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*The Charter and By-Laws  
of Bates College*

LEWISTON, MAINE

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# *Laws of Bates College*

## THE CHARTER

[The charter of Bates College was completely revised by the Legislature of the state of Maine, by Chapter 28 of the Private and Special Laws of 1937 as follows:]

### CHAPTER 28

An Act Amending the Bates College Charter. Be it enacted by the People of the State of Maine, as follows:

*Section 1. Name retained.* The institution of learning called Bates College in honor of its first principal benefactor, Benjamin Edward Bates of Boston, Massachusetts, and now located in Lewiston in the county of Androscoggin in this state, shall remain established there under the same name.

*Section 2. Government; seal; conveyance of property.* The property and government of said college shall be vested in Oren B. Cheney and in his each and every successor as president; in Ebenezer Knowlton, Benjamin E. Bates, James G. Blaine, Dexter Waterman, Abial M. Jones, Alonzo Garcelon, John A. Lowell, Nelson Dingley, junior, Isaac D. Stewart, William B. Wood, Enoch W. Page, George F. Fabyan, Henry Williamson, Horace R. Cheney, Albert H. Heath, and their successors as a board of fellows; and in Samuel Farnham, Bradbury Sylvester, Benjamin Dore, Arthur Given, junior, Howard W. Littlefield, George T. Day, William H. Bolster, Joseph W. Perkins, Levi W. Gilman, Atwood B. Meservey, Ethnan W. Porter, Jason Mariner, Benjamin J. Cole, Charles A. Mooers, John D. Philbrick, DeWitt C. Durgin, Cyrus H. Latham, Joseph S. Burgess, George W. Bean, Charles F. Penney, George W. Howe, George D. Vittum, Moses H. Tarbox, Azael Lovejoy, Charles S. Perkins, and their successors as a board of overseers; and the said president, fellows and overseers, their successors and associates are hereby continued a corporation under the name of the "President and Trustees of Bates College." By that name they shall have power to prosecute and defend suits at law and in equity, to have and use a common seal and to change the same at pleasure, to take and hold for the objects of their association by gift, grant, bequest, purchase or otherwise, any estate, real or personal or both, and to sell and convey any estate, real or personal or both which the interests of said college may require to be sold and conveyed.

*Section 3. Purposes.* All property and estate, real or personal or both, which may at any time by gift, grant, bequest, purchase or otherwise come into the possession of the said corporation shall be faithfully devoted to the purposes of education and learning by maintaining a college or university in Lewiston aforesaid with such departments elsewhere as may from time to time be established.

*Section 4. By-laws; officers; powers.* The said corporation may adopt such by-laws, rules and regulations, not repugnant to the laws of the state of Maine, as it may deem expedient for the management of the affairs of the college and for the transaction of its business; it shall have power to establish in said college such courses of study, departments and schools as it may elect; it shall appoint officers, including a treasurer of the corporation, such other officers of business administration and such officers of educational administration as it shall deem proper, and all officers of instruction; and, subject to the contractual rights of such appointees, it may remove them at pleasure; it shall have power to confer such academic degrees as are usually conferred by colleges or universities. It shall be, and it is hereby, invested, in addition to the powers, privileges, rights and immunities specifically provided for in this act, with all the other powers, privileges, rights and immunities incident to similar corporations.

*Section 5. President.* The president shall be chosen by the concurring votes of at least 8 members of the board of fellows and of at least 13 members of the board of overseers, each board acting separately; he/she may be removed from office in the same manner, provided, however, that reasonable notice shall have been given him/her in writing specifying the grounds of removal, and that, if requested by him/her, opportunity for hearing upon the specifications shall have been had before the 2 boards in convention. The president shall be the principal executive officer of the corporation and the principal academic officer of the college, and, except as authority, duties and responsibilities are or may be specifically laid upon other persons, he/she shall have general administration of the affairs of the college. The president may at his/her pleasure attend the separate sessions of the board of fellows and of the board of overseers; when so attending he/she shall participate with the members of these boards in the conduct of their business, having the right to vote; but these provisions shall not apply when the business under consideration is the question of the removal of the president from office.

*Section 6. Board of Fellows.* The number of the board of fellows shall not at any time be more than 15, of whom 6, exclusive of the president (if he/she shall be in attendance) shall, except as otherwise in this act specifically provided, constitute a quorum for the transaction of business. They shall choose a chairperson and a vice chairperson who shall preside at their meetings, and who shall serve as the chairperson and vice chairperson of the corporation. They may adopt such rules for the transaction of the business of their board as they may deem expedient. They shall choose from or without the membership of the board a secretary of their board, and he/she shall be the secretary of the corporation; they shall fill all vacancies occurring in their board; they may, by such procedure as the rules provide, declare a vacancy therein whenever, in their judgment, sufficient cause therefor exists.

*Section 7. Board of Overseers.* The number of the board of overseers shall not at any time be more than 25, of whom 9, exclusive of the president (if he/she shall be in attendance) shall, except as otherwise in this act specifically provided, constitute a quorum for the transaction of business. They shall choose a chairperson and vice chairperson who shall preside at their meetings. They shall choose a secretary of their board, and may adopt such rules for the transaction of the business of their board as they may deem expedient. The terms of office of the several classes of overseers shall continue to expire in accordance with the provisions of section 7 of chapter 192 of the private and special laws of Maine of 1873. At each annual meeting of the board of overseers 5 overseers shall be elected for the term of 5 years, 2 of whom shall be from persons nominated by the Alumni Association of Bates College; they may, by such procedure as their rules provide, declare a vacancy therein whenever, in their judgment, sufficient cause therefor exists; they shall fill all vacancies occurring in their board, provided, however, that a vacancy arising from the death, resignation or removal from office of an overseer who was elected on nomination of the alumni association shall be filled only by the election of a person so nominated.

*Section 8. Annual meeting.* The corporation, the board of fellows and the board of overseers shall each hold an annual meeting at such time near or during the period of college commencement as they respectively may by by-law or rule prescribe; and they respectively may by by-law or rule provide for the holding of intervening meetings, provided, however, that the president may call a meeting of the corporation at any time, giving such notice to all the members as the by-laws may provide.

*Section 9. Quorum.* Except as otherwise in this act specifically provided, the corporation may transact its business either by the method of concurrent action taken by the board of fellows and the board of overseers, meeting in separate sessions, or by the method of action taken by the said boards meeting in convention, a quorum of which shall consist of at least 6 fellows and at least 9 overseers exclusive of the president, if he/she shall be in attendance.

*Section 10. Executive committee.* The corporation may appoint from their number an executive committee of not fewer than 5. The president shall be a member of this executive committee. The chairperson of the executive committee shall be the chairperson of the board of fellows. In his/her absence the executive committee shall be chaired by the vice chairperson of the board of fellows, the chairperson of the board of overseers, or the vice chairperson of the board of overseers, all of whom shall be members of the executive committee. To this executive committee any or all powers of general administration may be delegated to act for and in behalf of the corporation from one stated meeting to another, subject, however, to instructions by the corporation at any intervening meeting; and the corporation may appoint such other committees for such periods and with such powers as it shall deem proper.

*Section 11. Repealing clause.* This act shall not affect the tenure of office of any person holding any office or appointment under the authority of chapter 28 of the private and special laws of Maine of 1937, entitled, "An Act Amending the Bates College Charter"; but, otherwise, said act, so far as it is inconsistent with the provisions of this act, is hereby repealed.

*Section 12. Governing Law; Amendment and Restatement.* The Maine Non-Profit Corporation Act, contained in 13-B.M.R.S.A. §§ 101 et seq., as it now exists or as it may be amended or replaced, shall hereafter apply to this corporation in all respects, including amendment or restatement of this Charter. Any amendment or restatement of this Charter hereafter shall be effected pursuant to those provisions of said Act, as it now exists or as it may be amended or replaced, which govern amendment or restatement of Articles of Incorporation.

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# *By-Laws of Bates College*

## ARTICLE I

### MEETINGS OF THE CORPORATION

*Section 1.* The annual meeting of the Corporation shall be held before the end of June at such time and at such place on the campus of the College in Lewiston as the Corporation or the Executive Committee shall determine.

*Section 2.* There shall be held each year two other meetings of the Board, which shall be held at such time and at such place as the Corporation or Executive Committee shall determine – usually the last weekend of October and the last weekend of January.

*Section 3.* Special meetings of the Corporation may be called by the President whenever in his/her judgment occasion may require and shall be called by him/her upon request made in writing by not less than five members of the Corporation acting either severally or collectively. The Executive Committee may in the absence of the President call a special meeting. Any special meeting may be held at such place as the Executive Committee shall determine.

*Section 4.* The Secretary shall send by mail to each member of the Corporation at his/her last known address a notice of all meetings at least 10 days before the date thereof and in the case of any special meeting stating therein the matters and things to be considered and acted upon.

*Section 5.* Any business which the Corporation may lawfully transact may be transacted at a regular meeting without special mention thereof in the notice; but no business other than that indicated in the notice may be transacted at a special meeting.

*Section 6.* At the time designated in the notice, the members of the Corporation shall meet in convention. The Chairperson of the Board of Fellows, as Chairperson of the Corporation, shall preside if present, and if not, the Vice Chairperson of the Corporation shall preside. In the absence of these officers, the convention shall elect a chairperson *pro tempore*. In the absence of the Secretary of the Corporation, the Secretary of the Board of Overseers shall serve as secretary *pro tempore* and, in the absence of both these officers, the convention shall elect a secretary *pro tempore*.

*Section 7.* At any regular meeting of the Corporation after the convention has assembled and organized, it shall proceed to the transaction of its business. The Corporation may determine the order of reporting to accomplish its business, reflecting the need for annual reports from each standing and ad hoc committee and an annual report from the President.

*Section 8.* At any meeting of the boards in convention, upon the vote of at least two-thirds of the members of either of the two boards present at the meeting, the convention shall recess, under such conditions regarding the reassembling of the convention as may be stipulated in the motion to recess, to the end that the boards meeting separately may consider and act upon any matter which under the charter may or must be acted upon by the method of concurrent action of the boards; provided, however, that nothing herein shall be construed to prevent either of the two boards from assembling under its own rules, either with or without connection with any meeting of the boards in convention, to initiate corporate action by the method of concurrent action of the boards or to consider and act upon any matter which under the charter falls within its exclusive jurisdiction.

*Section 9.* Any action taken by either board in separate session and not dealing with a matter which is within its exclusive jurisdiction shall be immediately reported to the other board for consideration looking toward concurrent action, and the board to which such an action has been thus reported shall, in turn, report without delay to the board in which the action originated what disposition it has made of the matter.

*Section 10.* A Board member who becomes 70 years of age prior to the Annual Meeting of any year shall become Trustee Emeritus at the conclusion of the meeting.

## ARTICLE II

### THE PRESIDENT

*Section 1.* It shall be the duty of the President to be the chief executive and academic officer of the institution and to cooperate with the other members of the Corporation and with the Faculty of the College in the formulation of the policies of the Corporation and of the College and to administer these policies, when formulated, in accordance with such instructions as the Corporation as a whole, its Executive Committee, or its other committees, acting within their authority, shall give him/her, and he/she shall have such powers as are reasonable and necessary for the carrying out of such instructions.

*Section 2.* The President shall present annually at a meeting of the Corporation a report on the state of the College, including in each such report such recommendations as to policies or changes thereof as he/she may consider desirable.

*Section 3.* The signature of the President or the Treasurer shall be essential to the execution of all deeds and contracts to which the Corporation may become a party, and the signature of the President shall be essential to the authentication of diplomas unless otherwise ordered by the Corporation; provided, however, that the word "contracts" as used herein shall not be held to include any contract involving a sum of less than five thousand dollars.

*Section 4.* Should the office of president become vacant or should the President be temporarily unable to perform the duties of his/her office, the Executive Committee as hereinafter constituted shall elect some person as Acting President, who shall perform such duties of the presidency as they may determine until further action thereon is had by the Corporation.

## ARTICLE III

### THE CHAIRPERSON OF THE CORPORATION

*Section 1.* The Chairperson of the Corporation shall be elected at the annual meeting of the Board of Fellows and shall be confirmed by the Corporation meeting in convention.

*Section 2.* The Board of Fellows shall elect a chairperson for a term of service of four years, ratified annually by the Board; a chairperson may serve up to two terms.

*Section 3.* The Chairperson of the Corporation shall preside over annual meetings of the Corporation and the Executive Committee.

*Section 4.* The Chairperson of the Corporation shall, from time to time and at the request of the President, provide advice and counsel to the President who is the chief executive and academic officer of the institution.

The Vice Chairperson of the Board of Fellows shall serve as the Vice Chairperson of the Corporation and shall chair relevant meetings in the absence of the Chairperson of the Corporation. The Vice Chairperson shall be confirmed annually. Vice Chairpersons may be considered experienced candidates for chairpersonship when the opportunity occurs; however, there shall be no prohibition of electing a previous chairperson (who has served the maximum of two terms) as Vice Chairperson.

## ARTICLE IV

### THE SECRETARY OF THE CORPORATION

*Section 1.* The Secretary of the Corporation shall be elected at the annual meeting of the Board of Fellows and shall hold office for the period of one year or until his/her successor is thereafter elected.

*Section 2.* The Secretary of the Corporation shall also serve as Secretary of the Executive Committee.

*Section 3.* The Secretary shall make and keep minutes of all meetings of the Corporation, of the Board of Fellows, and of the Executive Committee.

*Section 4.* The Secretary shall have custody of the seal of the Corporation, and his/her signature and the seal of the Corporation shall be essential to the authentication of diplomas.

## ARTICLE V

### THE TREASURER OF THE CORPORATION

*Section 1.* The Treasurer of the Corporation shall be elected at the annual meeting of the Corporation and shall hold office for the period of one year or until his/her successor is thereafter elected and has qualified.

*Section 2.* The Treasurer shall qualify by filing bond with the President in such penal sum and with such sureties as may be fixed and approved by the Corporation conditioned for the faithful discharge of his/her duties.

*Section 3.* Except as otherwise specifically provided in the by-laws, or by vote of the Corporation or of the Executive Committee, the Treasurer of the

Corporation shall receive all the moneys which may become receivable by the Corporation; he/she shall be responsible for the custody of the same, and he/she shall disburse the same as the obligations of the Corporation shall require and under such rules of procedure as the Executive Committee may establish; provided, however, that nothing in this section contained shall be construed to prevent the appointment and use of an officer or officers having the title of business manager, or similar title, who shall be responsible for the handling and custody of such moneys as may by authorization of the Executive Committee be entrusted to him/her or them. The Treasurer shall also be the custodian of all deeds, insurance policies, and other valuable and important business papers relative to the financial affairs of the Corporation and shall be responsible for recording, in the appropriate public offices of record, all such papers as by law ought to be recorded.

*Section 4.* The Treasurer shall keep an account of moneys received, held, and disbursed by or for him/her, and he/she shall annually prepare and cause to be placed in the hands of the members of the Corporation a report in detail of the transactions of his/her office and of the financial condition of the Corporation, to which report there shall be appended a certificate of audit, signed by the certified public accountants, selected by the Corporation.

*Section 5.* The Treasurer shall be custodian of all stocks, bonds, debentures, notes, and other such instruments as are commonly designated as investment securities to which the Corporation may be entitled, and he/she shall exercise all the rights of ownership relating to such securities and make transfers thereof only in accordance with instructions given him/her by the Committee on Investment. He/She shall take such steps for the safekeeping of securities as are approved by the Corporation or Executive Committee, including the deposit of such securities with a corporate fiduciary as custodian.

*Section 6.* The Treasurer's signature to transfers of certificates of stock, registered bonds, and other securities standing in the name of the Corporation shall be conclusive authority for their transfer, discharge for registration, or other appropriate action by corporate officers, registrars, and transfer agents.

## ARTICLE VI

### APPOINTMENT OF OTHER OFFICERS; POWER TO INDEMNIFY

*Section 1.* The Corporation may from time to time create other subordinate offices of administration of the affairs of the Corporation and of the College and may provide for appointment thereto and tenure thereof.

*Section 2.* The Corporation shall fully exercise the power set forth in the Maine Non-Profit Corporation Act to indemnify its members, officers, employees, and agents, and the officers, employees, and agents of the College.

## ARTICLE VII

### THE EXECUTIVE COMMITTEE

*Section 1.* The Executive Committee shall be elected by the Corporation at its annual meeting. It is empowered by the Charter of the Corporation to act for the Corporation when the Boards are not meeting. Minutes of Executive Committee meetings are distributed to all Trustees. Chairs of the standing committees of the Corporation are asked to agree to election to the Executive Committee, as are (when not Chairs of Standing Committees) the Chairperson and Vice Chairperson of the Board of Fellows and Board of Overseers.

*Section 2.* A vacancy occurring between the annual meetings of the Corporation in the offices of treasurer or secretary may be filled by the Executive Committee.

## ARTICLE VIII

### OTHER STANDING COMMITTEES OF THE CORPORATION

*Section 1. The Committee on Board Governance.* There shall be a Committee on Board Governance which makes recommendations to the Corporation regarding the appointment of its new members. The Committee oversees the development and support of members of the Corporation and their experiences on the Board. With the President, the Committee organizes the orientation for new members of both Boards. It establishes membership for all committees of the Corporation, except the Executive Committee (which is an elected Committee of the Corporation), and requests members to serve as chairs and vice chairs of committees. The Committee shall, from time to time, reconsider the charge and/or scope of a standing committee. The Committee on Board Governance shall have among its members the President and the Chairperson of the Corporation, the latter shall serve as the Chair of the Committee.

*Section 2. The Committee on Investment.* There shall be a Committee on Investment which has the authority to invest all funds available for investment and oversees the investment portfolio, as well as reviews the implementation of investment policies. The Committee reviews management of Corporation assets and serves the Corporation by selecting and replacing managers under conditions established by the Committee.

*Section 3. The Committee on Grounds and Buildings.* There shall be a Committee on Grounds and Buildings which considers construction and maintenance of College physical facilities and attends to the overall development of the campus. The Committee reviews and recommends physical projects which become part of the College plant.

*Section 4. The Committee on Academic Affairs.* There shall be a Committee on Academic Affairs which shall be advisory rather than administrative in its character and functions; it shall familiarize itself with the program of studies pursued in the College and with the academic activities of the members of the teaching staff. As occasion may arise, it shall report to the Corporation its recommendations concerning such matters as proposals for revision of the program of studies and of the requirements for degrees granted for work in course, for the appointment or promotion of members of the teaching staff, and for the creation of additional offices of educational administration and appointments thereto.

The Committee also meets with elected members of the Faculty's Committee on Conference with the Trustees to discuss matters of mutual concern to the Faculty and the Corporation. Members of such Committee of the Faculty shall serve for staggered three-year terms. Vacancies occurring in the membership of such Committee of the Faculty shall be filled for the balance of the unexpired term by special election. A substitute shall be specially elected by the Faculty to serve in the interim in place of a committee member who is away on leave of absence.

A standing sub-committee of the Committee on Academic Affairs serves as the Trustee Appeal Committee, when called for by rule.

*Section 5. The Committee on Honorary Degrees.* There shall be a Committee on Honorary Degrees consisting of five or more members of the Corporation of which committee the President shall be a member. It shall be the duty of this committee to propose to the Corporation candidates for honorary degrees, which degrees by vote of the Corporation shall ordinarily be conferred at the annual commencement of the College, but which in exceptional circumstances may be conferred upon other occasions, provided, however, that no honorary degree shall be conferred except in a ceremony conducted on the campus of the College and upon a candidate present in person.

*Section 6. The Committee on Admissions and Financial Aid.* There shall be a Committee on Admissions and Financial Aid which establishes admissions policies, confirms practices and plans for recruitment cycles. The Committee attends to long-term admissions planning and presentation of the College, and recommends policies and practices regarding financial aid.

*Section 7. The Committee on Technology, Academic Facilities and Program Support.* There shall be a Committee on Technology, Academic Facilities and Program Support which shall consider the overall development of special academic resources and facilities of the College, including the Library, Information Services, the College Museum, Muskie Archives, and the Bates-Morse Mountain Conservation Area and the Bates College Coastal Center at Shortridge.

The Committee considers the strategic plans developed by the College for information services and technology, the Library, and other academic resources, so that it may guide the direction of those resources in the life of the College.

*Section 8. The Committee on Student Affairs.* There shall be a Committee on Student Affairs which shall consider the extent and quality of student life and welfare, including attention to health services, counseling, security, career services, and other student services.

The Committee also meets with elected members of the students' Committee on Conference with the Trustees to discuss matters of mutual concern to the students and the Corporation.

*Section 9. The Committee on Development.* There shall be a Committee on Development which considers the Development and Alumni Relations functions and communications of the College. The Committee establishes policies and recommends efforts and means of raising resources other than fees. Attention is given to annual fund-raising, major gifts, estate and planned gifts, foundation, corporate and government support, and to establishing Trustee leadership for gift opportunities and fund-raising campaigns. From time to time, the Committee establishes subcommittees or councils to aid in resource identification and acquisition.

*Section 10. The Committee on Budget.* There shall be a Committee on Budget which oversees the financial planning process of the College, including the review and approval of operating and capital budgets, recommending to the full Board the approval of those budgets and the annual comprehensive fee. The Committee also reviews and approves financial policies, including investment spending policies and College-imposed borrowing limits, and reviews and recommends approval by the Board of any financing by the College.

*Section 11. The Committee on Audit and Legal Affairs.* There shall be a Committee on Audit and Legal Affairs which oversees the College's processes for managing risks, maintaining the integrity and quality of financial reporting, and complying with laws and regulations relevant to financial reporting. The Committee shall review with the administration and with College Counsel those matters, current and forthcoming, that may expose the Corporation or its officers, Trustees or employees to legal liability, whether civil or criminal, and makes recommendations to the Corporation with respect to such matters. The Committee recommends to the Board the selection and/or reappointment of independent auditors and College Counsel and assesses their performance.

*Section 12. The Committee on Co-curricular Life.* There shall be a Committee on Co-curricular Life which considers the structure and scope of co-curricular life at the College, including athletic, cultural, religious, and service experiences.

The Committee shall discuss with the staff and student leadership those co-curricular aspects of campus life that are supportive of student learning and development and shall guide their direction and emphasis.

*Section 13. The Committee on College and External Relations.* There shall be a Committee on College and External Relations which provides overall guidance to how the College presents its distinctiveness to external audiences, including monitoring and guiding association with its Alumni. The Committee shall provide leadership for the College's relationships with the area community and shall give oversight to how the College meets the service elements of its mission.

## ARTICLE IX

### THE FACULTY OF THE COLLEGE

*Section 1.* The Faculty of the College shall consist of the President, the deans, the chief financial officer, the Registrar, the Librarian, the principal Assistant Librarian, the professors, associate professors, assistant professors, instructors, lecturers, and the visiting professors. Designation as a member of the Faculty confers the right to vote in Faculty meetings and serve as a member of Faculty committees.

*Section 2.* The terms and conditions of the appointment, re-appointment, promotion, and retirement of all members of the Faculty shall be determined by vote of the Corporation under such rules of procedure and of tenure of Faculty membership as may now or hereafter be provided by specific resolution of the Corporation.

*Section 3.* The government of the College, including the terms of admission, the bestowal of scholarships, the arrangement of courses of study, student discipline, and the control of student activities, shall be vested in the Faculty.

*Section 4.* For ceremonial occasions and in the publication of official catalogues, bulletins, or registers of the College, the members of the Faculty shall have seniority according to their academic grades or ranks (professors, associate professors, etc.) and within each grade or rank in the order of their first appointment to that grade or rank; provided, further, that emeritus members

of the Faculty, as a group, and following the foregoing rule of seniority within their group, shall stand between the President and the full professors still in the active service of the College.

*Section 5.* The Faculty shall make provision for the keeping of proper minutes of their doings and may, by rule, create such offices and so regulate their doings as shall seem best calculated to promote their efficiency.

*Section 6.* If the President shall so request, the members of the Faculty shall annually make to him/her a written report covering the work of their respective departments or fields of activity.

## ARTICLE X

### THE GRANTING OF DEGREES FOR WORK IN COURSE

*Section 1.* The degrees of Bachelor of Arts, Bachelor of Science, Master of Arts, and Master of Education shall be granted in course to students who shall have satisfactorily completed the work required therefore and are otherwise in good standing.

*Section 2.* The designation and recommendation of students who, by reason of having met the prescribed requirements as to scholarship and conduct, may become entitled to receive degrees in course shall be by the Faculty and degrees shall be granted accordingly by vote of the Corporation.

## ARTICLE XI

### THE CALENDAR

*Section 1.* The fiscal year of the Corporation shall begin at midnight Eastern Daylight Time on the thirtieth day of June and it shall end at midnight Eastern Daylight Time on the next following thirtieth day of June.

*Section 2.* The academic year of the College shall be the same as the fiscal year of the Corporation.

*Section 3.* The period of terms, semesters, and vacations and the designation of holidays shall be at the election of the Faculty, but the aggregate period of academic work shall be consistent with standards established for colleges by the Association of Schools and Colleges.

## ARTICLE XII

### THE CORPORATE SEAL

*Section 1.* The seal of the College shall be circular in form and shall have in the outer circle the words "Academia Batesina," in the top of the inner circle the words "Amore ac Studio," and in the bottom of the inner circle the inscription "Condita 1855."

*Section 2.* More specific detailed description of the seal not inconsistent with the provisions of the foregoing section may be prescribed, and the making and use of reproductions or representations of the seal may be regulated by the Corporation by appropriate resolution.

## ARTICLE XIII

### AMENDMENTS

*Section 1.* These by-laws may be amended or repealed at any regular meeting of the Corporation by a two-thirds vote of the members present, provided that notice thereof shall have been submitted in writing at a previous meeting or provided that a proposed amendment shall have been recommended by vote of the Executive Committee for submission at a regular meeting of the Corporation and the proposed amendment and Executive Committee vote shall have been included in the notice of the meeting.

*Revised by a vote of the Board  
January 2002*