

## **THE CHARTER OF WESLEYAN UNIVERSITY**

[In the form as revised and amended up to and including 2003]

The original charter of Wesleyan University was passed in May, 1831, by the General Assembly of Connecticut (private Laws of Connecticut, Vol. I, p. 470). The name in the charter of 1831 was "The Wesleyan University" and the incorporators were Laban Clark, Thomas Burch, Heman Bangs, Isaac Kellogg, Aaron Sanford, Jr., James L. Phelps, John L. Smith, Willbur Fisk, Joseph A. Merrill, Abel Bliss, Abraham Avery, John W. Hardy, Isaiah Fisk, William R. Shafter, George W. Stanley, Elijah Hubbard, Henry L. DeKoven, Jonathan Barnes, W. L. Storrs, Samuel D. Hubbard, and Isaac Webb. The charter was first amended in 1870, Special Laws of Connecticut Vol. VI, p. 795 (when the corporate name was changed to "Wesleyan University"); and later in 1878, Special Laws of Connecticut, Vol. VIII, p. 140; and in 1879, Special Laws of Connecticut, Vol. VIII, p. 227; and in 1893, Special Laws of Connecticut, Vol. XI, p. 593; and in 1905, Special Laws of Connecticut, Vol. XIV, p. 868.

The charter was revised and amended in its entirety in 1907, Special Laws of Connecticut, Vol. XV, p. 292, and has been amended nine times since 1907, namely in 1923, Special Laws of Connecticut, Vol. XIX, p. 332; in 1927, Special Laws of Connecticut, Vol. XX, p. 9; in 1931, Special Acts, 1931, Special Act 310, p. 1013; in 1937, Special Acts, 1937, Special Act 223, p. 676; in 1943, Special Act 52, p. 37; and in 1959, Special Acts, 1959, Special Act 202, p. 190; in 1969, by action of the Board of Trustees, October 11, 1969; in January 1976, by action of the Board of Trustees on January 25, 1975; and in September 1991, by action of the Board of Trustees on September 28, 1991; and in May 2002, by action of the Board of Trustees on May 24, 2002, and in May 2003, by action of the Board of Trustees on May 23, 2003.

The 1907 charter as thus amended, up to and including the amendments of 1991, follows:

**CHARTER OF 1907**  
**Special Laws of Connecticut, Vol. XV, p. 292**  
**AN ACT REVISING AND AMENDING THE CHARTER OF**  
**WESLEYAN UNIVERSITY**

(Revised to include all subsequent amendments.)

**Section 1.** The corporation heretofore constituted and organized as The Wesleyan University, and located in Middletown, shall be and remain a body corporate and politic to be known as Wesleyan University, with all the powers,

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rights, and privileges conferred upon The Wesleyan University by an act passed by the general assembly, May, 1831, and by all subsequent amendatory acts and resolutions; and all property of every name and kind whatsoever now held and possessed by or accruing to said corporation is hereby continued and confirmed in and to the corporation hereby constituted, to be held by it for the purposes set forth in the gift thereof, if any, and for the further uses and purposes hereinafter set forth.

**Section 2.** Said corporation shall consist of the Board of Trustees of Wesleyan University now in office and their successors. It shall be constituted for the sole and exclusive purpose of establishing, maintaining, and conducting a university or collegiate institution in the city of Middletown, of as high an order and having as many departments as the said corporation shall deem fit and proper; and in its corporate name and capacity it shall be capable in law to purchase, have, hold, receive, and enjoy, free from taxation except as provided in section 2317 of the general statutes, estate, real, personal, and mixed, of every kind and nature whatsoever, to such an amount as may be necessary for the purposes of said corporation, and the same to sell, grant, convey, alien, demise, manage, and dispose of at pleasure; to sue and be sued, plead and be impleaded, defend and be defended in any and all courts; to make, have, and use a common seal, and the same to alter, break, and renew at pleasure; to elect the president, faculty, and other instructors of the said university or collegiate institution; to ordain, establish, and execute such by-laws, ordinances, rules, and regulations as may be considered necessary, expedient, or convenient for the wise ordering and conducting of the affairs and government of said corporation, and for the proper regulation, government, discipline, and instruction of the students connected with said institution, not contrary to the laws of the United States or of this state; and generally to do and execute all and singular the acts, matters, and things, and to transact all business which to it shall appertain tending to promote the usefulness and prosperity of said institution and in the exercise of the powers herein conferred, subject to the limitations and conditions hereinafter set forth; provided, that no denominational test shall be imposed in the choice of trustees, officers, or teachers, or in the admission of students. Said corporation may, either in its corporate capacity or by one or more of its trustees, act as administrator or executor of any estate in which it may be interested as legatee, beneficiary, or creditor.

**Section 3.** (a) The number of elected trustees shall be fixed from time to time by the Board of Trustees at any annual meeting, but shall not exceed thirty-three, of whom the president of the university shall be one during his/her term in office, and a majority shall be alumni of the university. Trustees shall be

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elected by the Board of Trustees, provided, however, that the alumni and members of the senior class of the university shall have the right to elect such number of trustees as the board shall prescribe not exceeding, however, nine trustees. 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. (b) Trustees and their successors shall be elected for such terms and in such classes as shall be prescribed by the Board of Trustees. All elections of trustees shall be by ballot of the electors. Trustees elected by the Board of Trustees shall be elected by a vote of a majority of the members thereof and, except to fill vacancies, at the annual meeting of the board or an adjournment thereof. Trustees elected by the alumni and members of the senior class shall be elected in such manner as the board shall prescribe. (c) The Board of Trustees may fix a retirement age for trustees, after the attainment of which the term of office of any such trustee shall end at such time as provided by the by-laws. (d) Any vacancy in the office of any elective trustee shall be filled for the unexpired portion of the term by the Board of Trustees or in such manner as the board shall prescribe. (e) Trustees elected by the alumni and members of the senior class, other than any elected to fill vacancies, shall not be eligible for re-election by the alumni and seniors; but all trustees shall be eligible for election and reelection by the board, subject, however, to any retirement age then in effect. (f) Trustees emeriti may be elected by the Board of Trustees in accordance with such provisions as may be prescribed in the by-laws. (g) If any elected trustee shall absent himself/herself from two successive meetings of said board without rendering an excuse satisfactory to it, said board may declare the office of such absent trustee to be vacant and may elect or cause to be elected a new trustee to fill such vacancy. (h) The annual meeting of the Board of Trustees shall be held in Middletown, Connecticut, at such time within ten days immediately preceding the annual Commencement, on such date as may be fixed pursuant to the by-laws commencement as may be determined by the chair of the board. Other meetings, and any adjourned annual meeting, may be held in such other location as may be determined by the chair of the board, and all proceedings shall be as valid as though such meetings were held in Middletown. Notice of the time and place of all meetings shall be mailed to each trustee at least five days before the day of such meeting. At all meetings of the board a majority of the trustees then in office shall constitute a quorum for the transaction of business and at said meetings the concurring vote of at least a majority of the trustees then in office shall be necessary for the transaction of business, except that the concurring vote of at least two-thirds of said trustees then in office shall be requisite for the disposal of real estate and the election of the president of the University. The Board of Trustees, by a two-thirds vote of the entire

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board, shall have power to remove any of its members who may be deemed to be incompetent, unfaithful or immoral, or otherwise unfit, due notice having been given to such member and also to each member of the Board of Trustees of such proposed action.

**Section 4.** (a) There shall be a finance committee and such other committees as the Board of Trustees may appoint which committees shall consist of such trustees and may include such trustees emeriti and other persons, for such terms of office and with such powers and duties as the board may determine.

(b) The treasurer of the corporation shall, under the direction of the finance committee, submit to the Board of Trustees, at least one month before each annual meeting, a budget containing detailed estimates for salaries, income and expenditures of the University for the ensuing year. Such budget shall be acted upon by the board at the annual meeting. The board may decrease the budget but shall not, without the consent of the finance committee, increase the amount of the budget or change any allocation within the budget.

**Section 5.** The president, for the time being, of said University shall have power to confer degrees in course and honorary, and grant diplomas, in such form and to such persons as may be approved by the Board of Trustees, under such conditions as may be fixed by the by-laws, which diplomas shall entitle the possessors thereof, respectively, to all the immunities and privileges which, either by statute or usage, are allowed to possessors of similar diplomas from any other university, college, or seminary of learning.

**Section 6.** Neither the permanent funds of said corporation, nor any donations to said corporation the income of which may be used for the current expenses of said University, shall be pledged, hypothecated, or in any other manner disposed of by the trustees for the purpose of paying the current expenses of said University or for borrowing money to pay the same.

**Section 7.** The institution itself and its officers, faculty, and students shall enjoy the same privileges and exemptions as have already been granted to the Yale College, its officers and students; provided, however, that the private property of the officers and faculty of the institution shall not be exempt from taxation.

**Section 8.** The personal liability of a trustee of the corporation to the corporation for monetary damages for breach of duty as a trustee of the corporation shall be limited to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act or any other applicable laws presently or hereafter in effect.

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Without limiting the effect of the preceding sentence, no trustee of the corporation shall be personally liable to the corporation for monetary damages for breach of duty as a trustee of the corporation in an amount greater than the compensation received by the trustee for serving the Corporation during the year of the violation if such breach did not (i) involve a knowing and culpable violation of law by the trustee; (ii) enable the trustee, or an associate, as defined in Section 3-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) show a lack of good faith and a conscious disregard for the duty of the trustee to the corporation under circumstances in which the trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation; or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation. No amendment to, or modification or repeal of, this Section 8 shall adversely affect any right or protection of a trustee of the corporation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Section 8 shall be construed to deny to the trustee of the corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

**Section 9.** This act is hereby declared to be a public act, and shall be construed liberally for every beneficial purpose hereby intended, and no omission to use any of the privileges hereby granted shall cause a forfeiture of the same, nor shall any gift grant, conveyance, or devise to or for the benefit of the corporation be defeated or prejudiced by any misnomer, misdescription, or informality whatever, provided the intention of the parties may be shown or ascertained beyond a reasonable doubt.

**Section 10.** This act shall take effect when it shall have been accepted by the Board of Trustees in legal meeting assembled, and a certificate of such acceptance shall have been filed with the Secretary of the State. It shall not by reason of such acceptance or for any other reason, be subject to repeal, alteration, or amendment without the consent of the corporation hereby constituted.

**Section 11.** All acts and parts of acts inconsistent herewith are hereby repealed.

**Section 12.** This act shall take effect from its passage. Approved, June 22, 1907.

Accepted by the Board of Trustees at their annual meeting held June 24, 1907.

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Certificate filed with the Secretary of the State, October 10, 1907.

Note: The five amendments of 1923, 1927, 1931, 1937 and 1943 were all accepted by the trustees at their annual meeting held May 29, 1943, and certificates of acceptance were filed with the Secretary of the State in June, 1943. The filing of certificates of acceptance for the 1923, 1927, 1931 and 1937 amendments was authorized by Special Acts, 1943, Special Acts 32, p. 22. The amendment of 1959 was accepted by the trustees at their annual meeting held on June 5, 1959 and the certificate of acceptance was filed with the Secretary of the State on June 15, 1959.

The amendment of 1969 was accepted by the trustees at their meeting held on October 11, 1969 and the certificate of acceptance was filed with the Secretary of the State on November 13, 1969.

The amendment of 1975 was accepted by the trustees at their meeting held on January 25, 1975 and the certificate of acceptance was filed with the Secretary of the State on March 21, 1975.

The amendment of 1991 was accepted by the trustees at their meeting held on September 28, 1991 and the certificate of acceptance was filed with the Secretary of the State on September 30, 1991.

The amendment of 2002 was accepted by the trustees at their meeting held on May 24, 2002 and the certificate of acceptance was filed with the Secretary of State on July 3, 2002.

The amendment of 2003 was accepted by the trustees at their meeting held on May 23, 2003 and the certificate of acceptance was filed with the Secretary of State on August 12, 2003.