

**CONNECTICUT COLLEGE
NEW LONDON, CONNECTICUT**

**COLLEGE BYLAWS
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BYLAWS OF CONNECTICUT COLLEGE
(As Amended May 16, 2020)

Article I - Powers of Trustees

The Board of Trustees shall have and exercise the corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for management of the resources of the corporation (referred to in this and the following articles as the "College"). The Board of Trustees shall determine the general, educational and financial policies, and shall have the power to carry out any other functions which are permitted by these bylaws or by the articles of incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

- A. Determine and periodically review the purposes and the mission of the College.
- B. Establish, upon recommendation of the President, the academic programs of the College consistent with its mission, and review and approve changes as necessary.
- C. Establish, upon recommendation of the President, procedures regarding appointment, promotion, tenure and dismissal of faculty members.
- D. Approve important changes to College policies that significantly affect the terms and conditions of employment for staff, faculty, administrators and other employees of the College.
- E. Appoint and remove the President, who shall be the Chief Executive Officer of the College, in accordance with these bylaws.
- F. Approve and authorize all earned degrees upon recommendations of the faculty and the President. Approve and authorize all honorary degrees upon recommendation of the Committee on Academics.
- G. Approve and oversee the budget of the College.
- H. Establish policy guidelines for the endowment and for all investments.
- I. Establish policy guidelines for major fund-raising efforts.
- J. Authorize the purchase, management and sale of all land, buildings or major capital equipment for use of the College.
- K. Authorize the construction of new buildings and major renovations of existing buildings.
- L. Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property tangible and intangible.
- M. Establish tuition and fees within the College.
- N. Authorize officers or agents of the College to accept gifts or bequests and enter contracts on behalf of the College.

Article II - Membership of Board of Trustees

- A. **Section 1.** The Board of Trustees shall consist of not fewer than twenty-one nor more than forty-two persons, as shall be determined by the Board. Such number shall include the President of the College and the President of the Connecticut College Alumni Association, each of whom shall be Trustees by virtue of their respective offices and shall have the right to vote. It shall also include the three Young Alumni Trustees hereinafter provided for.
- B. **Section 2.** New members of the Board of Trustees shall be elected by a majority of the Trustees then in office at the Annual Meeting of the Board.
- C. **Section 3.** Trustees shall serve for four-year terms. Trustees who have served for two consecutive terms, other than ex officio Trustees, shall not be eligible for reelection until one year has elapsed after the end of their second term. Notwithstanding the foregoing, however, a Trustee whose second consecutive term expires while serving as Chair or Vice Chair of the Board of Trustees shall be eligible for reelection by the Board for such further term as will permit the Trustee to complete the current term as Chair or Vice Chair, and thereafter shall be eligible for reelection for a further term of three years to permit the Trustee to serve a second consecutive term as Chair or Vice Chair.
- D. **Section 4.** Any member of the Board of Trustees may be removed from office, with or without cause, at any meeting of the Board by affirmative vote of two-thirds of the Trustees then in office.
- E. **Section 5.** Any vacancy on the Board of Trustees, except the Young Alumni Trustees and the President of the Connecticut College Alumni Association, may be filled by the remaining Trustees at the next Annual Meeting.
- F. **Section 6.** The President of the Connecticut College Alumni Association shall be a voting ex officio member of the Board of Trustees, with a term of service concurrent with the term of service as President of the Alumni Association. An Alumni Association President shall not be eligible for election as a regular member to the Board of Trustees until one year has elapsed after the end of the ex officio term as Alumni Association President.
- G. **Section 7.** Three of the Trustees, herein referred to as Young Alumni Trustees, shall be graduates, each of whom shall have been nominated as a senior by the class, and elected by the Board before Commencement for a term of three years each. A Young Alumni Trustee shall not be eligible for election as a regular member to the Board of Trustees until one year has elapsed after the end of his or her term as a Young Alumni Trustee.

Article III - Trustees Emeriti

A Trustee who has served with distinction may, after retirement from the Board and upon recommendation of the Committee on Trustees, be elected by a majority of the Board as a Trustee Emeritus. This position shall be reserved for those Trustees with records of distinctive service. Trustees Emeriti shall be entitled to receive notices of all meetings of the Board, to attend and speak at such meetings and to receive minutes of all meetings of the Board. A Trustee Emeritus shall not be counted as a member of the Board of Trustees for any purpose and shall have no vote.

Article IV - Officers of the College

- A. **Section 1.** The Officers of the College shall be the Chair and one or more Vice Chairs of the Board of Trustees, and the President, Secretary of the College, the Dean of the Faculty, Vice President for Finance and Administration, and such other officers as may be needed from time to time. The Chair and Vice Chairs shall serve for terms of three years, not to exceed two consecutive terms, and shall serve until their successors are elected and qualified. Unless a vacancy occurs at another time, the Chair and Vice Chairs shall be elected by the Board at the Annual Meeting of the Board. A vacancy in the offices of Chair or Vice Chair may be filled at any time through election by the Board. The Chair or Vice Chair may be removed from office by the Board at any time with or without cause by affirmative vote of two-thirds of the Trustees then in office.
- B. **Section 2.** The Board shall appoint the President, and upon recommendation of the President, the Secretary of the College, the Dean of the Faculty, and the Vice President for Finance and Administration, and such other officers as may be needed from time to time. The President shall hold office at the pleasure of the Board. The Secretary of the College, the Dean of the Faculty, and Vice President for Finance and Administration, and any other officers and administrators who may be appointed by the Board upon the recommendation of the President, shall be responsible to and hold office at the pleasure of the President.
- C. **Section 3.** In the event of a vacancy in the Office of the President, or the incapacity of the President as determined by the Board, the Dean of the Faculty shall be Acting President unless and until the Board appoints a new President or Acting President. In the event of a vacancy in the Office of the President, the Executive Committee shall appoint a special Presidential Search Committee to submit to the full Board nominations for candidates to the office. The membership of the search committee shall be determined by the Executive Committee and is not limited to the Board of Trustees.

Article V - Powers and Duties of the Chair and Vice Chairs of the Board of Trustees

The Chair and Vice Chair shall be elected by the Board of Trustees. The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board of Trustees and shall appoint the committee Chairs, and shall have such other powers and duties as the Board from time to time may prescribe. In the absence of the Chair, a Vice Chair designated by the Chair shall perform the duties of the Office of the Chair and have such other powers and duties as the Board may from time to time prescribe.

Article VI - Powers and Duties of the President of the College

The President of the College shall be the Chief Executive Officer of the College and the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the College, exercise a general supervision over all the affairs of the institution, and bring such matters to the attention of the Board, as are appropriate, to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee and, except as otherwise provided in these bylaws, shall be a voting, ex officio member of all committees of the Board, other than the Audit Committee

Article VII - Powers and Duties of the Secretary of the College

The Secretary of the College shall have custody of the seal of the College and shall attest to and affix said seal to such documents as required in the business of the College. The Secretary of the College, or designee of the Secretary of the College, shall give proper notice of all meetings of the Board of Trustees, shall keep a record of the minutes of all meetings of the Board of Trustees and each of its committees, and shall perform all duties required of the secretary by the laws of the State of Connecticut.

Article VIII - Powers and Duties of the Dean of the Faculty

The Dean of the Faculty shall be, after the President, the chief academic officer of the College, and shall in the absence of the President serve as Acting President pursuant to Article IV, Section 3 of these bylaws, and shall perform other duties as assigned by the President.

Article IX - Powers and Duties of the Vice President for Finance and Administration

The Vice President for Finance and Administration is the chief financial, operations, and administrative officer of the College and shall be responsible to the President for overseeing the College's financial resources and administrative services. These duties include the leadership of financial affairs, facilities, land and property, as well as administrative operations, emergency planning, risk management, and other duties as assigned by the President.

Article X - Meetings

- A. **Section 1.** The Board shall hold its Annual Meeting on such day during the first half of the calendar year as the Board may determine. The Board shall meet prior to or on the day of the annual Commencement to vote on the awarding of degrees and shall hold other regular meetings at such times and places as the Board may determine. The board may conduct meetings in person or by telephone conference call or through any other means by which all trustees participating may simultaneously hear each other during the meeting.
- B. **Section 2.** Special meetings of the Board may be held at the call of the Chair or the President; and it shall be the duty of the Chair, the Secretary of the College, or designee of the Secretary of the College to call such special meetings on the request of eight Trustees, setting forth the purposes of the meeting.
- C. **Section 3.** Written notice of all regular meetings of the Board of Trustees shall be sent by the Secretary of the College to each Trustee at least ten days before the date of the meeting. In the case of special meetings, two days' notice shall be given.
- D. **Section 4.** A majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board or any committee at which a quorum is present shall be the act of the Board of Trustees or that committee, except as may be provided by statute or by the articles of incorporation, or by these bylaws.

Article XI - Action Without Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Action may be taken by the Board or any committee by mail, facsimile, electronic mail, or in any other way the Trustees shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the committee.

Article XII - Committees

- A. **Section 1.** There shall be the standing committees specified in this Article. The Chair and members of the standing committees shall be appointed by the Chair of the Board and ratified by the Board, except as otherwise provided in these bylaws. Except as provided in these bylaws, the Chair of the Board and the President of the College shall be ex officio members of all standing committees, and each standing committee shall include at least three additional Trustees.
- B. **Section 2.** The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee or by vote of the Board shall be redistributed to other standing committees.
- C. **Section 3.** The duties and authority of each committee shall be such as may be prescribed by the bylaws or by the Board. Each committee shall keep a written record of its proceedings, and shall report its activities to the Board as promptly as possible. A majority of the membership of any committee shall constitute a quorum.
- D. **Section 4.** Except as otherwise provided in this Article, all standing committees shall meet at least two times annually.
- E. **Section 5. Committee on Academic Affairs.** The Committee on Academic Affairs reviews and discusses developments and trends in higher education; studies and appraises Connections, the College's general education curriculum, assesses the effectiveness of advising and the quality of academic programs including the work of interdisciplinary centers; encourages efforts to promote excellence in teaching and learning incorporating as appropriate instructional technology and library resources; oversees linkages between academic programs and career preparation, including internships and career-informed learning. The Committee consults with the President regarding faculty appointments, promotions and tenure; coordinates with the Finance Committee on the financial requirements of the College's academic programs, hiring, promotion, and retirement policies, as well as on enrollment and the optimal size of the College; confers with the Committee on the Student Experience on student attrition and retention. The Committee reports and makes recommendations to the Board as may be required. The Committee also receives nominations for Honorary Degrees and College Medals, reviews the qualifications of each nominee, and makes recommendations to the Board.
- F. **Section 6. Committee on Advancement.** The Committee on Advancement oversees the fundraising goals, planning, and activities of the College related to alumni and donors for annual giving, major gifts, and planned gifts and to

foundations and other institutions, and reviews and recommends short-term and long-term fund raising and alumni relations programs. The Committee also reviews annual fundraising performance related to peer institutions. It engages all trustees in advancement activities including their leadership as donors and volunteers in the Annual Fund, major gifts, and capital campaigns. The Committee reports on its activities to the Board.

- G. **Section 7. Audit Committee.** The Audit Committee recommends the independent financial auditing firm to be hired by the Board, receives and reviews the College's annual audit reports and other appropriate reports, and meets at least once a year with the accountants to review the scope and nature of the audit procedures and to review audited financial statements and other appropriate reports. In order to ensure the fiscal integrity of the College, the Committee may from time to time review the College's financial controls and processes, or recommend that the Board engage outside consultants to conduct such reviews. Further, the Committee oversees the College's risk management process and strategy and monitors both the College's conflict of interest policy and procedures and the College's Code of Ethics for Senior Administrators. With respect to these and all other matters within its jurisdiction, the Committee acts within the scope of its responsibilities as enumerated in its Charter. The Committee periodically reviews the quality of the College's financial management. The Committee reports and makes recommendations to the Board as may be required.
- H. **Section 8. Facilities and Infrastructure Committee.** The Facilities and Infrastructure Committee oversees the physical infrastructure of the College including buildings, grounds, and information services systems. It reviews and analyzes maintenance and operations policies, reviews and recommends approval of plans and cost estimates for new facilities, information systems, and changes in land use, updates the College's land use and building master plans for the Board's approval, reviews the annual capital budget and information technology requirements of the College. The Committee reports and makes recommendations to the Board as may be required.
- I. **Section 9. Finance Committee.** The Finance Committee oversees the financial affairs of the College including but not limited to the annual operating and capital budget processes, fundraising in the capital markets, and the overall financial management of the College. As a budget committee, it reviews the annual operating and capital budgets prepared and presented under the direction of the President and makes recommendations with respect to them to the Board. It reviews major financial transactions and submits recommendations to the Board or the Executive Committee. It monitors working capital and long-term capital requirements and approves all capital projects, long-term financings, and short-term credit facilities. The Committee also oversees recruitment and enrollment of students, monitors admissions strategies, reviews financial aid policies and, together with relevant committees, considers the optimal size of the College in relation to budget and financial resources. The Committee reports and makes recommendations to the Board as may be required.
- J. **Section 10. Investment Committee.** The Investment Committee has full authority and responsibility for the investment and reinvestment of funds of the College, including oversight of the College's endowment. The Committee shall be made up

of at least five voting members of the Board of Trustees. The Chair of the Board of Trustees and the Chair of the Finance Committee shall be ex-officio voting members, and the President shall be an ex-officio non-voting member. The term for members of the Board of Trustees shall conclude when their term on the Board ends. The Board may add up to four non-trustee, voting members based on the recommendation of the Investment Committee in consultation with the Committee on Trustees. The initial term for non-trustee members will be four years with an option of an appointment for a second four-year term. Following the maximum allowable term of service, members shall not be eligible for reelection until one year has elapsed after the end of their second term. The Committee reports and makes recommendations to the Board as may be required.

- K. **Section 11. Committee on Marketing and Communications.** The Committee on Marketing and Communications provides guidance on the internal and external communications of the College, including communications, marketing and website presentation in connection with admissions, advancement, academic programs, career services, alumni relations programs, media and public relations. It also oversees the College's public, community, state and government relations programs which are designed to understand national trends in higher education as well as to enhance the College's stature and reputation. The Committee reports on its activities to the Board.
- L. **Section 12. Committee on the Student Experience.** The Committee on the Student Experience oversees matters affecting all aspects of student life of the College, other than those relating to the academic program, including residential life, housing and dining; volunteer programs; , student wellness and support services, social, religious and spiritual student experiences; varsity, intramural and club athletics; student activities and organizations; the work of equity and inclusion and related issues affecting student life, culture and conduct. Together with relevant committees, the Committee reviews and analyses the optimal size of the College and its impact of students, operations, and resources. The Committee reports and makes recommendations to the Board as may be required.
- M. **Section 13. Trustee-Faculty Liaison Committee.** The Trustee-Faculty Liaison Committee facilitates discourse between the Board and the faculty. The Committee consists of selected members of the Board of Trustees, a representative of the Executive Committee, and the members of the Faculty Steering and Conference Committee (FSCC). At least one trustee from this committee will also sit on the Committee on Academic Affairs.
- N. **Section 14. Trustee-Student Liaison Committee.** The Trustee-Student Liaison Committee facilitates discourse between the Board and the student body. The Committee consists of selected members of the Board of Trustees, a representative of the Executive Committee, and the leadership of the Student Government Association (SGA). The Dean of Students and his/her designated representatives attend Trustee-Student Liaison meetings. At least one trustee from this committee will also sit on the Committee on the Student Experience.
- O. **Section 15. Committee on Trustees.** The Committee on Trustees nominates candidates for membership on the Board and recommends trustees for Chair and Vice Chair of the Board. The committee furnishes information relating to the

background and qualifications of all such nominations. In making its selection of candidates, the Committee on Trustees is guided by such criteria as the Board may from time to time adopt. The Committee on Trustees develops and administers a program of orientation for newly elected trustees and nominates and recommends to the Board candidates for Trustee Emeritus status. It reviews the attendance, service and performance of current trustees and makes recommendations for reelection of trustees to a second term. It reviews and approves the Chair's assignment of trustees to committees and appointment of Chairs and Vice Chairs of committees.

- P. **Section 16. Executive Committee.** The Executive Committee transacts business at the call of the Chair of the Board or the President, either in person at a meeting, or by telephone, email or other means of communication, or by written consent. Between meetings of the Board of Trustees, the Executive Committee shall act on behalf of the Board. However, unless specifically empowered by the Board to do so, the Executive Committee may not take any action inconsistent with a prior act of the Board, award degrees, alter bylaws, locate permanent buildings on tax-exempt property held for College purposes, remove or appoint the President of the College or take any action which has been specifically reserved for the Board.

It reviews the performance and determines annually the salary of the President. It conducts such other business as is normally the province of an Executive Committee. It shall be composed of the Chair of the Board, the Vice Chairs, the President, the Chairs of the standing committees and up to three members-at-large, nominated by the Committee on Trustees and elected by the Board. At least once each year, but more frequently as appropriate, the Executive Committee reviews the College's legal exposure with respect to litigation, claims, and potential claims against the College.

Minutes of the meetings of the Executive Committee shall be taken and shall be distributed to each member of the Board following each Executive Committee meeting.

The Executive Committee shall periodically review these bylaws and suggest any necessary changes thereto.

- Q. **Section 17. Compensation Committee.** The Compensation Committee conducts the annual performance review of the President and recommends to the full Board the compensation of the President. It reviews the performance, and approves the compensation, of highly compensated employees at the College at the time of their hire and when significant increases in compensation are being contemplated. This committee comprising the Chair and Vice Chair/s of the Board and will meet as needed and report to the Executive Committee of the Board.

- R. **Section 18.** The Board acting collectively, or the Chair of the Board acting singly, may create such special or ad hoc committees as deemed necessary from time to time for the discharge of particular duties.

Article XIII - Degrees

Degrees shall be granted by the Board only upon recommendation of the faculty and the President. No degree shall be granted to a person who is in arrears for College charges except upon the joint

recommendation of the President and such other authority as the Board may deem appropriate. The Trustees who are present at the annual meeting on or prior to Commencement to vote on the awarding of degrees, whether or not they form a quorum, have the right to act on behalf of the Board in the granting of the degrees.

Article XIV - Indemnification

Each Trustee and Officer of the College shall be indemnified to the extent specified in the General Statutes of the State of Connecticut.

Article XV - Conflict of Interest

A Trustee shall be considered to have a conflict of interest if:

- A. Such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College; or
- B. Such Trustee is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, any other relative if the latter reside in the same household as the Trustee, and any person to whom the Trustee is providing substantial financial support) or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, Trustee, or controlling stockholder, has such existing or potential financial or other interests.

All Trustees shall disclose to the Board any possible conflict of interest upon learning of the conflict. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and a Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote.

Article XVI - Discrimination Prohibited

In administering its affairs, Connecticut College does not discriminate on the basis of race, color, sex, age, religion, sexual orientation, national or ethnic origin or physical handicap.

Article XVII - Review and Amendment of Bylaws

- A. **Section 1.** These bylaws may be changed or amended at any meeting of the Trustees by the affirmative vote of a majority of all the Trustees, provided notice of the substance of the proposed amendment is sent to all the Trustees at least ten days before the meeting.
- B. **Section 2.** The Executive Committee shall periodically review these bylaws and suggest any necessary changes thereto.