

THE BY-LAWS OF WESLEYAN UNIVERSITY

[As amended October 11, 1969; April 11, 1970; October 19, 1974; February 5, 1983; September 28, 1991; May 24, 1996; March 2, 2002; May 24, 2002; May 23, 2003; and May 26, 2006]

Chapter 1. Trustees

Sec. 1. Election

(1) There shall be thirty-three elected members of the Board of Trustees of whom the president of the University shall be one during his/her term in office. If not serving as an elected trustee, the chair of the board shall serve ex officio as a trustee (and, accordingly, the total number of trustees shall not exceed thirty-four), and in that capacity shall have full voting powers and shall be counted for purposes of a quorum.

(2) At each annual meeting of the board, the trustees shall elect, by a majority vote of the members of the board, successor trustees to those whose terms shall expire the following June 30 for terms of six years and until their respective successors are duly elected and take office.

(3) The alumni and members of the senior class, under rules established by the Alumni Council, shall elect annually three successor trustees to those previously elected by the alumni and members of the senior class whose terms shall expire the following June 30, for terms of three years and until their respective successors are duly elected and take office. At least one of such trustees shall be a member of a class of fifteen or fewer years past graduation at the time of the election and at least one of such trustees shall be a member of a class sixteen or more years past graduation at the time of election.

(4) In the event of any vacancy in the office of alumni-elected trustee, the alumni and members of the senior class shall elect a successor for the unexpired term. Trustees elected by the alumni and seniors, other than those elected to fill vacancies, shall not be eligible for reelection by the alumni.

(5) At each annual meeting of the board, the trustees may elect one or more trustees emeriti for those who have served as members of the board, and may designate terms as they see fit.

(6) Trustees emeriti may attend meetings of the board and its committees and may speak on any matter pertaining to the business of the board but shall not

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vote. An trustee emeritus may be appointed by the chair of the board to serve on any special committee.

(7) No officer or employee of the University, except the president or acting president, shall be eligible to serve as a trustee. Such officers of the University as the chair of the board may designate shall attend meetings of the board but shall not vote.

(8) The chair of the Alumni Association or his/her delegate may attend meetings of the board and its committees and may speak on any matter pertaining to the business of the board but shall not vote.

(9) In these by-laws, the term "trustee," except when modified by the term "emeritus" or "emeriti," means a member of the Board of Trustees.

Sec. 2. Powers and Duties

The powers and duties of the board shall be as set forth in the charter and shall include the following:

(1) The board shall ordain and enact by-laws, ordinances, and regulations.

(2) The board shall elect the president of the University.

(3) The board may remove from office any member of the faculty and any other officer or employee of the University, all in accordance with the provisions of these by-laws.

(4) In case of death, resignation, removal, extended absence, or inability to act of the president, the board may elect an acting president to hold office for such period of time as the board may direct.

(5) The board, directly or through its duly authorized committees or agents, shall determine the salaries of the president, members of the faculty, and of all other officers elected or appointed by the board; shall authorize and direct the allocation of all receipts of whatever nature and from whatever source; shall have power to determine and revise the courses of study after consultation with the faculty; shall direct and act in all other matters that relate to the proper government, discipline, and instruction of the students; shall manage all the affairs of the University, and execute all the powers and privileges conferred by the charter.

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Sec. 3. Meetings

(1) The annual meetings of the Board of Trustees shall be held in Middletown, Connecticut, at such time within ten days preceding the annual Commencement as may be determined by the chair of the board.

(2) Other meetings of the board may be called by the chair of the board, and shall be called by him/her whenever eleven members of the board shall present a written request stating the purpose of the proposed meeting.

(3) A notice of the meeting shall be sent by mail to each trustee and trustee emeritus at least five days before the date of each meeting of the board and shall state the time and place of said meeting. The notice of any meeting pursuant to the written request of eleven or more members of the board shall specify the object or objects for which the meeting is called, and the board shall be restricted at such meeting to the transaction of the business specified in the notice.

(4) A majority of the members of the board then in office shall constitute a quorum for the transaction of business at any meeting of the board, but a lesser number may adjourn from time to time until a quorum is obtained.

(5) Meetings of the board may be held telephonically to the full extent permitted under the Connecticut General Statutes.

Sec. 4. Rules and Order of Business

(1) The rules of parliamentary procedure, as generally understood, shall govern the board in all cases to which they are applicable, and in which they are not inconsistent with special rules and orders of the board.

(2) The order of business for the board's meetings may include reports from the president and other officers of the University and from committees of the board, the election or appointment of trustees, trustees emeriti, board officers, committee and subcommittee chairs and committee and subcommittee members, and other business within the power and duties of the board. A majority of the members of the board present at any meeting may determine the order of business at that meeting.

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Sec. 5. Policy Governing Potential Conflicts of Interest

- (1) The trustees of Wesleyan University assume that each and every trustee shall at all times act in a manner consistent with his/her responsibility for the well-being and reputation of the University, and will exercise particular care to avoid conflicts between his/her interests and those of the University.
- (2) Whenever a trustee perceives a potential conflict of interest on any matter involving the University, he/she shall promptly disclose the potential conflict of interest to the rest of the Board of Trustees.
- (3) Any such trustee having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting, even where permitted by law.
- (4) The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- (5) Although the trustee shall not vote nor shall he/she use his/her personal influence on the matter, said trustee shall not be prevented from briefly stating his/her position on the matter, nor from answering pertinent questions of other trustees, since his/her knowledge may be of assistance to the other board members.

Chapter II. Officers

Sec. 1. Officers of the Board

- (1) Officers of the board shall consist of a chair, one or more vice chairs, and a board secretary, all of whom shall be elected from the trustees at an annual meeting and shall hold office for concurrent two-year terms commencing July 1 and until their successors have been elected and take office. The Board Governance Committee shall designate the order of seniority of the vice chairs if more than one vice chair is elected.

A trustee shall be eligible to be elected as chair of the board for a two-year term commencing July 1, and until his or her successor has been elected and takes office notwithstanding that such trustee's term as chair would extend beyond the expiration of such trustee's term as an elected trustee. Any such trustee so elected as chair shall be eligible to be elected as chair of the board for one or more additional consecutive two-year terms commencing July 1 and

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until his or her successor has been elected and takes office. In each such event, during any period in which such trustee is not also serving as an elected trustee, the chair of the board shall serve ex officio as a trustee, and in that capacity shall have full voting powers and shall be counted for purposes of a quorum.

(2) The treasurer of the University, by virtue of his/her office, shall serve as the treasurer of the board. The board may also authorize the appointment election of other officers of the board and define their powers and duties.

(3) The trustees may at any time fill any vacancy occurring in any such office for the unexpired term. If the chair of the board is absent from any meeting of the board, or is at any time unable to act, the senior vice chair present shall exercise in the place and stead of the chair all powers, duties, and privileges that under these by-laws vest in the office.

Sec. 2. Officers of the University

The president and other officers of the University shall hold office in accordance with the provisions of these by-laws and their duties shall be, in general, such as ordinarily pertain to their respective offices and as specifically designated by the board through these by-laws or otherwise.

Sec. 3. The President

(1) The board shall elect the president upon the affirmative vote of not less than two-thirds of the trustees then in office.

(2) The president shall be the chief executive officer of the University, and shall have such powers, authority, responsibilities, duties, and privileges as customarily appertain to this office and as are granted or assigned by these by-laws and by the board from time to time.

(3) The duties and authority of the president may be delegated in part by him/her to other officers of the University, but the president shall be responsible for all decisions related to or in furtherance of the responsibilities assigned to him/her.

Sec. 4. The Treasurer

(1) The board shall, upon recommendation of the president, appoint the treasurer of the University who shall hold and keep all funds belonging to the

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University and shall disburse the income from all sources as authorized by the board or by committees of the board empowered by the board to spend money.

(2) He/She or another recommended by the president shall have authority, with the approval of the appropriate committee of the board, and under the conditions prescribed by the board, to execute and deliver notarized certificates for investments, documents related to real estate transactions and other contracts including, without limitation, deeds, agreements of purchase and sale and leases, and to execute and deliver releases, satisfactions, and assignments of mortgages held by the University.

(3) He/She shall have authority to execute for the University instruments to effect the transfer of any securities from the University to the name of a nominee or purchaser as authorized by the Portfolio Subcommittee of the finance committee.

(4) Following review by the president and by the finance committee, he/she shall submit to the Board of Trustees at the annual meeting a budget containing detailed estimates of income and expenditures of the University for the next fiscal year beginning on July 1 next.

(5) He/She shall perform such additional duties as may be delegated to him/her.

Sec. 5: The Secretary

(1) The board shall, upon recommendation of the president, appoint the Secretary of the University.

(2) He/She or another recommended by the president shall have authority, with the approval of the appropriate committee of the board, and under the conditions prescribed by the board, to execute notarized certificates for investments, documents relating to real estate transactions and other contracts on behalf of the University.

(3) He/She shall perform such additional duties as may be delegated to him/her.

Sec. 6: Terms of Employment of Officers

The salaries and terms and conditions of employment of the president shall be set and reviewed from time to time on behalf of the board by the chair of the board in consultation with the chair of the Finance Committee and such other

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officers of the board as the chair shall determine. The chair of the board, the chair of the Finance Committee, and president shall set and review the salaries and terms and conditions of employment of all other officers of the University.

Sec. 7. Custodian of Securities

One or more trust companies or banks recommended by the Portfolio Subcommittee of the Finance Committee shall be appointed by the board as custodians and shall have custody of the securities and endowment cash of the University on such terms and conditions as shall from time to time be specified in writing by or on behalf of the board.

Sec. 8. Removal of Officers

(1) The board may remove from office any officer or employee of the University if, after due notice, investigation, and opportunity for a hearing, it shall appear that there is cause sufficient to justify such removal.

(2) The president may be removed by the concurring vote of not less than two-thirds of the trustees then in office, but no such action shall be taken unless notice thereof is set forth in the call of the meeting.

Chapter III. Board Committees

Sec. 1. Standing Committees

(1) The board shall establish the following standing committees:

Audit Committee
Board Governance Committee
Campus Affairs Committee
Finance Committee and Portfolio Subcommittee
University Relations Committee

and such other committees as the board may determine from time to time with such duties as the board may designate. None of said committees shall take any action except pursuant to power delegated to that committee by the board or by these by-laws.

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(2) Each standing committee other than the Audit Committee, the Board Governance Committee and the Portfolio Subcommittee shall normally consist of:

- (a) the chair of the applicable standing committee;
- (b) those trustees appointed by the chair of the board in consultation with the president and the chair of the applicable standing committee;
- (c) faculty members chosen by the faculty, and undergraduates chosen by the students, the total number of faculty and student representatives on all standing committees not to exceed six each, in accordance with procedures approved by the board; and
- (d) such other non-trustee members as may be appointed from time to time by the chair of the board in consultation with the president and the chair of the applicable standing committee. The Audit Committee shall consist of the chair of the Audit Committee, the chair of the Finance Committee and three additional trustee members appointed by the chair of the board in consultation with the president and the chair of the Audit Committee. The Board Governance Committee shall consist of the chair of such committee and four additional trustees elected at an annual meeting by the board for one-year terms commencing on July 1 and until their successors are elected. The Portfolio Subcommittee of the Finance Committee shall consist of the chair of the Portfolio Subcommittee and not less than two additional trustee members and such other non-trustee members as in each case shall be appointed by the chair of the board in consultation with the president and the chairs of the Finance Committee and the Portfolio Subcommittee. The Portfolio Subcommittee may, subject to board approval, designate one or more advisers to sit with the subcommittee but not vote.

(3) The chair of the board and the president, or their delegates, shall be ex officio members of all standing committees except the Board Governance Committee. In addition, each vice chair may be designated by the chair of the board as an ex officio member of one or more standing committees except the Board Governance Committee. Ex officio members shall not vote and shall not be counted in determining the presence of a quorum.

(4) At an annual meeting, the board shall elect a trustee to be chair of each standing committee for concurrent two-year terms commencing July 1 and until their successors have been elected and take office. The other members of

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each standing committee shall be appointed, elected or chosen annually as provided in clause (2) above and shall hold office for one-year terms commencing July 1 and until their successors are appointed or chosen. The members of each standing committee shall elect a trustee as vice chair of such committee and the trustee so designated shall act as chair in the absence of the designated chair.

(5) A majority of the trustees on any standing committee shall constitute the necessary quorum for the performance of committee business, except as otherwise provided in these by-laws.

(6) Every standing committee member shall be entitled to vote in committee except that only trustee members of the Campus Affairs Committee, a designee of the president and the vice chair of the Advisory Committee shall deliberate personnel issues. Only trustee members of the Campus Affairs Committee shall vote on such personnel issues.

(7) All members of standing committees shall be entitled to attend board meetings (other than executive sessions) and to speak on matters before the board.

Sec. 2. Special Committees

The chair of the board shall constitute such special committees as may be necessary from time to time to advance the work of the board. Faculty, students, alumni and others with special competence may serve on such committees and shall be entitled to attend relevant board meetings (other than executive sessions) and to speak on related matters before the board.

Sec. 3. Campus Affairs Committee

(1) The Campus Affairs Committee shall have responsibility for the board's activities relating to the educational program of the University, including but not limited to matters relating to the faculty and curriculum, and for student affairs, including but not limited to matters relating to admissions and residential life.

(2) (a) Every appointment to the faculty not conferring tenure, and every promotion of a member of the faculty not newly conferring tenure, shall be made by the president or his/her designee and shall be reported to the Campus Affairs Committee at its next meeting and subsequently to the board at its next meeting.

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(b) Every appointment to the faculty conferring tenure, and every promotion of a member of the faculty newly conferring tenure, shall be submitted by the president or his/her designee to the Campus Affairs Committee and shall thereafter be submitted, with the report of the Campus Affairs Committee thereon, to the board for its approval.

(c) The concurrence of the Academic Council shall not be required for any such appointment or promotion, but when reporting or submitting each such appointment or promotion to the Campus Affairs Committee, the president or his/her designee shall at the same time submit to the Campus Affairs Committee the report of the Academic Council thereon, if any.

(3) The Campus Affairs Committee shall meet with and receive periodic reports from the president or his/her designee and, as it deems useful, also from academic departments and faculty groups concerning the current educational program and plans for the future, as well as from the office of the dean of the college and the dean of admission and financial aid.

Sec. 4. Finance Committee

(1) The Finance Committee shall be responsible for the board's activities relating to the University's capital and operating budgets and the establishment and monitoring of a long-range financial plan for the University.

(2) The Finance Committee shall receive from the treasurer each calendar year an integrated a proposed budget setting forth the estimated income and expenditures for all of the University's operations, including capital projects, for the fiscal year commencing July 1 of that year. Such proposed budget shall be submitted to the Finance Committee and the trustees not less than five business days prior to the annual meeting. After review by the Finance Committee, the treasurer shall submit a final proposed budget to the board at the annual meeting.

(3) The Finance Committee shall be responsible for the board's activities relating to the planning, erection, maintenance, alternations, and demolition of all facilities, including buildings and physical property owned or controlled by the University and for the approval of real estate purchases and sales.

(4) (a) The Finance Committee shall be responsible for the investment policies of the University and, through the agency of its Portfolio Subcommittee, for the management of the University's portfolios.

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(b) The Portfolio Subcommittee, subject to policies recommended by the Finance Committee and established by the board, shall have responsibility for the management of the University's portfolios.

(c) For the purpose of such management, the subcommittee shall have full and complete authority, either directly or through its authorized agents, to purchase and take and to transfer and sell for the account of the University, every kind of property, real, personal, or mixed, and to execute or cause to be executed such instruments or conveyances as the subcommittee may deem necessary or appropriate in carrying out these functions.

(d) Instruction from the chair of the Portfolio Subcommittee, or, in his/her absence, the chair of the board, or, in their absence, any two trustee members of the Finance Committee, shall be sufficient authorization in respect to the execution of any purchases, sales, or transfer of securities of the University.

Sec. 5. Board Governance Committee

(1) The Board Governance Committee shall be responsible for matters relating to the internal functioning of the board and board membership which matters shall include: board governance; proposal of slates of board officers and chairs, members of the Board Governance Committee, trustees and emeriti trustees for board action; and development and implementation of programs to develop candidates for the positions of trustee, board officer and committee chair and to maintain and improve the quality of performance of the individual trustees and the entire board.

(2) (a) The Board Governance Committee shall present to the board for board action (i) at each annual meeting, a slate of trustees, trustees emeriti and members of the Board Governance Committee and (ii) at alternate annual meetings, a slate of board officers and chairs of standing committees. A trustee in the last year of his/her elected term shall not be eligible for election to the Board Governance Committee.

(b) In the event of a vacancy in the chairship of any standing committee, the Board Governance Committee shall present nominations to the board to fill such vacancy for the unexpired term of such chairship. In the event of a vacancy in the Board of Trustees, the committee may present nominations to the board to fill the unexpired term.

(c) The committee shall solicit proposals from the trustees for its nominations and shall consult with the chair of the board and the president in considering

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its nominations. In the case of nominations for the chairs of standing committees, the chair of the board (or, if the then holder of the office of chair of the board is not the nominee for such office at the annual meeting at which such chairs are to be elected, the person who is such nominee) shall propose, after consultation with the president, a slate of such chairs to the Board Governance Committee for its approval and presentation to the board.

Sec. 6. University Relations Committee

(1) The University Relations Committee shall have responsibility for the board's activities relating to the University's relationship and communications with its off-campus constituencies and publics, including but not limited to the board's activities relating to the University's relations with its alumni and parents of current students and alumni. The University Relations Committee also shall have responsibility for the board's activities relating to the University's development efforts including but not limited to matters relating to the University's annual and special fundraising efforts, including the Wesleyan Annual Fund, capital campaigns, major gifts and planned giving, and corporate and foundation relations.

(2) From time to time, the University Relations Committee may meet without its faculty and student representatives as and when it considers advisable.

(3) The University Relations Committee shall meet with and receive periodic reports from the president or his/her designee.

Sec. 7. Audit Committee

(1) The Audit Committee shall be responsible for oversight of the University's internal control and auditing functions, and for advising the board on the adequacy and effectiveness of the University's accounting procedures, systems and controls.

(2) The Audit Committee shall meet no less than once per year.

(3) The Audit Committee shall be responsible for reviewing the audited annual financial statements of the University, any management letters prepared by the independent auditors and the audit hours and fees. The Audit Committee shall meet with the University's independent auditors no less than once per year to discuss such financial statements and management letters.

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(4) The Audit Committee shall evaluate the independent auditors of the University and, where appropriate, recommend the replacement of such auditors. The Audit Committee shall ensure that the independent auditors provide it with periodic written reports regarding the independence of such auditors. The Audit Committee is responsible for reviewing with the independent auditor any disclosed information that may impact the objectivity and independence of such auditors, and for recommending that the board take appropriate action in response to the auditors' report to satisfy itself of the auditors' independence.

Chapter IV. The Faculty

Sec. 1.

The faculty shall consist of the professors, associate professors, assistant professors, lecturers, instructors, and the president of the University, together with such others as may be constituted members thereof by vote of the board.

Sec. 2.

The president, full professors, associate professors with tenure, three untenured faculty members elected by the faculty, and such other members of the faculty and officers of the University as may be elected thereto by vote of the board shall constitute the Academic Council.

Sec. 3.

The faculty, with the concurrence of the president, shall have power to determine, subject to approval of the board, the courses of study; the arrangements of the recitations, lectures, and other exercises; the times and modes of examination; and the general method of instruction.

Sec. 4.

No member of the faculty may be removed from office unless after due notice, investigation, and opportunity for a hearing it shall appear that there is cause sufficient to justify such removal. Any such removal shall require the concurring vote of not less than two-thirds of the trustees then in office, but no such action shall be taken unless notice thereof is set forth in the call of the meeting.

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Chapter V. Degrees

Sec. 1.

The president shall have power to confer degrees in course or award diplomas or certificates to such persons as shall be recommended by the faculty and approved by the board on the recommendation of the Campus Affairs Committee.

Sec. 2.

The degree of bachelor of arts may be conferred on students recommended by the faculty as having completed the quota of studies required for the degree, and as having complied with all other prescribed conditions, in accordance with such regulations as may, from time to time, be adopted by the faculty with the approval of the board on the recommendation of the Campus Affairs Committee.

Sec. 3.

A post-baccalaureate degree may be conferred on any student recommended by the faculty as having completed courses of study prescribed for that degree, and as having complied with all other prescribed conditions, in accordance with such regulations as may, from time to time, be adopted by the faculty with the approval of the board on the recommendation of the Campus Affairs Committee.

Sec. 4.

The president shall have the power to confer honorary degrees on such persons as shall be approved by the board on the recommendation of the Campus Affairs Committee.

Chapter VI. Indemnification

The University shall indemnify to the full extent authorized or permitted by the Connecticut Revised Nonstock Corporation Act any person who is or was a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the University), by reason of the fact that he or she is or was a representative of the University or is or was serving at the request of the University as a representative of another

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corporation, partnership, joint venture, trust or other enterprise, provided that such person acted in good faith. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested trustees or otherwise.

Chapter VII. Amendment of the By-Laws

These by-laws may be amended at any meeting by the affirmative vote of not less than two-thirds of the trustees then in office, provided notice of such proposed amendment giving the language of the by-laws as it will be amended, shall have been given to each trustee at least ten days before action is taken.

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