



THE BY-LAWS OF WASHINGTON COLLEGE
CHESTERTOWN, MARYLAND

PREAMBLE

Pursuant to the power and authority granted by the General Assembly of Maryland in the Charter¹ of Washington College, the Visitors and Governors of Washington College hereby adopt, declare and publish the By-Laws of the Visitors and Governors of Washington College in Chestertown, Maryland this 19th day of April, 1986 (effective July 1, 1986).²

ARTICLE I

(Corporate Name, Seals and Purpose)

Section 1. (Name): The corporate name of the institution and of the Board of Visitors and Governors of Washington College in the State of Maryland shall be Washington College.

Section 2. (Seals): Washington College shall have one common and public seal and one privy seal as provided by Article IV of the Charter.

Section 3. (Purpose): Washington College shall be maintained for the instruction, improvement and education of youth and for the training of good, useful and accomplished men and women as provided by Article III of the Charter of Washington College as it may be enacted and amended by the General Assembly of Maryland.

ARTICLE II

(Authority, Powers and Membership of Board of Visitors and Governors)

Section I. (Authority): The Board of Visitors and Governors shall be responsible for the governance of Washington College and shall exercise its power and authority for that purpose in accordance with the Charter.

Section 2. (Membership): The governing Board of Washington College shall consist of not more than thirty-seven (37) Visitors and Governors, twelve (12) of whom shall be appointed by the Governor of the State of Maryland, twelve (12) of whom shall be elected by the Alumni of Washington College and twelve (12) of whom (or any lesser number) shall be elected by the Board of Visitors and Governors, and of these thirty-six (36), or any lesser number

¹ Originally enacted by Chapter 8 of the Acts of the April Session of 1782 subsequently amended by Chapter 121 of the Acts of 1922, Chapter 44 of the Acts of 1953, and Chapter 401 of the Acts of 1959; subsequently repealed and enacted by Chapter 594 of the Acts of 1986 Session of The General Assembly of Maryland. (Effective July 1, 1986)

² (With Amendments effective July 1, 1990; July 1, 1991; January 1, 1996; January 1, 1997; March 1, 1998; July 1, 2002; and January 1, 2009.)

[if the Board, in the exercise of its discretion, shall elect less than twelve (12)], or a quorum thereof, shall elect a President of Washington College who shall, by virtue of the office, be a member of the Visitors and Governors, all of whom shall be elected or appointed without regard to their places of residence and all of whom, except the President, shall serve without financial compensation.

Section 3. (Term of Office): The terms of office of the members of the Visitors and Governors shall be six (6) years. Not more than two (2) members shall be elected or re-elected by either the Alumni or by the Board of Visitors and Governors for full terms in any college year, nor shall more than two (2) members be appointed by the Governor for full terms in any college year.

Section 4. (Visitors Emeriti):

a. The Board of Visitors and Governors may in its discretion grant the title of Visitor Emeritus to any former member of the Board of Visitors and Governors. The honoree shall serve at the pleasure of the Board.

b. The title of Visitor Emeritus shall be granted only to a former member of the Board of Visitors and Governors who, while a member, rendered exemplary and extraordinary service to the Board and thus to Washington College above and beyond the call of duty, and whose continued affiliation as an emeritus member would will be beneficial to Washington College.

c. A nomination for Visitor Emeritus shall be made only by a current member of the Board at a regular meeting of the Board in Executive Session and shall be then referred to the Chair and members of the Trustees Committee for review, recommendation and report by the Committee to the Board in Executive Session based upon the criteria described in this section.

d. The affirmative vote of three-fourths (3/4) of the Board members present at the meeting of the Board in Executive Session at which the nomination is presented for a final vote is required for approval.

e. Visitors Emeriti shall be entitled to receive notice of meetings of the Board, and any other committees on which they may be asked to serve as consultants or advisors; to attend and participate in these meetings, and to receive copies of minutes, reports and other relevant material routinely delivered to members of the Board or of its committees on which they are asked to serve.

f. Since the authority and responsibility for the governance of Washington College is vested solely in those members of the Board of Visitors and Governors elected or appointed to the Board in accordance with its Charter, Visitors Emeriti shall not be entitled to vote at meetings of the Board or its committees.

Section 5. (Vacancies): Vacancies occurring on the Board by reason of death, resignation, removal, disqualification or expiration of the term of office of members shall be filled as provided by the Charter.

Section 6. (President Emeritus/Emerita)

a. The Board of Visitors and Governors may in its discretion grant the title President Emeritus/Emerita to a current or former President of Washington College to become effective following completion of the President's term of office. The President so honored shall serve at the pleasure of the Board.

b. The title of President Emeritus/Emerita shall be granted only to a President who while serving as President of Washington College rendered exemplary and extraordinary service to the Board and thus to Washington College above and beyond the call of duty.

c. The procedure to grant the title of President Emeritus/Emerita shall be as set forth above in Article II, Sections 4c and 4d.”

Section 7. (Society of Visitors and Governors)

a. The Society of Visitors and Governors is designed to recognize and celebrate the contributions of contemporary individuals who have continued the legacy of George Washington and the other founding members of the Board of Visitors and Governors of Washington College.

b. All past members of the Board of Visitors and Governors, who are not presently serving as Visitor Emeritus, shall be granted membership for life in the Society of Visitors and Governors of Washington College.

c. Members of the Society of Visitors and Governors shall receive periodic reports from the College and be invited to an annual social event with the then current members and Visitors Emeriti of the Board of Visitors and Governors of Washington College.

ARTICLE III
(Meetings of the Board)

Section 1. (Regular Meetings): The Board of Visitors and Governors shall meet at least four (4) times a year, in stated quarterly meetings, at least two (2) of which, including the last, shall be held at Washington College in Chestertown, Maryland, and the others at such times and places as the Board may authorize. The last quarterly meeting held prior to July 1 of each year shall be designated as the Annual Meeting.

Section 2. (Special Meetings): Special meetings of the Board may be held upon request of the Chair of the Board, the President of Washington College or any thirteen (13) members of the Board.

Section 3. (Notice): At least thirty (30) days prior notice of every regular meeting and seven (7) days prior notice of special meetings of the time, place and purpose of each meeting shall be provided to each member of the Board by the Secretary. At each meeting, the Secretary shall furnish to the presiding officer the agenda, but after the completion of the agenda any member may bring before the meeting such other business as may be proper for consideration and action by the Board, whether or not such business has been included in the notice of the meeting. The Board may invite members of the faculty, administration, student body, alumni or other persons to attend its meetings. The Board may meet in executive session during the course of any regular or special meeting.

Section 4. (Quorum): A quorum shall consist of not less than a majority of the current membership of the Board.

Section 5. (Actions by Unanimous Written Consent): Any action required or permitted at any meeting of the Board may be taken without a meeting, without prior notice and without a vote if all of the members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 6. (Conference Telephone): A member of the Board or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

ARTICLE IV
(Officers of the Board)

Section 1. (Titles): The officers of the Board shall be the Chair, the Vice-Chair, the Secretary (all of whom shall be members of the Board) and the Treasurer.

Section 2. (Election and Term of Officers): All officers shall be elected by the Board at the annual meeting of the Board to serve at the pleasure of the Board from July 1 next following their election. Officers elected to complete unexpired terms shall serve from the effective date of their election. Ordinarily officers shall serve for at least three consecutive years but not more than five years.

Section 3. (Assistants): The Board or Executive Committee may by resolution delegate any of the functions and duties of the Secretary and of the Treasurer to one or more Assistant Secretaries or to one or more Assistant Treasurers, respectively, none of whom needs to be a member of the Board.

Section 4. (Duties of the Chair):

- a. The Chair of the Board shall be elected annually upon nomination of the Trustees Committee.
- b. The Chair of the Board shall preside at all meetings of the Board and at all meetings of the Executive Committee and shall serve as an advisory member of all committees of the Board except as hereinafter provided.
- c. The Chair of the Board shall appoint all committees of the Board and the Chair and Vice-Chair of each committee except for student and faculty members as provided in Article V.
- d. The Chair shall serve as the spokesperson for the Board and shall decide all questions of order subject to the provisions of the Charter and By-Laws and of Robert's Rules of Order, subject to appeals to the Board.

Section 5. (Duties of the Vice-Chair):

- a. The Vice-Chair of the Board shall be elected annually upon nomination of the Trustees Committee.
- b. The Vice-Chair shall have all the powers and perform all the duties of the Chair during the absence or disability of the Chair.
- c. The Vice-Chair of the Board shall chair the subcommittee of the Executive Committee charged with presidential evaluation and recommendations regarding executive compensation.

Section 6. (Chair Pro-Tem): In the event of the absence or disability of both the Chair and the Vice-Chair the Board may select a Chair Pro-Tem who shall possess all the powers and perform all the duties of the Chair.

Section 7. (Duties of the Secretary):

- a. The Secretary of the Board shall be elected annually upon nomination of the Trustees Committee.
- b. The Secretary shall maintain in safety at the College a current and accurate copy of the Charter and the By-Laws and of the minutes of all meetings of the Board and of the Executive Committee and shall present for approval by the Board the minutes of each meeting.
- c. The Secretary shall keep all members of the Board fully informed of all pertinent matters affecting their responsibilities and shall give all notices required by the By-Laws.
- d. The Secretary shall have custody of the College seals and shall affix them, or a legal facsimile thereof to all documents of the College when authorized and directed by the Board or by the Executive Committee. The Seal, when affixed, shall be attested by the signature of the Secretary or an Assistant Secretary.

e. The College officer then serving as Chief of Staff to the President (or, in the absence or disability of that officer, a College administrative officer designated by the President) shall also serve as Assistant Secretary of Washington College, in addition to any other offices and titles, and in that capacity shall perform the administrative duties of the office of Secretary as set forth herein subject to the supervision of the Secretary who shall remain responsible to the Board, together with the Assistant Secretary for the satisfactory performance of them.

Section 8. (Duties of the Treasurer):

a. The Treasurer of the Board shall be elected annually upon nomination of the Trustees Committee.

b. The Treasurer of the Board shall serve *ex officio* as a member of the Financial Affairs Committee and the Investment Committee.

c. The Treasurer shall have the custody of the funds and securities of the College and such other documents or property as shall be entrusted to the care of the Treasurer by the Board or the Executive Committee. All funds and securities owned by the College shall be deposited by the Treasurer in depositories designated and authorized by the Board. Whenever requested to do so, the Treasurer shall submit to the Board or to any committee of the Board all evidences of property belonging to Washington College. In addition, the Treasurer shall present annually to the Board a full and complete report of all financial transactions of Washington College, certified by an independent auditor appointed by the Board. The Treasurer shall give bond for the protection of Washington College conditioned upon the faithful discharge of all fiscal duties of the Treasurer in such sum and with such surety as the Board shall approve. The Treasurer shall keep the President constantly informed of the financial condition of the College.

d. When authorized to do so by the Board or by the Executive Committee the Treasurer shall sign, either manually or by facsimile, all bonds, notes, mortgage or other evidences of indebtedness of Washington College. The Treasurer shall sign or counter-sign checks or other instruments for the payment of money when specifically authorized so to do by resolution of the Board or of the Executive Committee. The Treasurer shall perform such other duties as may be delegated by the Board or the Executive Committee.

e. The College officer then serving as Senior Vice President for Finance and Administration (or, in the absence or disability of that officer, a College administrative officer designated by the President) shall also serve as Assistant Treasurer of Washington College, in addition to any other offices and titles, and in that capacity shall perform the administrative duties of the office of Treasurer as set forth herein subject to the supervision of the Treasurer who shall remain responsible to the Board, together with the Assistant Treasurer for the satisfactory performance of them.

ARTICLE V
(Committees of the Board)

Section 1. (Standing Committees): There shall be the following Standing Committees of the Board:

- a. Executive Committee (Section 4)
- b. Academic Affairs Committee (Section 5)
- c. Admissions and Student Aid (Section 6)
- d. Advancement Committee (Section 7)
- e. Buildings and Grounds Committee (Section 8)
- f. Financial Affairs Committee (Section 9)
- g. Honors and Awards Committee (Section 10)
- h. Investment Committee (Section 11)
- i. Legal Affairs Committee (Section 12)
- j. Marketing Committee (Section 13)

- k. Student Affairs Committee (Section 14)
- l. Trustees Committee (Section 15)

Section 2. (Ad Hoc Committees): Ad Hoc Committees may be appointed from time to time for defined and specific purpose(s) but shall automatically terminate one year thereafter unless re-appointed or discharged previously. Prompt notice shall be given to all Board members of the creation of any Ad Hoc Committee, its purpose and membership.

Section 3. (Appointment):

a. Unless otherwise prescribed by the Charter or these By-Laws all committees, and the Chair and Vice-Chair thereof, shall be appointed or re-appointed by the Chair of the Board with notice thereof to all members of the Board not later than August 1 of each year, and shall be subject to approval by the Board at the next regular meeting.

b. Any additions and substitutions of members to the several committees shall be made by the Chair of the Board with notice thereof to all members of the Board subject to approval by the Board at the next regular or special meeting. In the event the current chair or vice-chair of a standing committee or the current chair of an ad hoc committee is unable to attend a meeting of that standing committee or ad hoc committee, or a meeting of the Board of Visitors and Governors or meeting of the Executive Committee, the Chair of the Board shall designate and appoint a member of that committee to serve in the place and stead of the current chair of that committee to serve at the pleasure of the Chair of the Board as "Acting Chair".

c. No member of the Board, other than its Chair and the President, shall be appointed to or serve on more than two (2) Standing Committees with the exception of membership on the Executive Committee and the Trustees Committee. The Chair of the Board and the President shall be appointed as advisory members of all standing committees unless otherwise provided herein.

d. No member of the Board shall serve consecutively for more than three (3) terms as the Chair or Vice-Chair of the same committee except as herein provided. The Chair of the Board of Visitors and Governors of Washington College, in consultation with the President and officers of the Board, has the right to extend the term of a Chair or Vice-Chair of a particular committee when it is determined to be in the best interest of the College to do so.

e. Committee meetings shall be scheduled by the Chair of the Committee with prior approval of a majority of its membership, or at the request of the Chair of the Board or the President following consultation with the Chair of the Committee.

Section 4. (The Executive Committee):

a. Purpose: The Executive Committee's central purpose is to strengthen the Board's performance by helping it function efficiently and effectively. Between meetings of the Board, the Committee shall possess and exercise all of the powers of the Board except as limited by the general corporation laws of the State of Maryland.

b. Membership: The Executive Committee shall consist of the Chair of the Board, Vice Chair of the Board, the President of the College, the Chair of all Standing Committees and not more than two (2) members at large.

c. Meetings: Prior notice of all meetings of the Executive Committee shall be given by appropriate means to all members. A quorum of the Executive Committee shall consist of no less than eight (8) of the designated members. Members of the Executive Committee may submit their vote by individual telephone conference only on matters that are deemed by the Chair of the Board to be appropriate for such voting.

d. Duties: The Executive Committee shall assist the President with nonessential business between regular board meetings and shall assist the Chair and the President with their joint responsibility to help the board function effectively and efficiently by suggesting board meeting agenda items.

The Officers of the Board, augmented by a fifth member of the Executive Committee to be appointed by the Chair, shall serve as a subcommittee of the Executive

Committee to undertake the annual assessment of the President's performance and to make a recommendation as to the President's compensation for the coming college year. The subcommittee shall develop for full Board approval a policy outlining the process for annual presidential assessment and determining presidential and other executive compensation.

In the event of death, disability or resignation of the President, the Executive Committee shall appoint an Acting President of Washington College with all the powers and duties incident to that office. The appointment by the Executive Committee is subject to review by the Board whose general power to elect or appoint the administrative officers of the College is not hereby abrogated but is specifically reserved.

Section 5. (The Academic Affairs Committee):

a. Purpose: The Academic Affairs Committee shall be responsible to the Board for all matters relating to faculty and to academic policies and programs of the College, including library affairs.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair, and, as a non-voting member, the Faculty Representative to the Board. The Provost and Dean of the College (who shall arrange for the recording and distribution of the minutes of its proceedings), the Director of Miller Library and the Chief Information Officer shall sit with the Committee, ex officio, as non-voting members.

c. Meetings: The Committee shall meet on campus not less than twice during each academic semester. The Committee shall meet periodically with the Faculty Curriculum Committee and other faculty groups as the Board committee deems appropriate. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties: In meeting its responsibilities the Committee shall consider recommendations submitted by the President on behalf of the Faculty relating to major changes in curricular policy and organization. It shall consider recommendations of the President relating to tenure, promotion, and dismissal for cause of full-time members of the faculty. In faculty personnel matters, the primary concern of the Committee shall be the care with which candidates for faculty positions are screened by the Faculty and Administration.

The Committee, in cooperation with the President and the Dean, shall provide a forum for the faculty and the Board on matters pertaining to academic policy and shall be concerned with faculty morale as well as relations between the faculty and the Board.

e. All recommendations of the Committee shall be referred to the Board for its action.

Section 6. (Admissions and Student Aid):

a. Purpose: The function of the Committee shall be to review from time to time major policy recommendations brought forward by the Administration in the area of admissions, and financial aid.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair, and, as a non-voting member, the faculty chair of the Admissions and Financial Aid Committee. The Vice President for Admissions (who shall arrange for the recording and distribution of the minutes of the proceedings) and the Director of Student Financial Aid shall sit with the Committee ex officio.

c. Meetings: The Committee shall meet on campus not less than twice during each academic semester. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties: It shall be the Committee's purpose to improve and maintain communication and to improve understanding of admissions and student aid matters among members of the Board, faculty, students, and alumni.

Section 7. (The Advancement Committee):

a. Purpose: The Advancement Committee shall model and encourage Visitors and Governors' philanthropic support of the College's mission and goals. Members shall promote and encourage unrestricted annual giving, outright and deferred major gifts, and corporate and foundation grants in support of College priorities.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair, and as non-voting members the Chair of the Washington College Alumni Board and one (1) member of the Faculty to be elected by the Faculty. The Vice President for College Advancement (who shall arrange for the recording and distribution of the minutes of its proceedings), Vice President for College Relations and Marketing, the Associate Vice President for Leadership Gifts, Associate Vice President for Development, and Assistant Vice President for Alumni Relations shall sit with the Committee, ex officio, as non-voting members.

c. Meetings: The Committee shall meet on campus not less than twice during each academic semester. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties:

(i.) The Committee shall review policies and plans to obtain gifts in support of the College's mission, focusing on: The Washington Fund (annual giving) solicitation strategies; initiatives to raise major gifts for endowment, facilities, and programs; and comprehensive and special-purpose campaigns.

(ii.) The Committee shall review and provide guidance to staff and the Board of Visitors and Governors on strategies to inform, inspire, and engage alumni through strategic communications, events, continuing education, volunteer service, and philanthropy in support of the College's mission and goals.

(iii.) The Committee shall work with the staff to develop long-term relationships with Board members, alumni, parents, friends, and other College constituents in order to secure philanthropic support of the College's mission and goals.

Section 8. (The Buildings and Grounds Committee):

a. Purpose: The Buildings and Grounds Committee shall study the need for capital improvement, expansion, addition, demolition and maintenance; assess the current condition of the facilities; and make recommendations to the full Board.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair, and as non-voting members; one (1) member of the Faculty to be elected by the Faculty and one (1) student member (the Secretary of Student Services and Campus Properties of the Student Government Association). The Senior Vice President for Finance and Administration (who shall arrange for the recording and distribution of the minutes of its proceedings), the Director of Physical Plant, and Project Manager for Construction shall sit with the Committee, ex officio, as non-voting members.

c. Meetings: The Committee shall meet on campus not less than twice during each academic semester. It shall make an inspection of the College real property in Chestertown at least annually, and elsewhere as needed. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties:

(i.) The Committee shall submit a written report at the first meeting of the Board, and thereafter as necessary, concerning the conclusions and recommendations emanating from the annual inspection.

(ii.) The Committee shall be responsible for reviewing bids and contracts for the design and construction of facilities and for the continuing evaluation of their performance. It shall develop and recommend to the Board the procedures and guidelines for this purpose.

(iii.) The Chair of the Buildings and Grounds Committee shall annually appoint a Real Estate Subcommittee. The Subcommittee shall recommend to the full Board a real

estate acquisition strategy, evaluate opportunities for real estate acquisition as they develop, and make formal recommendations to the full Board for approval (or to the Executive Committee in the event of exigent circumstances).

(iv.) The Committee shall maintain a liaison with the Student Affairs Committee in areas of mutual concern.

Section 9. (The Financial Affairs Committee):

a. Purpose: The Financial Affairs Committee shall be responsible to the Board for all policy matters relating to the finances of the College, including but not limited to budget formulation, budget execution, audit, debt, and insurance. The Committee shall require the disclosure of all relevant information from the administration and shall have the authority to meet with appropriate College officials in the performance of its work.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair. The Senior Vice President for Finance and Administration (who shall arrange for the recording and distribution of the minutes of its proceedings), Controller, and Budget Director shall sit with the Committee, ex officio, as non-voting members.

c. Meetings: The Committee shall meet on campus not less than twice during each academic semester. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties:

(i). Audit: The Chair of the Financial Affairs Committee shall annually appoint an Audit Subcommittee. This Subcommittee shall receive, review, and report on the annual audit of the College and report to the full committee and the Board. This Subcommittee shall have the authority to discuss with the College auditors any financial matters relating to prior fiscal years or matters contained in the budget.

(ii.) Budget Formulation: The Financial Affairs Committee shall review the proposed budget of income and expenses as submitted by the administration and shall present a budget with its recommendations to the Board at the annual meeting.

(iii). Budget Oversight: The Chair of the Financial Affairs Committee may annually appoint a subcommittee to serve as the Budget Oversight Committee. This subcommittee shall meet on a regular basis with members of the administration to review the performance of the annual budget. The Subcommittee may include members who are not members of the Financial Affairs Committee.

(iv). Debt: The Committee shall make recommendations to the Board with respect to proposals by the administration to incur any indebtedness represented by notes, bonds, or other written evidence but the authority to contract for such debt is specifically reserved to the Board.

(v). Expenditures: The Financial Affairs Committee shall review all requests by other committees of the Board which would involve expenditures not included in the budget and shall report its recommendations to the Board at its next regular meeting.

(vi). The Committee shall periodically review the personnel, insurance, and risk management programs of the College.

Section 10. (The Honors and Awards Committee):

a. Purpose: The Honors and Awards Committee is responsible for reviewing and considering the qualifications of persons nominated to receive: (1) an Honorary Degree or (2) an Award for Excellence or (3) recognition as a Senior Fellow of Washington College, as provided in Appendix B of these By-Laws.

b. Membership: The Honors and Awards Committee shall include as voting members the President of the College who serves as Chair of the Committee, five (5) additional members of the Board including two who are alumni, and five (5) members of the faculty elected by the faculty, together with three (3) non-voting members of the student body designated by the Student Government Association.

c. Meetings: The Committee may meet in executive session during the course of any regular or special meeting.

d. Awards: To qualify as a recipient for any one of the honors and awards designated above the nominee must receive the affirmative vote of two-thirds (2/3) of the Board members present at the Board meeting at which the award is proposed for a final vote. The Board recognizes the wisdom of restricting, except under unusual circumstances, the number of honors and awards granted in any one college year, preferably to six or less Honorary Degrees, one Award for Excellence and one Fellowship.

e. Presentation: To receive the honor or award approved by the Board the nominee must attend an appropriate ceremony at Washington College or, in unusual circumstances, at a location approved by the Board.

f. Extraordinary Circumstances: In the event a speaker for Commencement or Convocation(s) previously nominated by the Committee and approved by the Board to receive an Honorary Degree is unable to attend the event due to extraordinary circumstances, regular procedures for nomination and approval of the recipient of the Honorary Degree may be suspended. In such circumstances the Chair may propose another speaker and nominee and obtain approval of a majority of the members of the Executive Committee of the Board by a telephone poll completed prior to the occasion.

Section 11. (The Investment Committee):

a. Purpose: The Investment Committee shall be responsible to the Board for all matters relating to the investments of the College. The Committee shall require the disclosure of all relevant information from the administration and shall have the authority to meet with appropriate College officials in the performance of its work.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board (including the Chair of the Financial Affairs Committee), one of whom shall be the Committee Chair; and, as non-voting members, such other individuals as the Committee deems appropriate. The Senior Vice President for Finance and Administration (who shall arrange for the recording and distribution of the minutes of its proceedings) and the Endowment Analyst shall sit with the Committee, ex officio, as non-voting members.

c. Meetings: The Committee shall meet as needed, including telephonically, but not less than twice on campus during each academic semester. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties:

(i.) Policy: The Committee shall determine policy, objectives, and guidelines for the investment of College endowment and trust funds and recommend same to the Board for approval.

(ii.) Oversight: The Committee shall select and appoint outside investment counsel and investment managers and monitor the ongoing performance of each.

(iii.) Implementation: The Senior Vice President for Finance and Administration and his or her designee(s) are charged with implementing and administering all policies and decisions under direction by the Committee.

(iv.) Reporting: On a quarterly basis, the Committee shall report to the Board on the performance of the endowment.

Section 12. (The Legal Affairs Committee):

a. Purpose: The Legal Affairs Committee shall review all laws relating to the operation of Washington College and the policies established by the Board upon the request of the Chair or the President and shall report its findings and recommendations to the Chair and the President.

b. Membership: Only those members of the Board who are currently admitted to the practice of law in appropriate state and federal courts shall be eligible to serve as active or advisory members of this committee.

c. Meetings: The Committee shall meet as needed. The Chief of Staff shall sit with the Committee ex officio, as a non-voting member.

d. Duties: At least annually, the Committee shall meet with the College's Legal Counsel.

Section 13. (The Marketing Committee):

a. Purpose: The Marketing Committee shall be responsible to the Board for policy matters relating to the advancement of the College's strategic goals through the application of effective marketing.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair or Co-Chair, and as non-voting members: one (1) member of the Faculty appointed by the President; the Vice President of College Relations and Marketing (who shall arrange for the recording and distribution of the minutes of its proceedings); as well as the Provost and Dean; the Vice President for Advancement; the Vice President for Admissions; and other members of the Senior Administration when appropriate.

c. Meetings: The Committee shall meet not less than twice during each academic semester.

d. Duties: The Committee shall present a written report with its recommendations to the Board concerning matters under its jurisdiction along with any recommendations. The Committee shall also review and bring forward recommendations submitted to it by the Administration.

Section 14. (The Student Affairs Committee):

a. Purpose: The Student Affairs Committee shall be responsible to the Board for policy matters relating to student life outside of the classroom and shall provide a forum for communication between the Board and the student body about matters for which the Board has responsibility.

b. Membership: The Committee shall include as voting members not less than five (5) members of the Board, one of whom shall be the Committee Chair, and as non-voting members; not less than five (5) full-time students (the majority of whom shall be resident students) to be selected by the Student Government Association; one (1) member of the Faculty (the chair of the Student Life Committee); the Vice President and Dean of Students (who shall arrange for the recording and distribution of the minutes of its proceedings), Associate Vice President for Student Affairs, and the Director of Athletics.

c. Meetings: The Committee shall meet on campus not less than twice during each academic semester. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties: The Committee shall present a written report with its recommendations to the Board at the third regular Board meeting of each college year concerning matters under its jurisdiction along with any recommendations. The Committee shall also review and bring forward recommendations submitted to it by the Administration. The Committee shall maintain a liaison with the Buildings and Grounds Committee and Academic Affairs Committee in areas of mutual concern.

Section 15. (The Trustees Committee):

a. Purpose: The purpose of the Trustees Committee is threefold: It shall: (1) ensure that the Board's membership and leadership consists of highly qualified and committed individuals; (2) ensure that regular programs of new Board member orientation and in-service education are maintained; and (3) periodically recommend and carryout initiatives by which the Board shall assess performance of individual Board members and the Board as a whole. The Trustees Committee serves as the Board's agent in reviewing the performance of incumbent Members and Board officers who are eligible for reelection, maintains a list of qualified candidates for possible nomination, considers cultivation strategies for promising Board

candidates, and proposes and periodically reviews the adequacy of a statement of Board member responsibilities as adopted by the Board.

b. Membership: The Committee shall include as voting members the Chair of the Board, Vice Chair of the Board, President of the College, and four additional members of the Board. Ideally, all members shall have served no less than three (3) successive years as Board members prior to the effective date of appointment to this committee, and none of whose terms will expire at the conclusion of the current year of appointment to the committee. The President of the Alumni Board, Chair of the Alumni Board's Nominating Committee, Vice President for Advancement, Associate Vice President for Leadership Gifts, and the Chief of Staff shall sit with the Committee, ex-officio, as non-voting members.

c. Meetings: Meetings shall be held as necessary, but not less than twice on campus each academic semester. Members of the Committee shall be notified by appropriate means of the date, place and time of all meetings of the Committee at least ten (10) days in advance of the meeting. A quorum shall consist of a majority of the voting members of the Committee. Only members of the Committee are entitled to attend meetings of the Committee. Others may attend the meeting as guests with the prior approval of the Chair of the Committee. The Committee may meet in executive session during the course of any regular or special meeting.

d. Duties: The Committee shall submit its report and recommended nominees for election as Board officers at the February meeting of the Board. The Committee shall submit its report and recommended nominees for election to the Board or for appointment by the Governor of Maryland to the Board at the annual meeting. Except in the case of vacancies, no election of Board officers or Board members or recommendations for appointment by the Governor shall be held except at the annual meeting. In the event of a vacancy occurring among Board elected members or officers of the Board, the committee shall nominate a replacement to complete the unexpired term. The nomination shall be presented to the Board with the Committee's recommendations at the next regular meeting of the Board. The Committee shall follow the same procedures in recommending to the Board those nominees whom the Board, in its discretion, may wish to suggest to the Governor of Maryland or the Alumni Board as deserving of appointment to the Board.

For the nomination and election of candidates at any meeting of the Board, a Chair Pro-Tem shall be elected by the Board for the purpose of presiding over the nomination and election. In all cases nominations presented by the Committee to the Board shall be followed immediately in sequence by nominations, if any, from the floor and election by secret written ballot for each office or Board membership. In those instances when no nominations are presented from the floor, the Board may vote by voice vote to approve the recommendations of the Trustees Committee.

The Committee shall periodically assess the performance and work of individual members and of standing committees.

Procedures not set forth in this section shall be established by the Committee or the Board, as appropriate.

ARTICLE VI (Officers of the College)

Section 1. (Officers): The officers of Washington College shall include the President, the Provost and Dean, the Chief of Staff, and the Vice Presidents appointed or elected by the Board. All shall thereafter serve at the pleasure of the Board and each shall serve from the effective date of appointment or election to office or from July 1 next following as is appropriate.

Section 2. (President):

a. The President serves at the pleasure of the Board for such term, compensation, and with such other terms of employment as it shall determine.

b. The President is the chief executive officer of Washington College. The President is responsible for the leadership of the College and is accountable to the Board for implementing the policies of the Board and for all of the programs and activities that further the educational mission of the College. The President shall be responsible for maintaining open communication between the Faculty and the Board and between the Student Body and the Board and serves as the chief spokesperson for Washington College. In addition to any duties assigned to him by the Charter and By-Laws the President shall be an advisory member of all committees of the Board except as otherwise provided in the By-Laws.

c. The President shall recommend for consideration by the Academic Affairs Committee and by the Board the candidates for tenure, promotion, and dismissals for cause of regular full-time members of the faculty.

d. The President shall submit to the Board recommendations for appointment and dismissal of officers and may appoint and dismiss all other administrative employees of the College.

e. The President shall be a voting member of the Faculty and shall preside at its meetings. The President shall schedule meetings of the Faculty.

f. The President shall preside at the academic and ceremonial exercises of the College and shall be the official representative of Washington College on public occasions.

g. The President shall be responsible for the preparation and annual submission of the budget of the College to the Financial Affairs Committee of the Board as and when required.

h. The President shall sign, either manually or by facsimile, all bonds, notes, mortgages or other evidences of indebtedness of Washington College when so authorized by the Board.

i. The President shall prepare and deliver an annual report on the state of the College at the first meeting of the Board together with recommendations of matters to be considered or reviewed by the Board. The President shall make such other reports to the Board or to its Standing and Ad Hoc Committees as the Chairs thereof may request.

Section 3. (Provost and Dean of Washington College):

a. The Provost and Dean of Washington College shall be appointed by the Board, upon the recommendation of the President. The Provost and Dean of the College is responsible for the academic affairs of the College and is accountable to the President and the Board. The status of the Provost and Dean as a member of the Faculty, however, shall be governed by the general rules for employment of faculty members.

b. The Provost and Dean shall be a voting member of the faculty.

c. The Provost and Dean of the College is responsible for the continuing review of academic policy; the quality of instruction; faculty recruitment; proper conditions enabling the Faculty to carry out its responsibilities for teaching, scholarship, advising, and the design and conduct of the academic program; and the supervision of offices assigned by the President.

Section 4. (Chief of Staff):

a. The Chief of Staff shall report directly to the President and shall serve as a member of the President's Senior Staff.

b. The Chief of Staff is responsible for coordinating the activities of the President, Senior Staff, and the Board of Visitors and Governors, and shall work directly with each of them to implement all planning and policy decisions of the Board.

Section 5. (Vice-President, other officers and acting officers):

a. The President may appoint Vice-Presidents and other officers and acting officers as deemed necessary to perform the administrative functions of the College and to implement policies of the Board.

b. Upon assuming office after appointment by the Executive Committee or election by the Board of Visitors and Governors of Washington College as "Acting President" or

after appointment by the President as "Acting Provost and Dean" or as "Acting Vice President" the person so elected or appointed to the position shall alone be entitled to the privileges and shall alone discharge the duties and responsibilities of the office as set forth in Article V of the Charter of Washington College and in Article VI of the By-Laws of the Board of Visitors and Governors of Washington College.

ARTICLE VII (The Faculty)

Section 1. (Role): Subject to approval of matters of policy by the Board, the Faculty shall be responsible and accountable for the design and conduct of the academic program of the College. The Provost and Dean shall report regularly to the President and the Board on the Faculty's exercise of this responsibility.

Section 2. (Responsibilities): Each member of the Faculty is enjoined to maintain an attitude of loyalty to the fundamental principles and the government of the College as established by the Board, to promote its welfare, to bear a fair share of its general work, to attend the public exercises, to maintain due professional courtesy to colleagues, to recommend candidates for degrees in accordance with the Charter, to participate in recommending nominees for honorary degrees in accordance with these By-Laws, and to render exceptional services as may be assigned. Each member is required to participate in the discipline of the College, and to promote, by precept and example, good morals and manners among the student body.

Section 3. (Obligations): A member of the Faculty, in accepting an appointment or promotion from the Board, thereby contracts to comply with the Charter and these By-Laws and with the statements, procedures and regulations adopted pursuant thereto.

Section 4. (Department Chairs): Department Chairs shall be appointed by the Board upon the recommendation of the President. They shall be responsible for the instruction and academic programs in their Departments and shall be accountable to the Provost and Dean.

Section 5. (Tenure, Promotion, and Dismissal for Cause): The Board shall receive, consider and act upon the recommendations of the President and the Academic Affairs Committee of the Board relating to the tenure, promotion, and dismissal for cause of regular full-time members of the Faculty.

Section 6. (Tenure):

a. There shall be a policy of tenure for the Faculty whereby members of the Faculty who are awarded tenure by the Board, upon recommendation of the President, may continue in employment until retirement for age or disability, unless dismissed for just and adequate cause or terminated by reason of financial exigency or change of institutional programs adopted by the Board.

b. The Board shall determine that the criteria and procedures relating to the granting of tenure are fair and reasonable, and appropriate to Washington College.

c. The definitions of Academic Tenure (Title I), Financial Exigency (Title II), and Program Change (Title III) shall be set forth in Appendix A of these By-Laws. A statement of the basic criteria and procedures relating to them shall be published regularly in the Faculty Handbook of Washington College, together with the text of Article VII (The Faculty) and Appendix A of the By-Laws of the Board of Visitors and Governors of Washington College. The statement shall first be approved and adopted by the Board of Visitors and Governors and shall thereby be incorporated by reference as part of the By-Laws of the Board of Visitors and Governors to be altered, amended, suspended, repealed and promulgated only as provided therein.

d. The award of tenure and the dismissal of a member of the Faculty for cause or reasons of financial exigency or program change must be accomplished through the criteria and procedures of Academic Tenure (Title I), Financial Exigency (Title II) or Program Change (Title III), respectively, as promulgated according to the By-Laws.

ARTICLE VIII (Miscellaneous Powers and Declarations)

Section 1. (College Year): For academic, administrative and fiscal purposes the college year shall begin on July 1 of each year and terminate on June 30 of the next year.

Section 2. (Discrimination): No member of the Board, administration or faculty, nor any employee, licensee or guests, nor any student or alumni of Washington College shall be subject to discrimination of any kind because of race, sex, color, national or ethnic origin, age, religion, disability, marital status, or sexual orientation.

Section 3. (Terminology): Whenever used in these By-Laws the singular number shall include the plural, the plural singular, and the use of any gender shall be applicable to all genders.

Section 4. (Assistance): The Chair of all committees and sub-committees of the Board may regularly request advice and assistance in the performance of their duties from the Chair of the Board, the Chair of all other committees and sub-committees, the officers of the College, and all other segments of the College constituency for the benefit of Washington College.

Section 5. (Promulgation and Status of Policies and Procedures):

a. Promulgation: The Board, President and officers of the College and Faculty may, as appropriate, promulgate statements of policy and procedure, including the publishing of manuals and handbooks, to implement the provisions of the Charter and the By-Laws and in accordance therewith.

b. Status: Nothing contained in the promulgation of statements of policy and procedure by publication or otherwise shall be considered, interpreted or construed as an avoidance or forfeiture of the Charter or By-Laws of Washington College, nor to alter, amend, suspend or repeal the provisions of the Charter or By-Laws of Washington College unless enacted in accordance with the provisions of the Charter and the By-Laws.

Section 6. (Honors and Awards): (1) Honorary Degree, (2) Award for Excellence, (3) Senior Fellow of Washington College: The Board of Visitors and Governors may grant and present an Honorary Degree or an Award for Excellence or recognition as a Senior Fellow of Washington College to worthy persons according to the procedures and criteria established by the Board as provided in Appendix B of these By-Laws.

Section 7. (Proxies): Voting by proxy is not permitted. Voting in absentia by any member of the Board shall not be permitted for any purpose at any time except as specifically provided in these By-Laws.

Section 8. (Unexcused Absence): The unexcused absence of a member of the Board from four (4) consecutive stated quarterly meetings shall be considered as the member's resignation from the Board thereby creating a vacancy to be filled as set forth in these By-Laws.

Section 9. (Indemnification): Each Member of the Board and Officer of the College shall be indemnified against all expenses actually and necessarily incurred by such member or officer in connection with the defence of any action, suit, or proceeding to which he or she has

been made a party by reason of being or having been a member or officer. The College shall not cover such expenses in relation to matters in which the member or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The College shall also maintain appropriate member and officer liability insurance coverage.

Section 10. (Conflict of Interest): A Member or Officer of the College shall be considered to have a conflict of interest if he or she (1) has existing or potential financial or other interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the College; or (2) is aware that a member of his or her family has financial and other interests that would impair or appear to impair the Member or Officer's independent judgment in the discharge of his or her responsibilities to the College. For the purpose of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the Member or Officer.

All Members and Officers shall disclose to the Board any possible conflict of interest at the earliest practical time. Further, the Member or Officer shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board or its committees. The minutes of such meetings shall reflect that a disclosure was made and that the Member or Officer with a conflict or possible conflict abstained from voting. Any Member or Officer who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in his or her absence by majority vote. Each Member and Officer shall complete and sign a disclosure form provided annually by the Secretary of the Board.

Section 11. (Effective Date): By-Laws shall become effective on July 1, next following their adoption by the Board of Visitors and Governors of Washington College unless otherwise provided in any amendment(s) at the time of adoption. All By-Laws in effect prior thereto which are inconsistent with or contradictory to the revision(s) are hereby declared to be null and void and of no further force or effect.

Section 12. (Amendment, Alteration, Suspension or Repeal):

a. These By-Laws may be altered, amended, suspended or repealed at any stated meeting (or at a special meeting of the Board called for that purpose) by the vote of two-thirds (2/3) of the members present at the meeting, provided that a quorum is present and that the two-thirds (2/3) vote equals or exceeds in number a majority of all current members of the Board.

b. Notice: In no event shall any By-Laws or parts thereof be altered, amended, suspended or repealed unless and until a notice has been mailed at least ten days in advance of any stated or special meeting at which it is proposed that such action be taken. The notice shall set forth the proposed action and a brief statement of the reason(s) in support of the action.

APPENDIX
to the
By-Laws of the Board of Visitors and Governors
of
Washington College
Chestertown, Maryland

INDEX TO APPENDIX

Appendix A: (Definitions)

Title I: Academic Tenure

Title II. Financial Exigency

Title III. Program Change

Explanatory Note: Original Appendix A was adopted April 19, 1986, and became effective July 1, 1986. It was subsequently repealed and re-enacted by the Board of Visitors and Governors on April 27, 1991, effective July 1, 1991.

Subsequent amendments to Appendix A following adoption by the Board of Visitors and Governors became effective January 1, 1996, January 1, 1997, and April 17, 1999, to be published in the Faculty Handbook.

Appendix B: (Honorary Degrees, Awards of Excellence, Fellowships) --
A statement of the basic criteria and procedures relating to the Award of Honorary Degrees, the Washington College Award for Excellence and Recognition as a Fellow of Washington College. (Adopted April 28, 1990, Effective July 1, 1990).

APPENDIX A

A Statement of the Definitions of Tenure of Members of the Faculty of Washington College

TITLE I: ACADEMIC TENURE

"Academic Tenure" is defined as a status accorded to a faculty member by which Washington College agrees it will not remove from the institution anyone with continuous tenure except for cause, or for reasons of financial exigency or program change.

TITLE II: FINANCIAL EXIGENCY

"Financial Exigency" is defined as an imminent financial crisis that threatens the survival of the College and that cannot be alleviated by means less drastic than those authorized under a declaration of financial exigency.

TITLE III: PROGRAM CHANGE

"Program Change" is defined as reduction or termination of an existing curricular program involving faculty appointments.

(Adopted April 27, 1991, effective July 1, 1991)

Subsequent amendments to Appendix A following adoption by the Board of Visitors and Governors became effective January 1, 1996 and January 1, 1997 published in the Faculty Handbook 1998-99, and effective April 17, 1999 published in the Faculty Handbook 1999-2000.

Note: The following resolution was adopted by the Board of Visitors and Governors on February 19, 2000:

R E S O L U T I O N

Clarification of Board Intent with Respect to Program Change

WHEREAS, the question has arisen of whether a reduction in the number of faculty positions in an academic department is equivalent to Program Change, and thus a trigger for the complex procedure required for Program Change; and

WHEREAS, the Washington College Administration and Faculty Committee on Appointments, Tenure, and Promotion have requested a clarification of Board intent with respect to Title III of the By-Laws, entitled "Program Change;"

BE IT RESOLVED that it is the intent of the Board of Visitors and Governors that, a reduction in the number of faculty positions in an academic department does not constitute a program change as used in Title III of the By-Laws and therefore, when full-time or part-time faculty positions become vacant, the Administration is not required to follow the procedures for Program Change in making a determination of whether the vacant faculty line should be allocated to another academic department or left unfilled, unless it involves a program change; and

BE IT FURTHER RESOLVED that “program change” or a “reduction or termination of existing curricular program” is defined to mean the removal of a major program or the removal of a teacher certification program for elementary or secondary school teachers; and

BE IT FURTHER RESOLVED that this Resolution be included in the Minutes of the Executive Committee of the Board of Visitors and Governors of Washington College of February 19, 2000.

APPENDIX B

(HONORARY DEGREES, AWARDS FOR EXCELLENCE, SENIOR FELLOWS)

A Statement of the procedures and criteria of Washington College to nominate and approve persons worthy of: (1) an Honorary Degree or (2) an Award for Excellence or (3) recognition as a Senior Fellow of Washington College.

Section 1. Purpose: To recognize outstanding achievement in letters, science, creative arts, one of the learned professions, business, communications, public or humanitarian service by the award of an Honorary Degree, an Award for Excellence or recognition as a Senior Fellow of Washington College, as may be appropriate.

Section 2. Committee Membership: Members of the Honors and Awards Committee shall be appointed as provided in Article V-Section 9 of the By-Laws to serve during the current college year.

Section 3. Nominations: A nominee may be proposed by anyone to the Committee. The nomination must be accompanied by a written statement signed by the nominator(s) containing a description of the nominee's biography, including educational background and achievements, and qualifications of the nominee for the proposed honor or award.

Section 4. Procedures:

- (a) The Chair shall convene the Committee to consider nominations.
- (b) A majority of the current membership of the Committee shall constitute a quorum.
- (c) All nominations shall be submitted to the Chair at least two weeks in advance of scheduled meetings of the Committee.
- (d) When possible, supporting materials such as scholarly critiques or background articles should accompany nominations.
- (e) If practical, the Chair shall distribute copies of all nomination documents to Committee members at least one week in advance of scheduled meetings.
- (f) The Committee shall consider each nomination on its merits. Upon subsequent approval of not less than two thirds (2/3) of its current membership, including those polled by telephone if necessary, the Chair shall submit a report to the Chair of the Board. The Chair of the Committee shall also present at the scheduled Board meeting a written summary of the biography and qualifications of each nominee approved by the Committee.
- (g) Minutes shall be kept of each Committee meeting for the use of the Committee and of the Board but shall remain confidential.

Section 5. Criteria: The Criteria to approve a nominee to receive an Honorary Degree, an Award for Excellence or a Fellowship must include one or more of the following:

- (a) The nominee is the creator of some original work of such character as to leave no doubt of the nominee's learning, attainments, and literary and professional ability; or
- (b) In addition to recognition for distinguished ability and learning, the nominee holds an honorable office in an institution of learning of good repute; or
- (c) The nominee is a person of acknowledged eminence or distinction who has made a worthwhile and noteworthy contribution to society in one or more of the following categories: (1) letters, (2) science, (3) creative arts, (4) one of the learned professions, (5) business, (6) communications, or (7) public or humanitarian service deserving special recognition, and
- (d) The nominee's qualifications must always include distinguished service to society together with intellectual and moral qualities which entitle the nominee to rank with others of high culture and principle.

(e) Special considerations to be observed:

(1) Award for Excellence: This award should be reserved for those whose accomplishments distinguish them in a unique way, deserving special recognition.

(2) Senior Fellow of Washington College: This award is designed to attract and attract attention to those who have or seem likely to develop enduring ties to Washington College in its mission of teaching, particularly those whom Washington College may invite to deliver public lectures or confer informally with students and members of the Faculty.

CERTIFICATION

I hereby certify that the foregoing By-Laws of the Board of Visitors and Governors of Washington College were adopted at regular stated meetings of the Board of Visitors and Governors of Washington College in Chestertown, Maryland to become effective July 1, 1986 as amended at subsequent regular stated meetings to become effective July 1, 1990; July 1, 1991; January 1, 1996; January 1, 1997; March 1, 1998; July 1, 2002; and January 1, 2009.

Linda J. Spire
Secretary of the Board of Visitors
and Governors of Washington College
Chestertown, Maryland
December 6, 2008