

TRINITY COLLEGE WASHINGTON

CHARTER AND BY-LAWS



CHARTER AND BY-LAWS OF TRINITY COLLEGE

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CHARTER OF TRINITY COLLEGE

CERTIFICATE OF INCORPORATION, August 20, 1897, with AMENDMENTS through May 1986.

Know All Men By These Presents, That we, the undersigned, members of the congregation of the Sisters of Notre Dame de Namur, citizens of the United States, to wit:

Ella Taylor, Margaret Callahan, Mary O'Shea, Margaret Dempsey, Elizabeth Fitzpatrick, and Mary McHugh, known in the above-named Religious Order under and by the names, respectively, of Sister Euphrasia, Sister Teresa of the Sacred Heart, Sister Saint Agnes, Sister Gertrude of the Blessed Sacrament, Sister Cornelia and Sister Ignatius Marie, have associated, and do hereby associate ourselves together the purpose of establishing an institution of learning in the District of Columbia for the higher education of young women; and in order to become a body corporate under the General Incorporation Act of Congress enacted for said District of Columbia we execute these presents, and we do hereby certify as follows:

Section I

The name by which the said institution of learning or body corporate shall be known in law is "Trinity College."

Section 2

The trustees constituting and managing the said corporation shall number not less than nine nor more than thirty. The board of trustees shall, at suitable intervals, elect or appoint their successors in accordance with the bylaws of the corporation now or hereafter established or obtaining. A majority of the board of trustees shall constitute a quorum for the transaction of business and for all purposes other than the election or appointment of the successors of the trustees. The board of trustees shall elect officers of the board of trustees and shall fix the term for which such officers of the board of trustees shall serve, and the duties and authority of such officers of the board of trustees. The board of trustees shall elect the successors of such officers of the board of trustees at such regular intervals thereafter as the board of trustees may determine. The board of trustees shall elect or appoint the officers of Trinity College, who shall include a president, a vice president, a treasurer, a secretary, and such other officers as the board of trustees may deem necessary and expedient for the purposes of the corporation. The board of trustees shall fix the term for which such officers of Trinity College shall serve, and the duties and authority of such officers of Trinity College, and shall elect or appoint the successors of such officers of Trinity College at such regular intervals thereafter as the board of trustees may determine. The board of trustees may elect, appoint or employ such agents as the board of trustees may deem necessary for the purposes of the corporation.¹

¹ Amended by Act of Congress, April 8, 1935 (49 Stat. 113); Amended by Act of Congress, February 29, 1952; Amended by Act of Congress, August 22, 1966; Amended by Act of the Council of the District of Columbia, pursuant to the Home Rule Act of 1973, as amended, July 25, 1980 (DC Law 3-78).

Section 3

The board of trustees shall have the power to establish bylaws and ordinances for the conduct of the business of the corporation and to alter, repeal, or amend the same; to frame laws and regulations for the government of the faculty and students; to offer and prescribe courses in undergraduate and in graduate work; to confer the customary undergraduate and graduate degrees; to determine the subjects and branches of learning to be taught; and to establish chairs, professorships, courses, schools, and departments therein. The board of trustees may create and establish a board of regents, an endowment board and such other auxiliary boards of an academic or advisory nature as may be deemed necessary and proper; and they shall have all the powers and authority heretofore granted to or invested in the trustees of the said Trinity College by chapter 18 of the Revised Statutes of the United States relating to the District of Columbia.²

Section 4

The said Trinity College may enter into affiliated agreements with any institutions of learning within or outside of the District of Columbia, for the purpose of giving students of such institution the educational facilities of said college upon such terms as are mutually agreed upon.

Section 5

The said Trinity College may receive, invest, and administer endowments and gifts of money and property absolute or subject to payments by way of annuities during the life of the donor; for the maintenance of the educational work of the institution and of any departments, school, or chair thereof, now established or which may hereafter be created or established.

Section 6

The said Trinity College shall adopt a common seal, under and by which all deeds, diplomas, and acts of the said corporation shall pass and be authenticated, the same seal at their pleasure to break, alter, or devise a new one.

Section 7

² Sections 3-8 were added by the Act of Congress, April 8, 1935 (49 Stat. 113) which also amended Section 2 as stated in note 1. The Act of April 8, 1935, also stated as follows in the introduction:

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, that the incorporation of Trinity College of Washington, District of Columbia, under chapter 18 of the Code of Laws of the District of Columbia, be, and the same is hereby, approved and confirmed, except as herein specifically altered.

No institution of learning hereafter incorporated in the District of Columbia shall use in or as its title, in whole or in part, the words "Trinity College."

Section 8

Nothing in this section contained shall be so construed as to prevent Congress from altering, amending, or repealing the same.

BY-LAWS OF TRINITY COLLEGE

NAME

Section 1. The name of the corporation shall be Trinity College.

ARTICLE II

OBJECT

Section 1. The object of Trinity College is the maintenance in the District of Columbia of an institution for higher education under the sponsorship of the Sisters of Notre Dame de Namur.

ARTICLE III

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall be the governing body constituting Trinity College and shall have and possess and may exercise at any meeting, all the powers, rights, privileges, and authority vested in Trinity College and the Board of Trustees under the laws of the District of Columbia and the special Act of Congress conferring a special charter upon Trinity College, as well as by virtue of the original incorporation of Trinity College under the code of Laws of the District of Columbia.

Section 2. Specific Powers.

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

1. Determine and periodically review the purposes and the mission of the College.
2. Establish, review, and approve changes in the educational programs of the College, consistent with its mission.
3. Establish procedures regarding appointment, promotion, tenure, and dismissal of faculty members, and make final decisions in cases of individual faculty applications for promotion and tenure.

4. Approve the terms and conditions of employment, salary policies and salary schedules for all employees of the College.
5. Appoint and evaluate and remove from office the President and any other officers of the College in accordance with these By-Laws.
6. Approve and authorize all earned degrees upon recommendations of the faculty; approve and authorize all honorary degrees.
7. Oversee and approve the budget of the College, and establish policy guidelines for the endowment and all investments and major fundraising efforts.
8. Authorize the purchase, management, and sale of all land, buildings, or major equipment for use of the College.
9. Authorize the construction of new buildings and major renovations of existing buildings.
10. Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real or personal property tangible and intangible.
11. Authorize levels of tuition and fees of the College.
12. Authorize officers or agents of the College to accept gifts or bequests on behalf of the College.

Section 3. Duties of Trustees.

As fiduciaries, Trustees have a duty of undivided loyalty to Trinity College. As such, in performing the duties of their office, Trustees at all times shall act for the sole and exclusive benefit of the College. Trustees shall maintain confidentiality regarding information they receive and actions they take in their capacity as Trustees.

ARTICLE IV

MEMBERSHIP OF BOARD OF TRUSTEES

Section 1. Number and Qualifications.

- A. The supervision of the affairs and business concerns of the College shall be vested in a Board of Trustees numbering not fewer than nine (9) nor more than thirty (30) members. The Board of Trustees shall consist of the following:
1. The President of Trinity College by virtue of election to office by the Board of Trustees;
 2. Such other Trustees as may be elected to the Board of Trustees.
- B. Preferably five members of the Board of Trustees shall be Sisters of Notre Dame de Namur elected according to the rules for election of Trustees established in these by-laws and as amplified by the guidelines for qualifications of Trustees established by the Committee on Nominations.

This rule is stated as a policy preference, not a legal mandate. At any given moment, should the membership of the Board include fewer than five SNDs, the Board may continue to operate with full legal powers.

- C. Preferably five members of the Board of Trustees shall be alumnae and alumni of Trinity College elected according to the rules for election of Trustees established in these by-laws and as amplified by the guidelines for qualifications of Trustees established by the Committee on Nominations.

This rule is stated as a policy preference, not a legal mandate. At any given moment, should the membership of the Board include fewer than five alumnae and alumni, the Board may continue to operate with full legal powers.

- D. Ex-officio members of the Board of Trustees shall be entitled to vote on all matters coming before the Board of Trustees.

Section 2. Term.

- A. The President of Trinity College shall serve as a Trustee during his or her term of office.
- B. The terms of all other Trustees shall be three years, commencing on July 1st of the year in which elected and ending on June 30th, three (3) years thereafter. The terms of such Trustees shall, insofar as practical, expire on June 30th of each year. To attain this result, the Board of Trustees may elect Trustees, pursuant to this paragraph, for terms of less than three years, to be fixed by the Board of Trustees.

- C. After having served three (3) consecutive terms, a Trustee shall not be eligible for an additional term as a Trustee until one (1) year after the expiration of his or her third term, subject to the exceptions provided in paragraphs D, E, and F of this section.
- D. A Trustee elected to fill an unexpired term of two (2) years or less may be re-elected for two (2) full terms immediately after the expiration of that term.
- E. In circumstances where a project or program of great significance to the College is underway, and the loss of a Trustee by reason of expiration of his or her term would prejudice the completion thereof, then said Trustee, upon nomination by the Committee on Nominations and Trustees, may be elected for a single term of three (3) years immediately succeeding the last year of his or her term, provided, however, that no more than two (2) persons shall hold such terms at any one time. Any Trustee whose term is so continued shall be entitled to all the privileges of a Trustee.
- F. If the term for which the Chair or Vice Chair of the Board of Trustees is elected to that office shall extend beyond his or her term of office as a Trustee, his or her term as a Trustee shall be extended to the end of the term for which he or she has been elected Chair or Vice Chair. An extension under this paragraph shall be in addition to the exception for additional terms for two (2) Trustees provided for in paragraph E of this Section.
- G. If a Trustee fails to attend three successive meetings of the Board of Trustees without adequate excuse, the Trustee shall be deemed to have tendered his or her resignation, and the Board of Trustees may accept the resignation and declare the position vacant.
- H. The Board of Trustees may, by a two-thirds vote, remove a Trustee from the Board.
- I. Notwithstanding the provisions of Article IV, Section 2.B., the Board of Trustees may provide for the election of Trustees to four-year terms. This action is to be taken only as a means to avoid the expiration of a large number of Trustees' terms in any one year and the consequent disruption to the Board's performance of its duties.

Section 3. Nomination and Election.

- A. At its annual meeting, the Board of Trustees shall, upon nomination of the Committee on Nominations and Trustees, elect Trustees (other than Trustees who hold their positions ex-officio) to fill the places of members whose terms are about to expire. The Committee on Nominations and Trustees shall make its nominations at the regular meeting preceding the annual meeting, or the nominations may be made by written notification to each Trustee at least seven (7) days prior to the annual meeting.
- B. When a vacancy occurs prior to the expiration of a Trustee's term (other than the Trustees who hold their positions ex-officio), the Board of Trustees may, upon the nomination of the Committee on Nominations and Trustees, elect a successor to fill the unexpired term. The Committee on Nominations and Trustees may, as soon as practical, make its

nomination for a successor. The nomination may be made by written notification to each Trustee at least seven (7) days prior to the next meeting, and the Board of Trustees may elect a successor at that meeting, or the nomination may be made at the next meeting with election by the Trustees at the following meeting.

Section 4. Representatives to the Board of Trustees.

The Faculty of Trinity College shall choose two representatives from the full-time faculty, with no more than one representative from a particular academic unit. The student population shall choose two representatives with no more than one representative from a particular academic unit. The faculty and student representatives shall serve on such committees of the board as these by-laws may indicate in the section on committees. The faculty and student representatives may attend general session meetings of the Board upon the invitation of the Chair. Faculty and student representatives have no right to vote in Board meetings.

ARTICLE V

TRUSTEES EMERITI

Section 1. A Trustee who has served for a minimum of two terms or has served for a minimum of one term and has attained the age of seventy (70) years may, upon recommendation of the Committee on Nominations and Trustees, be elected by a majority of the Board of Trustees as a Trustee Emeritus. This position shall be reserved for those Trustees with records of distinctive service.

A Trustee Emeritus shall be entitled to receive notices of all meetings of the Board of Trustees, to attend and speak at all such meetings, to receive minutes of all meetings of the Board of Trustees and the Executive Committee.

They shall have the power to vote in meetings of any Committee to which they have been appointed, but shall not have voting powers in meetings of the Board of Trustees. A Trustee Emeritus shall not be counted as a member of the Board of Trustees for any purpose.

ARTICLE VI

OFFICERS AND POWERS OF THE BOARD OF TRUSTEES

Section 1. Officers of the Board.

The officers of the Board of Trustees shall be the Chair and the Vice Chair.

Section 2. Term.

The Chair and the Vice Chair shall serve for terms of three (3) years.

Section 3. Nomination and Election of Chair and Vice Chair.

At the annual meeting in which a term expires, the Board of Trustees shall, upon nominations by the Committee on Nominations and Trustees, elect a Chair and a Vice Chair of the Board of Trustees. The term of office for the Chair and Vice Chair shall be as set forth in Section 2, and the Chair and Vice Chair shall be eligible to serve two consecutive terms in that position. The duration of the term of office for Chair and Vice Chair shall be measured from when an individual commences service in that position and shall not be limited by prior service as a Trustee. When a vacancy occurs prior to the expiration of a Chair's or Vice Chair's term, the Committee on Nominations and Trustees shall nominate, and the Board of Trustees shall elect a successor to fill the unexpired term.

Section 4. Powers and Duties of the Chair and Vice Chair.

- A. The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall make provisions for the recording and maintenance of all minutes and Board records, shall appoint to all Committees the members who are not specified by the By-Laws or by Board resolution as appointed in some other manner, and shall have such other powers and duties as the Board may from time to time prescribe.

In the absence of the Chair, the Vice 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.

- B. The Chair of the Board of Trustees shall be the Chair of the Executive Committee of the Board of Trustees.
- C. The Chair of the Board of Trustees shall be a member of all Standing Committees of the Board.

ARTICLE VII

OFFICERS OF THE COLLEGE

Section 1. Officers of the College.

- A. The Officers of the College shall be the President, Vice President for Financial Affairs, Vice President for Academic Affairs, Corporate Secretary and other such officers as the Board of Trustees shall deem necessary and expedient for the purposes of the corporation. With the approval of the Board of Trustees, one or more titles may be held by the same person, except that the President of the College shall not hold the title of or serve as any other officer of the College.
- B. The President shall be, ex-officio, a member of the Board of Trustees with power to vote and shall be counted as a member of the Board or any Committee for the purpose of determining a quorum. Other officers of the College shall not be members of the Board of Trustees.
- C. Subject to the provisions of Section 2 of this Article, all the said officers shall hold office at the pleasure of the Board of Trustees and shall be subject to removal at any time by the Board of Trustees at any meeting upon an affirmative vote of two-thirds of the members of the Board of Trustees. In the event of resignation, illness, incapacity, removal or termination of appointment, a successor shall be chosen in accordance with the applicable nomination, election, or appointment procedure.

Section 2. Appointment of Officers.

The Officers of the College, with the exception of the President, shall be appointed by the President with the approval of the Board of Trustees. The President, in consultation with Trustees, shall have authority to remove officers of the College.

Section 3. Election of the President.

In the event of a vacancy in the office of the President, the Board shall appoint a special Presidential Search Committee to submit nominations, in accord with the By-Laws and such other standing Board policy as may apply, to the Board of Trustees who shall elect the President. The President shall preferably be a member of the religious congregation of the Sisters of Notre Dame de Namur.

Section 4. Review of the President.

The Board of Trustees shall conduct a formal review of the President's performance in office prior to the completion of the third year in office and at intervals thereafter as determined by the Board of Trustees, but in no event shall such reviews be conducted less frequently than at three (3) year intervals.

Section 5. Powers and Duties of the President.

- A. The President of the College shall be the Chief Executive Officer of the College, Chair of the Faculty, and the official advisor 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 superintendence over all the affairs of the institution and bring to the attention of the Board such matters as are appropriate to keeping the Board fully informed in meeting its policy-making responsibilities. As Chief Executive Officer of the College, the President shall have final authority in the administrative affairs of the College.
- B. The President shall be a member of all Committees of the Board of Trustees as well as all academic and advisory boards or Committees of the College.
- C. The President or her designated representative shall be the official medium of communication between the Trinity College constituencies and Trinity's Board of Trustees and the Committees of the Board of Trustees. The President shall receive and, as appropriate, transmit to the Board of Trustees and the Committees of the Board of Trustees all resolutions and petitions affecting the welfare of the College.
- D. The President may sign in the name of the College all authorized contracts, deeds, conveyances, and other obligations which implement the approved budget, may call special meetings of the Board of Trustees, and in general, may perform all acts incident to the office of President as well as such special duties as may from time to time be authorized by the Board of Trustees. The Vice President for Academic Affairs and the Vice President for Financial Affairs may sign in the name of the College authorized contracts, agreements and other obligations as appropriate within the scope of their duties. Absent express designation from the President, no other official or employee of the College shall have the capacity to enter into any contract or agreement binding the College.
- E. In the event of the absence of the President for a period less than thirty (30) days, the President may appoint another Officer of the College to perform the duties of President. In the event of the disability of the President or her absence for more than thirty (30) days, the Board of Trustees may appoint an Acting President to serve until the disability or absence is ended.

Section 6. Powers and Duties of the Vice President for Financial Affairs.

The Vice President for Financial Affairs shall be the Chief Financial Officer of the College and shall have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements and to obey all lawful orders of the Trustees, the President of the College, and the Committees of the Board of Trustees respecting funds, property and accounts of the College. The Vice President for Financial Affairs shall be responsible for the preparation of such corporate financial reports as may be required by departments of the government. The Vice

President for Financial Affairs shall, in the name of the College, give receipts for all monies or property as shall be required, deposit funds in accordance with resolutions and direction of the Board of Trustees, and shall safeguard the money of the College.

The Vice President for Financial Affairs shall cooperate with any independent auditors or certified public accountants retained by the Board of Trustees for the purpose of conducting audits of the accounts of the College, and shall make reports at meetings of the Board of Trustees or the Finance Committee with respect to the financial condition of the College at such times and in such form as the Board of Trustees or the Committee may require.

The Vice President for Financial Affairs shall perform all acts appertaining to the office of the Vice President for Financial Affairs, subject always to the control of the President of the College.

The Vice President for Financial Affairs and all others whose duties require them to handle cash, money, securities or things of value, or to sign checks appertaining to the duties of the office of the Vice President for Financial Affairs shall give bond to the College to perform faithfully the duties of the office, and to account for all monies and other matters and things which may come into the hands of the Vice President for Financial Affairs or such others whose duties require them to handle things of value of said office, in such amount as the Board of Trustees may determine.

Section 7. Powers and Duties of the Vice President for Academic Affairs.

The Vice President for Academic Affairs shall be the chief academic officer of the College, and, in accord with the overall powers and directions of the Board of Trustees and President of the College, shall have the duty to supervise the conduct of all matters related to academic policies and procedures, curriculum development and assessment, faculty governance and faculty personnel matters, and the academic administration of the College.

Section 8. Signature Authorization.

The Board of Trustees may at any time by resolution direct that the signature of the President, the Vice President for Academic Affairs, or the Vice President for Financial Affairs on any bond, note or other instrument of the College may be imprinted thereon in facsimile with the same force and effect as though any such document were manually signed by any of the said officers, and, in like manner, the Board of Trustees may by resolution direct that a facsimile of the seal of the College shall be so imprinted on any such bond, note, or other instrument, provided such facsimile shall be attested by the manual signature of the Secretary to the Board of Trustees.

Section 9. Powers and Duties of the Corporate Secretary.

The Corporate Secretary, at the direction of the Chair of the Board of Trustees and President of the College, supervises the maintenance of records of the Board of Trustees, maintains the seal of the College and may affix the seal of the College to contracts, deeds or conveyances and all other instruments when so directed by the Board of Trustees.

ARTICLE VIII

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Schedule of Meetings.

Three (3) meetings of the Board of Trustees shall be held each year in the fall, winter and spring. The date, the hour, and the place of the meetings shall be determined by the Board of Trustees, and written notice thereof shall be sent to each member not less than seven (7) days in advance. The spring meeting of the Board of Trustees shall be the annual meeting.

Section 2. Special Meetings.

Special meetings may be called at the direction of the Chair of the Board of Trustees or the President of the College or shall be called upon written requests of five (5) members of the Board of Trustees. Written notice of any special meeting, together with a statement of business for which it is called, shall be sent to each member not less than seven (7) days in advance of the time set for such meeting.

Section 3. Quorum and Manner of Action.

Except as otherwise required by statute or by Charter or by these By-Laws, the lesser of ten (10) Trustees or a majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Trustees present at such a meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, the Trustees present may adjourn until a quorum is present.

Section 4. Order of Business.

The order of business at a meeting of the Board of Trustees shall, unless the Board of Trustees otherwise directs, be determined by the Chair.

Section 5. Procedures.

- A. The President of the College and the Chair of the Board of Trustees shall prepare and distribute to each Trustee an agenda in advance of a Board meeting. Prior to distribution of an agenda, members of the Board of Trustees may request the President or Chair to include a matter on the agenda. No matter which is not on the agenda may be brought before the Board of Trustees for action except with the consent of two-thirds of the members present.
- B. In general practice, any Committee recommendations which substantially involve the field of responsibility of any other Committee of the Board of Trustees or an officer of

the College shall be referred to the Chair of such other Committee or to such officer prior to the meeting in order that comments with respect thereto may be duly circulated.

Section 6. Waivers for Actions Outside Procedures Required By the By-Laws.

Whenever notice is required to be given under the provisions of statutes or of the articles of incorporation or of these By-Laws, a waiver in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

Section 7. Executive Session.

Executive sessions of the Board are limited to members of the Board of Trustees, legal counsel, and other such invitees as the Board of Trustees may deem necessary for consultation on the matter(s) under consideration. An executive session of the Board can be called at any time by the Chair or by a vote of a majority of Trustees present.

Section 8. Proxy Voting Policy.

In all votes taken by the Board of Trustees or any Committee of the Board, no Trustee will be permitted to hold or vote the proxy of another Trustee.

ARTICLE IX

ACTION WITHOUT A FORMAL MEETING

Section 1. 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. Meetings may be conducted by mail, telephone, e-mail or in any other way the Trustees shall decide, and written minutes will be sent to the Board.

ARTICLE X

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Committees of the Board of Trustees.

- A. Standing Committees of the Board shall consist of the following:
- Executive Committee
 - Audit Committee
 - Committee on Finance and Investments
 - Committee on Nominations and Trustees
 - Committee on Academic Affairs
 - Committee on Institutional Advancement
 - Committee on Enrollment and Student Interests
- B. Such Ad Hoc Committees which the Board may from time to time determine necessary shall be created by resolution duly adopted by said Board of Trustees.

Section 2. Committee Procedures.

- A. The Chair of each Committee shall be a Trustee.
- B. Trustee members of any Board Committee have the right to determine that the Committee meet and conduct business in executive session, consisting only of Board members and other invitees needed for consultation. Participation in and voting rights of Committee members when a Committee is in executive session shall be limited to those Committee members who are voting members of the Board of Trustees.
- C. All Committees shall adopt such other rules of procedure as are necessary to govern the effective accomplishment of the business of the Committee.
- D. All Committees shall coordinate with each other at the beginning of the year to facilitate mutual priority-setting in relation to the overall needs of the College.
- E. All committees will meet at least once between business meetings of the Board of Trustees, and committee meetings may be in-person, by conference call, or such other means as the committee chair deems appropriate. Each committee will submit minutes of these meetings to the full Board.

Section 3. Election and Appointment of Committees.

- A. Members of the standing Committees shall be chosen in accordance with the procedures prescribed in these By-Laws. Members of other Committees shall be chosen in accordance with the procedures prescribed in the resolution of the Board of Trustees establishing the Committee or by the Chair of the Board of Trustees.
- B. Except as otherwise specified in these By-Laws, the Chair of the Board of Trustees, in consultation with the President, shall appoint the chairpersons and members of the various Committees.
- C. Except as otherwise specified in these By-Laws, a member of a standing Committee is not required to be a member of the Board of Trustees. A member of a Committee who is not a Trustee may attend general sessions of the Board. Such Committee members may participate in meetings of the Board to the extent permitted by the Chair of the Board of Trustees and consistent with these By-Laws.
- D. Members of standing Committees shall hold office for one (1) year or until their successors are chosen. In the event of a vacancy, a successor shall be chosen in accordance with the applicable procedure specified in this Article for the Committee in which the vacancy occurs.
- E. Except as provided in these By-Laws, the Chair of the Board of Trustees and the President of the College shall be members of all standing Committees, and each standing Committee shall include at least two (2) additional Trustees.
- F. The Board of Trustees may at any time vote to 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 the discontinuance by the Executive Committee.
- G. For each standing Committee of the Board of Trustees, the President of the College shall appoint an officer of the College or a member of the administrative staff to serve as liaison between the Committee and the office of the President. Such liaison person shall be a member of the Committee, assist the Committee in the carrying out of its duties, and shall be the secretary to the Committee.
- H. Except as otherwise provided in this Article, all standing Committees shall meet at least twice annually.

Section 4. Executive Committee.

- A. The Executive Committee shall consist of the Chairs of the Standing Committees of the Board of Trustees plus the President of the College and the Chair and Vice Chair of the Board of Trustees. The Chair of the Board of Trustees shall be the Chair of the Executive Committee. The Committee shall meet at the call of the Chair or upon the request of any

two (2) members of the Committee. A majority shall constitute a quorum for the transaction of business.

- B. The Executive Committee shall, in the intervals between meetings of the Board of Trustees, represent the Board and, during such intervals, it may take such action as the Board of Trustees could properly take on all matters requiring immediate action and on other matters it is requested by the President of the College or the Board of Trustees to consider, and it shall make a report of any such action at the next meeting of the Board of Trustees.
- C. The Executive Committee shall not commit Trinity College to capital expenditures or authorize any but emergency expenditures outside of the budget without first securing the approval of the Finance Committee.
- D. The Executive Committee shall not be empowered to change or alter the mission of the College as set forth in Article II of these By-Laws and in the Charter of Trinity College as amended; nor is the Executive Committee empowered to transfer, pledge, alienate, or lease any of the assets of the College other than in the ordinary course of business.

Section 5. Audit Committee

The Audit Committee assists the board in its oversight of the integrity of the financial statements of the College, of the quality and efficacy of financial controls, of the College's compliance with legal and regulatory requirements, of the independence and qualifications of the independent auditor, which the Board retains upon the recommendation of the Audit Committee. The Audit Committee is responsible to oversee the annual audit, to receive the report of the auditors and to report the results of the Audit to the Board in a timely way.

The Audit Committee consists of no fewer than three (3) independent trustees, appointed by the Chair of the Board, who have the requisite financial and audit expertise to fulfill the duties of the committee. The President may not serve as a member of the Audit Committee, but the committee may request that the President attend portions of meetings as necessary. The Vice President for Financial Affairs is the staff liaison to the Audit Committee but is not a member of the committee.

Section 6. Committee on Finance and Investments.

- A. The Finance and Investments Committee shall consist of no fewer than five (5) members, including the President and Vice President for Financial Affairs of the College. The Committee shall meet at the call of the Chair or upon the request of any two (2) members of the Committee.
- B. The Finance and Investments Committee shall be responsible for directing the financial policy of the College and shall have the general responsibility to monitor and supervise the funds and investments of the College, subject to such guidelines as and to the extent

that the Board of Trustees may determine. The Committee may employ investment counsel and may delegate to such investment counsel the authority to manage and control, invest and re-invest all or a portion of the assets of the College, subject to the investment policy and other directions of the Committee and Board. Subject to such guidelines and policy as may be adopted by the Board of Trustees, it shall have the power to direct the sale, transfer, or conveyance of any stocks, bonds, or other securities, or any real estate owned by the College.

- C. The Finance and Investments Committee shall be responsible for approving the annual operating and capital budgets for presentation to the Board of Trustees. The budgets, when approved by the Board of Trustees, shall be the authority for incurring expenditures for the departments included therein. No essential modification shall be made except with the approval of the Finance and Investments Committee and the concurrence of the Executive Committee, who shall report their actions to the Board of Trustees at the next meeting.

Section 6. Committee on Nominations and Trustees.

- A. The Committee on Nominations and Trustees shall consist of the President of the College and four (4) other members of the Board of Trustees appointed by the Chair of the Board with the approval of the Board of Trustees.
- B. This Committee shall present to the Board of Trustees nominations for Trustees, officers, and elective Committees, except as otherwise provided for in these By-Laws. It shall provide for a program of orientation for newly elected Trustees and, on a periodic basis, for evaluation of the Board itself and its governance. The Committee shall also, subject to the requirements as set forth in these By-Laws, nominate Trustees Emeriti. It shall report to the Board of Trustees at the annual meeting and otherwise as circumstances dictate.

Section 7. Committee on Academic Affairs

- A. The Committee on Academic Affairs shall consist of the President of the College, the Vice President for Academic Affairs/Academic Dean of the College, no fewer than three (3) Trustees, plus the faculty representatives to the Board of Trustees.
- B. This Committee shall be responsible for the interests of the College regarding academic affairs and those matters affecting educational policy and degrees as recommended by the faculty. This Committee shall recommend to the Board of Trustees faculty promotions and all tenure appointments. Approval of promotions includes approval of appropriate compensation. The Committee, as appropriate, will recommend Board action regarding changes in the contractual and governance Sections of the Faculty Handbook. In making such recommendations the Committee will consider the recommendations of the President of the College through whom faculty resolutions are forwarded to the Board of Trustees.

Section 8. Institutional Advancement.

- A. The Committee on Institutional Advancement shall consist of the Vice President for Institutional Advancement and no fewer than four (4) trustees, and other individuals appointed by the President of the College with the approval of the Chair.
- B. The Committee shall be responsible for overseeing the implementation of the strategic plans of the College for all aspects of institutional advancement, including development and fund raising, public relations, alumnae relations, D.C. and federal relations, and external constituent relationships. This Committee shall, in particular, be responsible for reviewing and approving all fund-raising initiatives and plans, including annual fund and capital campaign priorities and goals.

Section 9. Committee on Enrollment and Student Interests.

- A. The Committee on Enrollment and Student Interests shall consist of no fewer than three (3) Trustees, the Vice President for Marketing and Enrollment Management, the Dean of Student Services, and the faculty and student representatives to the Board of Trustees.
- B. This Committee shall be responsible for the interests of the College in all phases of enrollment management and student services, including admissions, advising, counseling and career services, athletics, health services, co-curricular programs, student information reporting and analysis, and general student life programs and activities. The Committee also may confer with the Committee on Academic Affairs and review in cooperation with that committee issues affecting student participation in academic programs and curricula.

ARTICLE XI

DISPOSITION OF COLLEGE EARNINGS AND ASSETS

Section 1. The net income of the College, which is defined to be the excess of revenues over expenses approved by the Board of Trustees, shall be accumulated for the benefit of the College and be expended, invested, or re-invested by the College in pursuance of that purpose. No part of the current or accumulated net income shall at any time inure to the benefit of any member of the Board of Trustees or any other individual.

Section 2. If the College is dissolved, or if the articles of organization of the College expire or are annulled, or if its corporate existence is terminated in any manner, the Board of Trustees shall at that time take all action necessary to provide for distribution and transfer of all remaining assets of the College to the Baltimore Province of the Sisters of Notre Dame de Namur, Incorporated.

ARTICLE XII

PERSONAL LIABILITY

Section 1. The Trustees and officers of the College shall not be personally liable for any debt, liability, or obligation of the College. 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 payment of any debt, damages, judgment, decree or any money that may otherwise become due or payable to them from the College.

ARTICLE XIII

INDEMNIFICATION

Section 1. The College shall, to the extent legally permissible, indemnify each person serving or who has served as a Trustee of the College against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees reasonably incurred by any such Trustee in connection with the defense or disposition of any action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, in which any such Trustee may be threatened, while in office or thereafter, by reason of serving or having served the College in any capacity referred to in the next paragraph.

Indemnification of persons serving or who have served as officers, employees, or other agents of the College, or at its request, directors, Trustees, officers, employees, fiduciaries, or other agents of a corporation, trust or other organization in which the College has an interest, may be provided by the College whenever and to the extent authorized by a disinterested majority of the Trustees.

Any such indemnification may include payment by the College of expenses incurred in defending any such action, suit, or other proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person indemnified to employ counsel satisfactory to the College and to repay such payment if it shall ultimately be determined that such person is not entitled to indemnification under this By-Law.

Notwithstanding the foregoing provisions of this By-Law, no indemnification shall be provided for any person with respect to any matter: (a) as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the College; or (b) disposed of by a compromise payment, pursuant to a consent decree, or otherwise, unless such person shall have been determined to have acted in good faith in the reasonable belief that the action in question was in the best interests of the College, such determination to be made either by a disinterested majority of the Trustees and, if such person is a Trustee, after receipt of a favorable opinion of counsel.

The College may purchase and maintain insurance on behalf of any person who is or was a Trustee, or an officer, employee or other agent of the College, or who is or was serving at the request of the College as director, Trustee, officer, employee, fiduciary, or other agent of a corporation, trusts, or other organization in which the College has an interest, against any liability incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the College would have the power to indemnify such person against such liability.

This By-Law shall not limit any right of indemnification existing independently of this By-Law.

As used in this By-Law, the terms "director," "Trustee," "officer," "employee" and "agent" shall include their respective heirs, executors and administrators and a "disinterested" person is one against whom the proceedings in question, or another proceeding on the same or similar grounds, are not then and have not been pending or threatened.

ARTICLE XIV

CONFLICTS OF INTEREST

Section 1. 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 Trustee's independent, unbiased judgment in the discharge of the Trustee's responsibilities to the College, or (b) such Trustee is aware that a member of his or her family, or any organization in which such Trustee or family member is an officer, director, employee, member, partner, Trustee or controlling stock-holder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board of Trustees any possible conflict of interest at the earliest practicable time. No Trustee shall participate in deliberations or vote on any matter under consideration at a Board of Trustees' 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 that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he or she has a conflict of interest in any matter shall request the Board of Trustees or appropriate Committee to determine whether a conflict of interest exists, and the Board of Trustees or Committee shall resolve the question by majority vote. In the event a Trustee fails to bring to the Board's attention the existence of a possible conflict of interest involving that Trustee, the Board by majority vote shall resolve the question of whether a conflict exists.

ARTICLE XV

UNLAWFUL DISCRIMINATION PROHIBITED

Section 1. Trinity College shall administer its affairs in accordance with applicable law prohibiting discrimination.

ARTICLE XVI

RULES OF ORDER

Section 1. The rules contained in Robert's Rules of Order, Revised shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the College.

ARTICLE XVII

AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended, altered, or repealed in whole or in part at any meeting of the Board of Trustees by a vote of two-thirds of the members of the Board present at that meeting. Such amendment, alteration or repeal shall be proposed in writing at the previous meeting or by written notification to each Trustee at least fifteen (15) days prior to the meeting at which time such amendment, alteration or repeal shall be voted upon.

Section 2. From time to time, the Executive Committee shall have the responsibility to review these By-Laws and suggest any necessary changes.

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