

**CARLETON COLLEGE**  
**AMENDED AND RESTATED BYLAWS**

Adopted By the Board of Trustees

**October 2014**

ARTICLE I

Powers of Trustees

Section 1. The Board of Trustees shall have and exercise all the corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for sound resource management of the College. The Board of Trustees shall further determine the general, educational, and financial policies of the College.

Section 2. The Board of Trustees does not involve itself in the day-to-day operations of the College and it recognizes that the orderly operation of the College depends upon a high degree of decentralization of responsibility for formulation and administration of policy. Accordingly, the Board delegates to officers, faculty, committees, and others the authority to perform certain functions, subject to the Board's review and approval. The President of the College, as its Chief Executive Officer, has responsibility for the general active management of the College on a day-to-day basis. The faculty, with the assistance of a standing committee chaired by the Dean of the College, formulates educational policy.

ARTICLE II

Membership of Board of Trustees

Section 1. The Board of Trustees shall consist of not less than twelve (12) nor more than forty-eight (48) persons.

Section 2. Trustees shall be elected by a majority of the Trustees then in office and present at the annual meeting of the Board.

Section 3. Trustees shall serve for four-year terms which will normally coincide with the College's fiscal year. After two successive four-year terms, Trustees must be off the Board for at least one year after which they are eligible for possible re-election to the Board for up to two additional four-year terms. Terms shall be staggered so that approximately one-fourth end each year.

Trustees having previously served on the Board may be re-elected for a period less than a full four-year term but not less than two years provided such partial term

does not extend their service beyond the mandatory retirement age.

It is expected there may be unique or unusual circumstances where, at the discretion of the Trustee Affairs Committee and based upon an assessment of the best interests of the College, a Trustee functioning in a key role may be elected to serve longer than two successive four-year terms with no interruption. However, the extension of the term shall remain subject to the mandatory retirement age.

The Trustee Affairs Committee may request that the Alumni Association nominate each year one of its members for election to the Board of Trustees.

The Trustee Affairs Committee shall consider and may nominate a Young Alumni Trustee from recent graduates of the College between the ages of 23 and 28 who have held the B.A. degree for at least one year at the time of nomination. Each Young Alumni Trustee shall serve for one four-year term in that capacity.

Trustees who hold the places reserved for recent graduates and those nominated by the Alumni Association, must be off the Board for one year following their term before being eligible for re-election to the Board.

The President of the Alumni Association, the Chair of the Alumni Annual Fund, and the Chair/Co-Chairs of the Parents Advisory Council are each ex officio members of the Board of Trustees with all of its duties and privileges except that of voting and attending executive sessions of the Board.

Section 4. Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by affirmative vote of two-thirds of the Trustees then in office.

Section 5. Any vacancy on the Board of Trustees may be filled through a special election at any regular meeting of the Board.

Section 6. No person shall remain a Trustee beyond the academic year in which he/she reaches age 75.

### ARTICLE III

#### Honorary Trustees

##### Trustees Emeriti

Any Trustee upon obtaining the age of 75, or at an earlier age under special circumstances if the Board so decides, may be considered for the status of Trustee Emeritus(a), such status to be determined at the pleasure and discretion of the Board and conferred a minimum of one year after a Trustee has left the Board. Election as Trustee Emeritus(a) shall be based on exceptional and distinguished service to the College, which will generally include having served not less than twelve years as a

Trustee, having been involved in significant leadership positions on the Board, and having demonstrated significant commitment to the College.

### International Advisors

The Board may elect persons to an honorary position of International Advisor to the Board of Trustees with all of the duties and privileges except that of voting. Advisors shall serve for renewable two-year terms and are nominated by the Trustee Affairs Committee.

## ARTICLE IV

### Officers

Section 1. The officers of the Board shall be the Chair, one or more Vice Chairs, the President of the College, the Secretary, the Treasurer and such others as the Board may elect. The Chair and Vice Chair(s) shall serve for terms of one year and until their successors are elected and qualified. The President, Secretary and Treasurer shall serve such terms as may be determined by the Board of Trustees at the time of their appointment or election. Unless a vacancy occurs at another time, elections of the Chair, Vice Chair(s), Secretary and Treasurer shall be held at the annual meetings of the Board. A vacancy in any office may be filled at any time.

Section 2. The officers of the College shall be the President, Dean of the College, and Vice President and Treasurer. The officers of the College previously named, other than the President, shall be appointed by the President with the approval of the Board of Trustees. The Board may approve the appointment of such other officers of the College upon recommendation of the President as it deems necessary. Each officer of the College (other than the President) shall have such powers and shall perform such duties as may be assigned by the President.

Section 3. The Chair, Vice Chair(s), and President shall be members of the Board of Trustees. The other officers of the College shall not be members of the Board of Trustees.

Section 4. The President of the College shall be the Chief Executive Officer of the College and shall, as educational and administrative head of the College, exercise general superintendence over all the affairs of the College. The President shall bring such matters to the attention of the Board of Trustees as are appropriate to keep the Board fully informed in meeting its responsibilities. Furthermore, the President shall have the 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. In case of absence or disability of the President, the duties of that office shall be performed by the Dean of the College.

## ARTICLE V

### Meetings

Section 1. The Board shall have three regular meetings annually, which shall be held in the fall, winter, and spring on such date and place as may be designated by the Board. The annual meeting of the Board shall be the spring meeting each year.

Section 2. Special meetings may be held at the call of the Chair or, in his/her absence, by the President of the College, or at the written request of five members of the Board of Trustees.

Section 3. One-third 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 shall be the act of the Board of Trustees or that committee, except as may be provided by statute, the articles of incorporation, or these bylaws.

Section 4. The Chair shall preside at all meetings of the Board of Trustees. In the absence, death or disability of the Chair, a Vice Chair shall perform the duties of the office of the Chair.

## ARTICLE VI

### 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 by written action signed by a majority of the Trustees (or committee members) then in office and shall be effective when signed by such majority unless a different time is specified in the written action. All Trustees (or committee members) shall be notified immediately of the text and effective date of such action.

## ARTICLE VII

### Committees

Section 1. There may be such special or ad hoc committees as the Board of Trustees, the Chair, or the Executive Committee may from time to time establish for the discharge of particular duties.

Section 2. The Board shall have the standing committees specified in this Article. Members of standing committees shall be appointed by the Chair, after

consultation with the President and the Trustee Affairs Committee, annually, at or following the annual meeting of the Board of Trustees. 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. Except where otherwise provided in this Article, additional members, including persons who are not on the Board of Trustees, may be appointed. The Chair of each standing committee and a majority of its members shall be Trustees.

Section 3. The Board of Trustees may at any time discontinue any of its standing committees for such time as it may determine, and the duties of any committee so discontinued may be performed during such discontinuance by the Executive Committee or its appointee.

Section 4. The President of the College may appoint an officer of the College or a member of the administrative staff to serve as a liaison between each committee and the office of the President. Such liaison persons shall assist the committees in the carrying out of their duties, and in that connection shall facilitate appropriate contact between the committee and students, faculty, staff, alumni and parents.

Section 5. Except as otherwise provided in this Article, all standing committees shall meet at least two times annually.

Section 6. Executive Committee

(a) The Chair of the Board of Trustees shall be the Chair of the Executive Committee. Members of the Executive Committee shall include the Vice-Chair(s) of the Board and at least eight other Trustees chosen by Chair of the Board in consultation with the Trustee Affairs Committee.

(b) Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the College except that unless specifically empowered by the Board of Trustees to do so, it may not take any action inconsistent with a prior act of the Board of Trustees, alter bylaws, remove or appoint the President of the College, or take any action which has been reserved for the Board. The Executive Committee shall conduct an annual performance review of the President and set the terms of his or her compensation.

(c) The Executive Committee shall meet as needed at the call of the Chair or the written request of at least three of the members.

(d) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

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

## Section 7. Other Standing Committees.

(a) Academic Affairs Committee. The Academic Affairs Committee has general oversight of all matters pertaining to the educational activities and policies of the College. It receives and reviews all reports submitted to it with respect to the curriculum, departments of instruction, and educational policies of the College. It receives and makes recommendations to the Board regarding faculty appointments or promotions to the rank of professor or associate professor, appointments to tenure, appointments to emeriti faculty status, and appointments to endowed professorships. In addition, it shall receive and review regular reports pertaining to the College's physical education, varsity athletics, and recreation programs.

(b) Audit Committee. The Audit Committee selects the College's independent auditors and reviews audit arrangements, annual audited statements, and the College's accounting, reporting and risk management practices. The Committee meets at least once each year.

(c) Buildings and Grounds Committee. The Buildings and Grounds Committee reviews and makes recommendations to the Board about major aspects of buildings and grounds maintenance, renewal, additions, and the annual capital budget.

(d) Enrollment and Admissions Committee. The Enrollment and Admissions Committee reviews student recruitment and admissions programs and reports regularly to the Board about them.

(e) External Relations and Development Committee. The External Relations and Development Committee reviews those aspects of Carleton which reach beyond the immediate campus community. This includes the alumni and parent bodies, the Northfield community and the world at large. The committee is responsible for helping to shape the approaches and messages which are appropriate for each of these constituencies. The committee is also responsible for leveraging those messages into operating and capital support through a range of development activities. The External Relations and Development Committee submits recommendations on fundraising and external relations goals, policies, and procedures to the full Board.

(f) Human Resources Subcommittee. The Human Resources Committee is a subcommittee of the Executive Committee and functions on behalf of and under the direction of the Executive Committee. It is also a resource to advise the President of the College on matters within its purview. The Committee reviews the College's human resources and compensation policies and practices to ensure that the College's human resources and compensation policies and practices support its needs and mission. Accordingly, the Human Resources Subcommittee shall consider best practices among peer institutions in compensation, benefits, recruitment, and retention and make annual recommendations to the Executive Committee on senior staff compensation, Presidential compensation, and Presidential performance reviews.

(g) Finance and Planning Committee. The Finance and Planning Committee recommends the annual operating and capital budgets to the Board, reviews actual-versus-planned results, and examines long-term plans for the College to ensure the College's continued financial health. The Finance and Planning Committee recommends an endowment spending formula to the Board in conjunction with the Investment Committee.

(h) Investment Committee. The Investment Committee recommends an Investment Policy Statement to the Board and is responsible for overseeing and monitoring its implementation. The Investment Committee recommends an endowment spending formula to the Board in conjunction with the Finance and Planning Committee.

(i) Student Life Committee. The Student Life Committee serves as a liaison between the Board and the campus community. It is concerned with the students' quality of life and recognizes that environmental factors including academic support, student health, community standards, social policies, and co-curricular/curricular life have a significant impact on the students' experience at Carleton.

(j) Trustee Affairs Committee. The Trustee Affairs Committee recommends to the Board of Trustees nominees for Board membership, officers, and the Executive Committee. It also monitors the effectiveness of the Board of Trustees and its individual members, reviews the composition of the Board and its committee structures, offers advice to the Chair of the Board regarding committee membership and leadership, and recommends to the Board and to the President practices that may enhance the effectiveness of the Board.

## ARTICLE VIII

### Indemnification

The College shall indemnify its Trustees, officers, committee members, employees and agents, in the manner and to the full extent allowed by law. The College may procure liability insurance on itself and its Trustees, officers, committee members, employees and agents to the full extent such insurance is available at reasonable premiums.

## ARTICLE IX

### Discrimination Prohibited

The College does not discriminate on the basis of race, color, religion, sex, sexual or affectional preference, national and ethnic origin, age, or disability in employment related decisions, admission of students or other student matters.

## ARTICLE X

### Review and Amendment of Bylaws

These bylaws may be changed or amended at any meeting of the Trustees by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all the Trustees at least five days before the meeting.

October 2014 revision