



BYLAWS OF UNITY COLLEGE

ADOPTED BY THE BOARD OF TRUSTEES NOVEMBER 13, 1988

Amended by the Board of Trustees

<i>May 8, 1992</i>	<i>October 17, 2003</i>	<i>November 15, 2013</i>
<i>March 12, 1993</i>	<i>February 18, 2005</i>	<i>May 9, 2014</i>
<i>May 12, 1995</i>	<i>May 12, 2006</i>	<i>February 20, 2015</i>
<i>February 25, 1999</i>	<i>October 24, 2008</i>	<i>June 13, 2017</i>
<i>July 29, 1999</i>	<i>November 16, 2012</i>	
<i>October 18, 2002</i>	<i>May 17, 2013</i>	

ARTICLE 1 POWERS OF THE BOARD OF TRUSTEES

The board of trustees [board] shall have the power to manage the property and the business of the corporation [college] and shall have the power to carry out any other functions which are permitted by the articles of incorporation or these bylaws, except insofar as such powers may be limited by law. These powers shall include, but shall not be limited to, the following:

- 1.) Appoint, evaluate, and or remove the president; appoint, and or remove other officers of the college;
- 2.) Establish, review, modify and approve academic programs and other major programs and initiatives as recommended by the president of the college.
- 3.) In consultation with the president, determine the geographic location, and procedures for schools, programs, subsidiary entities, and joint ventures established as affiliated or wholly owned and operated entities.
- 4.) Approve degrees in courses and honorary degrees upon recommendation of the president of the college
- 5.) Establish and review the educational programs of the college;
- 6.) Establish annually the operating and capital budgets of the college, which shall be submitted to it upon recommendation of the financial affairs committee;
- 7.) Authorize, or delegate authorization through the budget, the expenditure of college funds and authorizing material expenditures not otherwise budgeted for;
- 8.) Authorize the sale and purchase of land or buildings;
- 9.) Institute and promote fund-raising efforts of the college;
- 10.) Authorize any changes in tuition and fees within the college as part of the budget;
- 11.) Authorize the incurring of debts by the college and the securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
- 12.) Establish, review, modify and approve all personnel policies as recommended by the president of the college; and
- 13.) Establish a gift acceptance policy and monitor to ensure compliance.

**ARTICLE II
MEMBERSHIP OF THE BOARD OF TRUSTEES**

- Section 1.** The board shall consist of neither fewer than eighteen [18], nor more than thirty [30] persons. Except as provided below, terms of appointment shall be for a period of four years.
- Section 2.** Members of the board, are initially elected by a majority of the trustees then in office at the annual meeting of the board. Terms commence on July 1 following the annual meeting and conclude on June 30 in the year of the term's expiration.
- Section 3.** Unless otherwise stated herein, trustees may serve for two four-year terms. If a trustee has served for two consecutive terms [including any partial term], that trustee shall not be eligible for reelection until one year has elapsed after the end of the trustee's second term. The board shall establish a schedule establishing a rotational scheme for existing members as of the date of approval of this section of the bylaws.
- Section 4.** Any member of the board 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 may be filled by the remaining trustees by election at any regular meeting of the board. A trustee elected pursuant to this section shall serve immediately upon election, although the trustee's four-year term does not commence until July 1 following election.
- Section 6.** Subject to the vote of a majority of the members of the governance committee, there shall be one Flagship faculty representative to the board and one Flagship student representative to the board. The faculty representative shall be selected and proposed to the governance committee by the Flagship faculty from Flagship faculty, other than adjunct and emeritus faculty, and the student representative shall be a full-time Flagship student selected and proposed to the governance committee by the Flagship student body. Each acceptable representative shall be approved by a majority vote of the governance committee. The term for the Flagship faculty representative shall be two years, commencing July 1 and ending on June 30 of the second year. The term for the Flagship student representative shall be one year, commencing July 1 and ending June 30 of the following year. Either of said representatives to the board may be removed by a majority vote of the trustees or a vote of a majority of the members of the governance committee. Neither of said representatives is entitled to vote on a matter before the board and neither of them may attend an executive session of the board.

**ARTICLE III
OFFICERS OF THE COLLEGE**

- Section 1.** The officers of the college shall be the chair and vice-chair of the board, the president, a secretary, and a treasurer. All of the officers shall be elected by the board. Unless a vacancy in an office occurs at another time, election of the vice-chair, secretary and treasurer shall take place at the annual meeting of the board. All officers except the president and the board chair shall serve for a period of one year beginning July 1 following their election and continuing through June 30 of the following year. The board chair is elected for a term of three years, and notwithstanding the provisions of Article II, Sections 3 and 4, may serve as a trustee for more than two consecutive four-year terms to the extent that his or her three-year term as board chair extends beyond what would otherwise be completion of his or her second consecutive four-year term. The board chair must be ratified annually by the Board. The president shall serve an indefinite term of office determined by the Trustees.
- Section 2.** The chair, vice-chair, treasurer, and secretary shall be members of the board. The president shall be an ex officio member of the board and shall have voting rights, except in cases of

conflict of interest, and shall be counted as a member of the board or as a member of any committee for quorum or other purposes.

Section 3. All officers of the college shall hold office at the pleasure of the board and shall be subject to removal as an officer by affirmative vote of a majority of the entire membership of the board, without prejudice to any contract rights such officers may have.

Section 4. A vacancy in any of the offices of the college set forth in Section 1 of this Article may be filled at any meeting of the board; and, a vacancy in any other office may be filled by the president of the college.

**ARTICLE IV
POWERS AND DUTIES OF THE CHAIR
AND VICE-CHAIR OF THE BOARD OF TRUSTEES**

The chair shall preside at all meetings of the board, shall have a right to vote on all motions, shall appoint to all committees the members who are not appointed by the board, and shall have such other powers and duties as the board from time to time may prescribe. The chair is responsible for upholding the bylaws. In the absence of the chair, the vice-chair shall perform the duties of the office of the chair.

**ARTICLE V
POWERS AND DUTIES OF THE PRESIDENT OF THE COLLEGE**

The president of the college shall be the chief executive officer and the chief educational officer of the college; and, the official advisor to, and executive agent of, the board and its executive committee. As the chief educational officer of the college the president has the authority, and is responsible, to oversee the quality and breadth of academic and supporting programs of the college. The president shall be responsible for the supervision, management, and governance of the college, and for interpreting and carrying out the policies of the board. The president shall exercise general supervision over all the affairs of the college, financial and otherwise, including its educational and non-educational professionals and staff. The president shall propose to the board policies, budgets, and programs, and bring such other matters to the attention of the trustees as are appropriate to keep the trustees fully informed to meet their policy-making responsibilities. The president is accountable only to the board. At the request of the board or on the initiative of the president, the president shall bring to the attention of the board new and progressive programs and education development opportunities that are consistent with these bylaws and the college's Articles of Incorporation. The president shall have power, on behalf of the board, to perform all acts and execute all documents to make effective the actions of the board or its executive committee. The president shall use independent judgment in the delegation of responsibility to other college officers and administrators. All issues, proposals, initiatives, inquiries and resolutions being proposed to the board by persons other than voting members of the board must be reviewed and approved by the president prior to being presented to the board unless dictated otherwise by statute or board policy. The president is an ex officio member of the board with voting rights except in cases of conflict of interest. The president shall report to the board all gifts to the college and shall report to the board for the board's approval or denial, all restricted gifts and donations having a value of one hundred thousand dollars [\$100,000] or more. Any vice-president shall be appointed by, and serve at the pleasure of the president. The president shall preside at all meetings of the faculties or shall designate a representative who shall preside at such meetings.

**ARTICLE VI
POWERS AND DUTIES OF THE SECRETARY**

The secretary 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, including, but not limited to, deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts, resolutions, certificates, minutes, and bylaws issued pursuant to the authority of the college. The secretary

shall give proper notice of all meetings of the board and shall keep a record of the appointment of all committees of the board and members of the administrative and teaching staff. The secretary shall keep, or cause to be kept, a record of the minutes of all meetings of the board and each of its committees. Any of the duties or powers of the secretary may be performed by an assistant secretary who shall be responsible to and report to the secretary.

ARTICLE VII POWERS AND DUTIES OF THE TREASURER

The treasurer shall be the chief financial officer of the college. The treasurer shall have the duty to cause to be kept full and accurate accounts of all financial matters, to comply with all laws and bylaws, and to obey all lawful orders of the board respecting funds, property, and the accounts of the college. The treasurer shall advise the board on all financial matters and shall advise the president and executive committee with respect to adherence to financial policies. The treasurer shall be responsible for the preparation of any corporate financial reports that may be required by departments of government. The treasurer shall, in the name of the college, give receipts for monies or property as required, deposit funds in accordance with resolution and direction of the board, and safeguard the money of the college. The treasurer shall pay out only money authorized by budget, regulation, or resolution of the board. The treasurer shall cooperate with any independent auditors or certified public accountants retained by the board for the purpose of conducting audits of the accounts of the college. The treasurer shall make reports at meetings of the board and the financial affairs committee with respect to the financial condition of the college at such time and in such form as the board or the committee may require. Any of the duties and powers of the treasurer may be performed by an assistant treasurer who shall be responsible to and report to the treasurer. The treasurer shall give a bond to the college faithfully to perform the duties of the office and to account for all monies and other matters and things which are under the control of the treasurer and which may come into the treasurer's hands and possession by virtue of said office in such amount as the financial affairs committee shall direct. Anyone having access to funds and accounts of the college shall similarly provide a bond. The college shall pay all costs and fees for required bonds.

ARTICLE VIII MEETINGS

- Section 1.** There shall be regular quarterly meetings of the board, which shall be held on such dates and at such places as may be designated by the board or by the chair. The annual meeting of the board shall be the second quarterly meeting each calendar year.
- Section 2.** Special meetings may be held at the call of the chair or at the request of the president. The chair shall call a special meeting forthwith at the request of not less than five board members who request such meeting and set forth to the chair the objectives of the meeting.
- Section 3.** Regular or special meetings of the board may be held "in-person" at a physical location or by telephone, video conference or electronic means, provided the notice of the meeting identifies the physical location or means of conduct of the meeting. At any meeting when all persons participating are not present in the same room, the secretary or a person appointed by the president or chair shall poll all video and telephone participants to determine and record those members of the board who are participating and their votes on each issue before the board; and, in the case of an electronic meeting the Secretary or such appointed person shall keep a record of all email and other electronic correspondence constituting the meeting so as to determine and record those members of the board who are participating and their votes on each issue before the board. Board members may not participate by email in an "in-person," telephonic, or video meeting without the affirmative vote of two thirds of board members participating in the meeting, excluding the board member[s] desiring to participate by email.

Section 4. Notice of all meetings of the board shall be sent by the secretary to each board member at least ten days before the date of the meeting. In case of special meetings, the notice shall state the purposes of the meeting, and no additional business shall be transacted at such meetings unless agreed to by a majority of the board. Other topics can be considered, but decisions must be ratified at a future board meeting.

Section 5. For purposes of Article VIII and all other Articles requiring “notice” such notice shall be in writing sent by regular mail, a delivery service such as Federal Express, or by an electronic means such as email, to the appropriate address of each board member maintained by the secretary. Whenever notice is required to be given under provisions of statutes, the articles of incorporation, or these bylaws a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time required shall be deemed equivalent to notice. Participation at any meeting by a board member, in person or by video, telephone, email or other electronic means shall be conclusively deemed a waiver of notice of that meeting.

ARTICLE IX ACTION WITHOUT FORMAL MEETING

Any action required or permitted to be taken at a regular or special meeting may be taken by the board or any committee of the board without notice and without a formal meeting provided, written ratification setting forth the action taken and signed by all members of the board or committee involved, must be filed with the minutes of the proceedings of the board or committee.

ARTICLE X COMMITTEES

Section 1. Standing and Ad Hoc Committees. There shall be those standing committees specified in this article. There may be such ad hoc committees as the board may from time to time establish. Ad hoc committees shall be established by a vote of the board.

Section 2. Committee Make-up. The committee chair and members of standing committees shall be appointed by the chair of the board, after consultation with the governance committee. The chair of the board and the president of the college shall be ex officio members of all standing and ad hoc 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 president may appoint a faculty and/or a student representative to any committee. The chair of each standing committee and a majority of its members shall be trustees. A majority of the members of the committee shall be necessary and sufficient to constitute a quorum and transact its business. The board shall charge each committee with the committee’s mission and purpose, and also maintain a concise statement of the committee’s composition, responsibilities, and procedures. The charge for an ad hoc committee will include a dissolution date or event.

Section 3. Committee Liaison. In addition to the authority of the board chair to appoint general members to all committees, the president may appoint members of the administrative staff to serve as liaison between the chair of any committee and the office of the president. Such liaison person shall assist the committee in its responsibilities.

Section 4. Subcommittees. Each standing committee may create one or more subcommittees. Each standing committee shall be responsible for its areas of responsibility and shall report to the board on a periodic basis or on a schedule requested by the board or the board chair.

Section 5. Executive Committee.

[a] The executive committee shall be composed of the chair and vice-chair of the board, the treasurer and the secretary of the college, the chairs of the other standing committees of

the board, and one at-large member of the board of trustees recommended by the chair of the board and confirmed by the board of trustees. The board chair shall serve as the chair of the executive committee. The president shall be an ex officio member of the executive committee.

- [b] Between meetings of the board, the executive committee shall have authority to act for the board; provided, however, only the board has the authority to award degrees, amend 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 reserved by the full board. Any action taken by the executive committee between board meetings must be reported to the board at its next meeting.
- [c] The executive committee shall meet regularly with the president of the college. Special meetings shall be called by the chair on the request of the president or at least three of the members of the executive committee. The executive committee shall meet at least quarterly, between regular meetings of the board.
- [d] A majority of the members of the executive committee shall constitute a quorum for the transaction of business.
- [e] The minutes of the meetings of the executive committee shall be distributed to the board at or before the next full meeting of the board.
- [f] The executive committee shall review the performance of the president and all elements of compensation and other financial benefits for the president, or charge a subcommittee to discharge same.

Section 6. Governance Committee.

The governance committee shall be composed of at least four trustees. It shall periodically review the governing documents of the college, including its Articles of Incorporation, Bylaws and written policies, and oversee and facilitate the practices and procedures of the board, including those relating to the identification, recruitment, orientation, education and evaluation of trustees, trustee roles and responsibilities, and other governance matters. At least two [2] weeks prior to each annual meeting of the board, the governance committee shall submit to the entire board nominations for the trustees and officers to be elected at the annual meeting.

Section 7. Strategy Committee.

- [a] The strategy committee shall be composed of at least five members.
- [b] The strategy committee shall oversee and facilitate strategic planning for Unity College, including making recommendations to the board of trustees regarding: [1] revisions to the Unity College strategic plan; [2] the process for and criteria by which new revenue streams will be reviewed for feasibility, and existing revenue streams will be assessed for success; [3] the establishment of Strategic Educational Business Units [“SEBUs”] [from existing or new revenue streams], and [4] the dissolution of strategic education business units.

Section 8. Finance Committee.

- [a] The finance committee shall be composed of the treasurer and at least three additional trustees. Additional members of the committee may be selected for their expertise from outside the membership of the board.
- [b] The finance committee shall oversee and facilitate the financial affairs of the college and shall be responsible for developing and monitoring long and short-range financial plans and goals. It shall review annual operating and capital budgets prepared and presented

under the direction of the president and make recommendations with respect thereto to the board of trustees. The finance committee shall monitor and review income and expenses, major financial transactions, conditions, and circumstances not provided for in the budget, and submit proposed variances with recommendations to the board of trustees or executive committee. It shall periodically appraise the financial controls and accounting systems of the college and recommend any changes deemed appropriate. It shall also recommend investment policies for the college, monitor the progress of college investments, and report annually to the board on the state of the college investments.

- [c] The finance committee may request any designated independent auditor, or any officer or employee of the college to appear before it to report on the financial condition of the college and answer any questions the committee might have.
- [d] The finance committee shall: annually recommend to the board the designation of an independent auditor; cause to be prepared and submitted to the board of trustees an audited statement of the financial condition of the college as of the close of the fiscal year just ended; oversee and facilitate proper external review of the college's audited financial statement; and, review annually the college's risk management policy and controls, to include monitoring of the college's internal control environment, and make recommendations to the board. The finance committee may assign execution of the annual audit to a subset or subcommittee of the committee. The board of trustees shall adopt and maintain at all times an audit policy.

ARTICLE XI THE ENTERPRISE

The Enterprise shall include the following SEBUs: Unity College or the "Flagship," the Distance Education College, and such other SEBUs as the Trustees may from time to time create, establish, or rearrange.

ARTICLE XII FACULTIES

Section 1. Faculties. The respective faculty of each SEBU shall consist of the president and the chief academic officer of the college, and members of the SEBU duly appointed to the appropriate academic rank for that unit and designated as faculty. In the Flagship, appropriate academic rank shall be members holding regular and temporary appointments as professor, associate professor assistant professor, instructor, those holding appointments at academic rank and those holding emeritus appointments at academic rank. In the Flagship, those faculty members holding emeritus appointments may participate in all aspects of the faculty work but will not be eligible to vote. In the Flagship, the adjunct faculty will be able to participate in the faculty work but will not be eligible to vote. In the Flagship, the adjunct faculty will be represented by one of its members, who shall have power to vote on faculty matters.

Section 2. Responsibilities of the Faculty. Subject to the direction and approval of the president and the board, each faculty shall be responsible for the implementation of the academic program of its SEBU.

Section 3. Meetings of the SEBU Faculty. The faculty of each SEBU may hold its own, and separate, scheduled meetings for the purpose of mutual consultation and for the transacting of such business as shall come to its attention for the purpose of implementing the SEBU academic program as approved by the president. The president, or the president's designated representative, shall preside at all meetings of a faculty. Special meetings of a faculty shall be called by the president. It shall be the duty of the president to call a meeting of a SEBU

faculty forthwith on the written request of five faculty members of that SEBU, setting forth the purposes of the meeting. In the absence of the president or the president is unable to call such a meeting, the meeting shall be presided by the chief academic officer or a designee of the president or the chief academic officer.

**ARTICLE XIII
INDEMNIFICATION**

The college shall indemnify any person who was or is a party or was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal, by reason of the fact that such person is or was a trustee or officer of the college, against all expenses [including reasonable attorney's fees], judgments, fines, assessments, and amounts paid in settlement, to the extent actually and reasonably incurred in connection with such action, suit or proceeding, or any appeal therein, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the college and with respect to any criminal action or proceeding had no reasonable cause to believe such conduct to be unlawful.

**ARTICLE XIV
CONFLICT OF INTEREST**

The board shall adopt and at all times maintain a conflict of interest policy.

**ARTICLE XV
DISCRIMINATION PROHIBITED**

The college is committed to maintaining a diverse community in an atmosphere of mutual respect and appreciation of differences.

The college does not discriminate in its educational and employment policies on the basis of race, color, creed, religion, national/ethnic origin, gender, sexual orientation, age, or with regard to the bases outlined in the Veteran Readjustment Act and the Americans with Disabilities Act or other protected classes as required by State or Federal Law.

**ARTICLE XVI
REVIEW AND AMENDMENT OF BYLAWS**

Section 1. These bylaws may be changed or amended at any meeting of the board by a two-thirds majority of the entire board, provided notice of the substance of the proposed amendment is provided to all trustees at least ten days before the meeting.

Section 2. Prior to each annual meeting of the board, the executive committee shall review these bylaws and suggest any necessary changes thereto.

**ARTICLE XVII
COLLEGE PHILANTHROPIC FOUNDATION RELATIONS**

The term of appointment for the representative to a Board of Directors of a philanthropic foundation shall be a trustee of the college or an individual appointed by the board.

**ARTICLE XVIII
PRECEDENCE OF BYLAWS**

Except as may be constrained by the Articles of Incorporation and statute, these bylaws shall govern, take precedence over, and inform all policies, documents, and relationships of and between the college [including its SEBUs and affiliated units] and its officers, faculties, staff and employees.