

additional term of five years or less.

Five Trustees, known as Alumnae Trustees, shall be elected by the alumnae. One Alumna Trustee shall be elected each year to serve for a period of five years. In addition, the President of the Alumnae Association shall serve as a sixth Alumna Trustee during her three-year term of office.

The Young Alumna Trustee serves a three-year term. She is elected by the Trustees from one of the three most recent graduating classes, in accordance with guidelines adopted by the Board.

Trustees who have served on the Board for two consecutive terms shall be ineligible for re-election for a period of a year following their second term. In the case of the Chair, this provision shall not apply if necessary to permit continuous service as Chair of the Board for a total period of five years.

Election

Section 8: The election of Trustees, other than Alumnae Trustees, may be held at any regular or special meeting provided that written notice of such election, including the names of nominees, has been made at least seven days prior to the meeting. Nominations shall be made by the Nominating & Governance Committee. A two-thirds vote of the Trustees present at a duly called meeting shall be necessary for election of a Trustee.

Alumnae Trustees shall be elected, and vacancies filled, in accordance with the bylaws of the Alumnae Association.

Responsibilities

Section 9: If any Trustee fails to attend two consecutive meetings of the Board without sending an adequate reason for his or her absence, it shall be considered that he or she has resigned from the Board. Adequacy of excuses shall be determined by the Nominating & Governance Committee.

Resignation or Removal

Section 10: A Trustee may resign by delivering his or her written resignation to the Chair of the Board of Trustees, the President, or the Secretary of the College. A Trustee may be removed by vote of three fourths of the Trustees present at any meeting of the Board, provided that notice of the proposed action has been given in the call to the meeting.

Trustee Fellows

Section 11: Upon retirement or resignation from the Board, Trustees shall be designated Mount Holyoke Trustee Fellows. This group shall meet from time to time at the discretion of the President and the Board Chair.

Article III Meetings

Annual and Regular Meetings *Section 12:* The Trustees shall hold an annual meeting in May or June at which officers and committees are elected and any other business brought before the meeting is transacted. Regular meetings of the Board of Trustees shall be held in the fall and spring each year: any business may be transacted at these meetings except that which in these bylaws is ordered to be done at the annual meeting.

Special Meetings *Section 13:* Special meetings may be held at any time and at any place upon the call of the Chair of the Board of Trustees or the Executive Committee, or upon the written application of three members of the Board. The notice of any special meeting shall state the items of business for which the meeting is held.

Notice of Meetings *Section 14:* A written, printed, or electronic notice of every regular meeting of the Board of Trustees shall be given by the Secretary of the College to each Trustee at least seven days before the meeting. In the case of a special meeting, three days notice shall suffice. Notice may also be given by the President, the Chair of the Board of Trustees, or any two Trustees.

Presence Through Communications Equipment *Section 15:* Members of the Board of Trustees may participate in a meeting of the Board by means of a telephone or video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Quorum *Section 16:* Six Trustees shall constitute a quorum for the transaction of business, but a smaller number shall have the power to adjourn from time to time.

Article IV Structure of the Board of Trustees

Officers and Committees *Section 17:* The officers of the Board of Trustees shall be a chair and vice chair. The standing committees which shall be chosen from the Trustees shall be: 1) an Executive Committee; 2) a Finance Committee; 3) a Nominating & Governance Committee; 4) an Education Committee; 5) a Student Affairs Committee; 6) a Conference Committee; 7) a Development Committee; 8) a College Relations Committee; 9) an Audit Committee; 10) a Technology Committee.

Other Officers	The Board may appoint such additional officers as it deems necessary.
Special Committees	The Board or the Chair of the Board may appoint special committees in such manner and at such times as they deem appropriate.
Quorum and Call for Meetings	Three members of any of the forgoing committees shall constitute a quorum. Meetings of any committee shall be called by the chair of the Committee, the Chair of the Board of Trustees, or the President of the College, or by the Secretary of the College whenever requested to do so by any of the preceding individuals.
Elections of Board Officers and Committees	<i>Section 18:</i> The Chair, Vice Chair, and standing committees specified in Section 17, except members <i>ex officio</i> , and except for the Nominating & Governance Committee, shall be elected by the Trustees at the annual meeting and shall hold office until their successors are duly elected. In case a vacancy in any such office or in any standing committee exists, such vacancy may be filled at any regular or special meeting of the Board. The Nominating & Governance Committee shall be formed by the Chair of the Board, who shall also designate a chair of that committee.
Chair of the Board	<i>Section 19:</i> The Chair of the Board of Trustees shall preside at the meetings of the Board, shall exercise general oversight of its activities, and may on appropriate occasions represent and speak for the Board. The Chair shall counsel with the President of the College as circumstances may require, and shall execute other duties which ordinarily pertain to the office of the Chair. The Chair shall be a voting member <i>ex officio</i> of all committees of the Board.
Vice Chair	The Vice Chair of the Board of Trustees, in the absence of the Chair of the Board of Trustees, shall perform all the duties of the Chair, unless the Board of Trustees shall otherwise provide.
Article V	Committees
Executive Committee	<i>Section 20:</i> The Executive Committee shall, in the intervals between meetings of the Board, represent the Board of Trustees and may take such action as the Board could properly take on matters requiring immediate action and not otherwise delegated in the bylaws. The Executive Committee shall make a report of any such action at the next meeting of the Board. The Executive Committee shall recommend to the Board candidates for honorary degrees.

**Finance
Committee**

Section 21: The Finance Committee shall have general oversight of the funds, assets (including the physical plant), and investments of the College; and shall be responsible, in consultation with the President and the Vice President for Finance and Administration and Treasurer, for making recommendations to the Board with respect to the College's overall financial condition, including recommending the annual operating and capital budgets.

It shall have the power to direct the purchase, sale, transfer, and conveyance of any stocks, bonds, or other securities, or any real estate owned by the College, excepting real estate used for academic purposes, and shall establish procedures regarding the investment of the funds of the College. It shall approve lines of credit, bond issues and other debt instruments of the College up to an amount determined by the Board of Trustees. It shall have the power to approve the lending of funds and accept as security such collateral as it deems appropriate. It shall supervise and direct the work of the Vice President for Finance and Administration and Treasurer as provided in Section 36 below, and shall perform all other duties assigned to it by these bylaws, as well as such duties as the Board may from time to time determine.

It may form an Investment Committee charged with allocating the College's investment assets and selecting and monitoring investment managers. The Investment Committee may employ investment counsel and advisors.

**Nominating &
Governance
Committee**

Section 22: The Nominating & Governance Committee shall nominate all Trustees except Alumnae Trustees, and shall develop and oversee a program for the orientation of Trustees. It shall also nominate the officers of the Board and the members and chairs of the standing committees, except the Nominating & Governance Committee and except members *ex officio*.

The Committee will be responsible for the evaluation of the President of the College and occasional self-assessments of the Board, both in accordance with guidelines adopted by the Board.

The Committee will be responsible for periodic review of the bylaws and for recommending bylaw amendments to the Board.

The Chair of the Finance Committee shall be a member *ex officio* of the Nominating & Governance Committee for the purposes of setting the compensation of the President and reviewing the compensation of the senior officers of the College. When undertaking these responsibilities, this group serves as the Board's compensation/evaluation committee.

**Education
Committee**

Section 23: The Education Committee shall have general supervision over all matters pertaining to the educational activities and policies of the College, and during the periods between meetings of the Board of Trustees shall represent the Board in dealing with such educational matters as may arise. It shall receive and examine all reports submitted to it with respect to the curriculum, the departments of instruction, and an annual review of academic salaries. It shall receive and examine all recommendations submitted to it with respect to appointments or promotions to the rank of professor or associate professor, including administrative officers, and appointments or promotions which involve the right of tenure of the appointee.

In general, initiation of educational policy shall rest with the Faculty; but whether initiated by the Faculty or by the Board of Trustees, changes of a major nature in the academic functioning of the College shall require consultation between the Faculty and the Trustees, unless there be agreement between the two bodies.

**Student Affairs
Committee**

Section 24: The Student Affairs Committee shall have general oversight over the non-academic life and activities of the students and of the policies of the College pertaining to same. In carrying out its function, the Committee shall consult with such officers of the College as it deems appropriate.

The Committee shall also meet from time to time with the Student Government Association's Student Conference Committee to promote mutual understanding between students and Trustees, and to consider questions related to student life that either the students or the Trustees shall bring to this meeting. The Committee shall also meet from time to time with the Faculty's Advisory Committee on Multicultural Community and College Life.

**Conference
Committee**

Section 25: The Conference Committee shall meet with a similar committee appointed by the Faculty at least once each year. The two when so meeting shall constitute the Joint Conference Committee. It shall be the duty of the Conference Committee, as well as of the Joint Conference Committee, to promote mutual understanding and a spirit of cooperation between the Faculty and the Board of Trustees, and to that end to consider any question of an educational character, or any other question affecting the general welfare of the College, that the Trustees or the Faculty may bring before said committee. The conditions under which the Faculty may present such questions to the Trustee Conference Committee or to the Joint Conference Committee for discussion and recommendations to the Board, and the procedure therefore, shall be fixed by faculty legislation and shall be subject to the

approval of the Board.

**Development
Committee**

Section 26: The Development Committee shall have general supervision over all matters relating to the fund-raising activities of the College. It shall be responsible for promoting current and deferred gifts for endowment and other capital purposes as well as increasing the income of the College through annual giving.

**College Relations
Committee**

Section 27: The College Relations Committee shall have general supervision over all matters pertaining to the marketing, communications, enrollment, and public relations activities of the College. The Committee shall have general oversight of the College's relationships with important constituencies such as the Alumnae Association, the Art Advisory Board, the Town of South Hadley, the federal government, and state and local governments. In all efforts relating to the alumnae of the College, it shall coordinate its activities with those of the Alumnae Association.

Audit Committee

Section 28: The Audit Committee, consisting of no fewer than three members, one of whom is a member of the Finance Committee, shall recommend auditors to the Board and shall receive their report. Upon the recommendation of the Audit Committee, the Board of Trustees shall appoint annually independent certified public accountants to perform an audit of all the financial records of the College. Such accountants' examination shall be made in accordance with generally accepted auditing standards, and their report to the Board of Trustees shall include their opinion or certificate concerning the financial record and statements of the College.

The Audit Committee shall have general oversight of matters pertaining to risk management and government compliance, including risk assessment, insurance, and claims. The Audit Committee will be notified of the decision on the part of the Administration not to defend and indemnify any employee, volunteer, student or other party against whom a legal claim is made as a result of the individuals work or service to the institution, as outlined in Section 46. Such notification may be done at its regular meeting or at a special meeting at the discretion of the Committee Chair.

**Technology
Committee**

Section 29: The Technology Committee shall have general oversight of matters pertaining to information technology, strategy and direction. It shall provide counsel on technologies with implications for teaching, learning, educational leadership and administrative functioning of the College. Membership of the committee will include the Chairs of the Finance, Education and Student Affairs Committees.

Article VI

President of the College

Relation to Trustees

Section 30: The President of the College shall be both the leader of educational policy and the chief executive officer of the College and shall exercise such leadership and supervision of its administrative officers, faculty, agents, and employees as will promote the efficiency of each department and of the College as a whole. The President shall be elected by the Board of Trustees, shall hold office at the pleasure of the Board, and shall be responsible only to the Board. The President shall be a voting member *ex officio* of all committees of the Board of Trustees and voting member *ex officio* of the Board of Trustees and of all committees of the Faculty, except the Faculty Conference Committee and the Faculty Appeals Committee elected by the Faculty in accordance with Board policy.

Relation to Faculty

Section 31: The President shall also be the chief executive officer of the faculty. The President shall report to the Faculty pertinent action taken by the Board and shall keep the Board informed of the more important proceedings of Faculty meetings.

Promotions and Appointments

Section 32: The President shall recommend to the Board of Trustees through the Education Committee all promotions and appointments of members of the Faculty, excluding instructors, assistant professors, and other faculty on term appointments; the President shall also recommend all appointments which involve the right of tenure, and the designation of chairs of departments for a specific term of years. Before recommending appointments and reappointments of members of the faculty, the President shall consult with the Faculty Advisory Committee on Appointments, Reappointments, and Promotions.

Authority and Duties

Section 33: The President shall direct the Vice President for Finance and Administration and Treasurer in the preparation of the annual budget, and shall sign the diplomas of all receiving degrees from the College. The President shall have the authority to enter into contracts for the College, and to delegate to all Officers of the College and their designees contracting authority in accordance with their responsibilities and duties. It shall be the President's duty to make a full report to the Trustees at the autumn meeting on the condition of the College during the preceding academic year and to present for their consideration such measures as the President may deem necessary or expedient for its welfare.

Article VII

Officers of the College

Officers of the College

Section 34: With the approval of the Board, the President may appoint those officers of the College as will in the President's judgment contribute to the effective functioning of the College. The officers of the College may include the Vice President for Finance and Administration and Treasurer, the Vice President for Academic Affairs and Dean of Faculty, the Vice President for Development, the Vice President for Student Affairs and Dean of the College, the Vice President for Enrollment and College Relations, and the Secretary of the College. The Vice President for Finance and Administration and Treasurer and Secretary must be elected by the Board prior to assuming the responsibilities of those offices.

Vice President for Academic Affairs and Dean of Faculty

Section 35: The Vice President for Academic Affairs and Dean of Faculty shall be the second ranking officer of the College with regard to educational policy. Subject to the supervision of the President, the Vice President for Academic Affairs and Dean of Faculty shall be concerned with administration of educational policies, regulations, and decisions made by the Faculty and its committees, and with such matters as may be delegated by the President. The Vice President for Academic Affairs and Dean of Faculty shall be, *ex officio*, a voting member of the Joint Conference Committee.

In the case of prolonged absence or incapacity of the President, or in the event of the death of the President, the Vice President for Academic Affairs and Dean of Faculty shall temporarily discharge the powers and duties of the President until such time as the Board of Trustees shall take action in the matter.

Vice President for Finance and Administration and Treasurer

Section 36: Subject to the provisions below, and subject to the supervision of the President, the Vice President for Finance and Administration and Treasurer shall be the chief financial officer of the College.

The Vice President for Finance and Administration and Treasurer shall be responsible for the investment and management of all assets and funds of the College, including cash, securities, and investment real estate, and shall be responsible for the collection of all receipts, rentals, dividends, interest, or other moneys due to the College. The Vice President for Finance and Administration and Treasurer shall be responsible for the deposit of the same in the name of the College in banks or trust companies approved by the Finance Committee.

The Vice President for Finance and Administration and Treasurer shall have the authority to draw checks against deposits standing in the name of the College, and to sign, seal with the seal of the College, acknowledge, and deliver for and in behalf of the College all instruments relating to College funds.

The Vice President for Finance and Administration and Treasurer shall have the authority to compromise and settle for and on behalf of the College all questions relating to gifts to the College testamentary and *inter vivos*, and to execute, seal, and deliver for and on behalf of the College conditional gift agreements.

Contracts for the purchase, conveyance or transfer of real estate; deeds; mortgages; releases; discharges; assignments; leases and all other instruments relating to real estate shall be valid to bind the College if signed for and on behalf of the College by the President, Vice President for Finance and Administration and Treasurer, or the Associate Treasurer.

The Vice President for Finance and Administration and Treasurer shall be responsible for the preparation of such financial or investment reports as the President, the Finance Committee, the Investment Committee or the Board of Trustees may require. In discharging his or her duties, the Vice President for Finance and Administration and Treasurer may rely upon the advice of the certified public accountants appointed under section 28, the investment counsel retained under section 21, and other professional advisors.

The Vice President for Finance and Administration and Treasurer shall have such other functions, powers, and authority as the Trustees, the Finance Committee, or the President may from time to time determine.

The Vice President for Finance and Administration and Treasurer shall be responsible to the President for the business functions and operations of the College and for the planning and execution of its capital facilities projects.

Vice President for Development

Section 37: The Vice President for Development, subject to the supervision of the President, is responsible for all fund-raising efforts of the College and oversees its Development Office.

Vice President for

Section 38: The Vice President for Enrollment and College

Enrollment and College Relations

Relations, subject to the supervision of the President, is the chief strategist for student recruitment and market positioning and shall oversee the College's admission, student financial services, communications, institutional research, registrar's, Frances Perkins, and career development offices.

Vice President for Student Affairs and Dean of the College

Section 39: The Vice President for Student Affairs and Dean of the College is responsible to the President for all student services, including academic advising, residential life, student activities, health services, and other student services.

Secretary of the College

Section 40: The Secretary of the College, subject to the supervision of the President, shall make and keep the records and minutes of all meetings of the Board of Trustees, shall prepare and send out all notices of meetings and other notices as directed by the Board or the President, and shall perform all other duties incident to the office or delegated by the Board or the President. The Secretary of the College shall perform the usual duties of a corporate secretary, shall impress the corporate seal upon the documents requiring the seal, and shall attest to them when necessary.

The Secretary shall be a resident of Massachusetts. An Assistant Secretary shall be empowered to attest in the absence of the Secretary.

Article VIII

The Faculty

Definition

Section 41: The Faculty of the College shall consist of the President, the Dean of Faculty, all who bear the academic titles of Professor, Associate Professor, Assistant Professor, Instructor, Senior Lecturer, and Lecturer.

Meetings Rules, and Committees

Section 42: The Faculty shall hold such meetings during the College sessions as they may determine and shall keep a record of their proceedings. Subject to the reserve power of control of the Board of Trustees, they shall make such rules of procedure and provide for and constitute such committees as may be required, except as provided in Section 25.

Grant of Power

Section 43: Subject to the reserve power of control of the Board of Trustees, the Faculty shall prescribe requirements for admission, courses of study, conditions of graduation, the nature of degrees to be conferred, and regulations for the conduct of the educational work of the College. They shall recommend to the Board of Trustees candidates for degrees in course and may recommend

candidates for honorary degrees.

Subject to Trustee Control

Section 44: No exercise of the powers herein conferred on the Faculty, which in the judgment of the President of the College involves a major issue in the educational policy of the College, shall take effect without the concurrence of the President of the College and the approval of the Board of Trustees. No exercise of the powers herein conferred on the Faculty and students, which in the judgment of the President of the College involves a major issue in the non-academic functioning of the College, shall take effect without the concurrence of the President of the College and the approval of the Board of Trustees.

Article IX

Nondiscrimination

Nondiscrimination Policies

Section 45: The College does not discriminate in its educational and employment policies on the bases of race, color, religion, national or ethnic origin, sexual orientation, age, handicap or disability, or veteran/uniformed services status. The College does not discriminate in its employment policies on the bases of race, color, religion, national or ethnic origin, sex, sexual orientation, age, handicap or disability, or veteran/uniformed services status.

Article X

Indemnification and Personal Liability

Indemnification

Section 46: The Board of Trustees shall, to the extent legally permissible and only to the extent that the status of the College as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its Trustees and officers (including persons who serve at its request as Trustees or officers of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and legal fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of being or having been such a Trustee or officer, except with respect to any matter as to which such Trustee or officer shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the College; provided that as to any matter disposed of by a compromise payment by such Trustee or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be

approved as in the best interests of the College, after notice that it involves such indemnification: (a) by a disinterested majority of the Trustees then in office; or (b) by a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee or officer appears to have acted in good faith in the reasonable belief that the action was in the best interest of the College. Expenses, including legal fees, reasonably incurred by any such Trustee or officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the College in advance of the final disposition thereof upon receipt of an undertaking by such Trustee or officer to repay the amounts so paid to the College if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which college personnel other than Trustees or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Trustees" and "officers" shall include their respective heirs, executors, and administrators, and an "interested" Trustee is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The College may, at its discretion, to the extent legally permissible and only to the extent that the status of the College as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify any past, present, and future employee, member of the faculty, student teacher, teaching assistant, uncompensated volunteer worker, member of a committee of the College, representative to an education association of which the College is a member, or student of the College while serving in a supervised internship program in satisfaction or course requirements or while acting at the direction of or on behalf of the College ("employees, volunteers and students") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and legal fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of being or having been such an employee, volunteer or student. The authority to defend and indemnify employees, volunteers and students is delegated to the President of the College and the Vice President for Finance and Administration. In the event that there is a determination that the

College should not defend or indemnify an employee, volunteer or student in a particular situation, the Audit Committee will be notified, prior to a final decision, at their next regular meeting or a special meeting held at the discretion of the Audit Committee Chair. Nothing contained herein shall affect any rights to defense or indemnification to which any party may be entitled by contract or otherwise under law.

Personal Liability

Section 47: The members, Trustees, and officers of the College shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the College may look only to the funds and property of the College for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the College.

Changes in Bylaws

Section 48: These bylaws may be amended, altered, or repealed at any meeting of the Board of Trustees by the affirmative vote of at least a majority of the Trustees then holding office, provided that the notice of any such meeting shall have set forth the substance of the proposed amendment, alteration, or repeal.