittee.

(1) Audit Subcommittee. Shall recommend to the Board the selection of an outside auditor, oversee the activities of the outside auditor, and report the results of audits to the Board. The Audit Subcommittee shall also oversee the policies and procedures required to maintain a financial risk management system;

(2) Budget Subcommittee. Shall monitor and critique the College's financial performance, recommend to the Board an annual budget and longer range financial objectives, and report to the Board on the College's financial results.

(3) Investment Subcommittee. Shall develop and recommend to the Board investment policies for the College's endowment, oversee the Treasurer's implementation of approved investment policies; select and oversee the activities of the investment consulting firm retained by the College in the role of its Chief Investment Officer; and report the results of the College's investments to the Board.

(g) Committee on Trustees. Recruits, educates, develops, and evaluates trustees. The committee nominates candidates for all categories of trustees to the Board. The committee also reviews the governance policies and practices of the College, and annually makes a report to the Board, recommending changes in the bylaws when necessary.

Section 6.2 Trustee Membership. Trustee members of these standing committees shall be recommended annually by the Executive Committee after consultation with the President, and shall then be appointed by the Board. A Trustee shall (i) serve on either the Admission & Financial Aid Committee, Advancement Committee, or Finance Committee, and (ii) may simultaneously serve on the Committee on Trustees and one or more standing committee. Rotation of assignments to standing committees shall be encouraged to give each Trustee the opportunity to provide a range of service to the College.

Section 6.3 Faculty and Student Membership. Each standing committee except the Committee on Trustees shall have one member who is a current member of the College faculty and one member who is a currently enrolled student at the College. Faculty members shall be appointed to three-year terms by the Executive Committee, upon nomination by the faculty and recommendation by the President, and with the approval of the Board and responsible to the Board. Student members shall be appointed to one year terms by the Executive Committee, upon nomination by the student senate and recommendation by the President, and with the approval of the Board. Faculty and student members may simultaneously serve on (i) either the Admission & Financial Aid Committee, Advancement Committee, or Finance Committee and (ii) one other standing committee. Faculty and student members may not serve more than two complete, consecutive terms on the same committee.

Section 6.4 Committee Responsibilities. Each standing and ad hoc committee shall make such reports and recommendations to the Board as appropriate, or as otherwise requested by the Chair. At least every three years each committee shall review and revise its mission as appropriate, and shall report to the Executive Committee any proposed revisions to its stated purposes, structures or methods of operation.

Section 6.5 Committee Structure and Operating Practices. Except as otherwise limited by these bylaws, each standing committee shall determine its structure and operating practices and may, with the approval of the Chair in consultation with the President, constitute such subcommittees or task forces as may be appropriate, whose membership need not be restricted to the members of the standing committee. Faculty, students, staff and alumni may be invited to serve on subcommittees and task forces, as voting or non-voting members.

Section 6.6 Nominating Committee. An ad hoc Nominating Committee to nominate Board officers (with the exception of the Vice-Chair) and chairs of the standing committees shall be appointed annually by the Chair for annual elections and periodically as necessary to fill vacancies that occur from time to time. Appointments to the Nominating Committee shall be made by the Chair in consultation with the President, members of the Executive Committee, with consideration given to input provided by any other Trustee.

(a) Composition of the Nominating Committee. The Nominating Committee shall be comprised of five Trustees, one of whom shall be designated by the Chair to serve as committee chair. At least one member shall be a current member of the Executive Committee; at least one member shall be a current member of the Committee on Trustees; and at least two members shall not be current members of either the Executive Committee or the

Committee on Trustees. In those years when a Chair is scheduled to be nominated, at least one past Chair will be invited to serve on the committee. Members of the Nominating Committee shall be appointed no later than the Winter meeting.

(b) Nominations. The Nominating Committee shall nominate at least one person to stand for each position that is currently vacant or whose term is expiring in the subsequent year. The Nominating Committee may in its discretion also nominate a Chair-Elect for any Officer or Chair Committee position for which the current occupant's term will expire in the subsequent year. The names of the Nominating Committee's nominees shall be included among the written materials distributed to the Board in advance of the election. No member of the Nominating Committee may be nominated by the Committee to stand for election to any position.

Section 6.7 Additional Ad Hoc Committees. The Chair, the Executive 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.

ARTICLE VII

FACULTY

Section 7.1 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.

(1) 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 VI-1b(1) are subject to non-renewal without cause. No appointment under this Section confers or implies any property interest in continued employment.

(2) 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. Once tenure is granted, the services of a faculty member shall be terminated only for adequate cause, as defined in Section VI-1b(3) 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.

(3) Cause. Adequate cause, for purposes of Section VI-1b(2) and Section VI-2b(2)(a), shall be related directly and substantially to the fitness of the faculty member in his or her professional capacities as teacher, researcher and member of the College community.

(4) 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 7.2 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 his or her term of appointment.

(ii) Termination for Cause.

(1) Proceedings. Termination for cause, as defined in Section VI-1b(3) 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 tape recorded record 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 his or her counsel, all witnesses who appear or give evidence against him or her.

(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:

(A) Accept and implement the recommendation as presented;

(B) Impose a lesser sanction than recommended; or

(C) Reject the recommendation by filing an appeal to the Executive Committee. In the event the President appeals to the Executive Committee of the Board of Trustees, he or she shall set forth in writing his or her 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 Executive Committee. Upon appeal, a transcript of the proceedings shall be prepared and forwarded to the Executive Committee of the Board. The Executive 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 Executive Committee upon the appeal shall be made at the next regularly scheduled meeting of the Executive Committee unless the parties agree to an earlier date. The decision by the Executive 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 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 him or her.

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

(iii) 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 his or her 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 2b(2) of this Article VI. A teacher during the probationary period shall have the same academic freedom enjoyed by all other members of the faculty.

Section 7.3 Membership and Responsibility.

(a) Faculty Membership. All teachers holding rank, together with the President, the two academic deans, the dean of students, 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 8.1 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.

Section 8.2 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 9.1 Governance. Meetings of the Board and Committees of the Board shall be governed by the rules laid down in Robert's Rules of Order.

Section 9.2 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 9.3 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 (as defined in Section 10 of Article I) is present; provided, however, that written notice of any proposed amendment shall be given to all Trustees by the Vice-Chair not less than seven days in advance of the meeting.

Section 9.4 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 9.5 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.