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# *Laws of Bates College*

## THE CHARTER

[The Charter of Bates College was revised by the Legislature of the State of Maine by Chapter 28 of the Private and Special Laws of 2001. On and after September 21, 2001, Chapter 28 authorizes the Corporation to amend or restate the Charter pursuant to the Maine Non-Profit Corporation Act (13-B M.R.S.A. §§ 101 et. seq.) without necessity of legislative approval. On May 28, 2004, the Boards of Fellows and Overseers, acting as separate Boards and in Convention, amended and restated the Charter, effective July 1, 2004, in the form which follows.]

Effective on July 1, 2004, the Charter of Bates College, as amended by all prior amendments and by Chapter 28 of the Private and Special Laws of 2001 of the State of Maine, is hereby further amended and restated pursuant to Section 12 of said Chapter 28 (P. & S. L. 2001, c.28) and 13-B M.R.S.A. § 805, 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, will remain established there under the same name.

*Section 2. Government; seal; conveyance of property.* The property and government of said college will 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, as a board of fellows and their successors as trustees; 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, as a board of overseers and

their successors as trustees; and the said president, their successors and associates are hereby continued a corporation under the name of the "President and Trustees of Bates College." By that name they will 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.* The corporation is organized as a public benefit corporation, and 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 will 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 will have power to establish in said college such courses of study, departments and schools as it may elect; it will appoint officers, including a treasurer of the corporation, such other officers of business administration and such officers of educational administration as it will deem proper, and all officers of instruction; and, subject to the contractual rights of such appointees, it may remove them at pleasure; it will have power to confer such academic degrees as are usually conferred by colleges or universities. It will 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 will be chosen by the concurring votes of a majority of the members of the board of trustees; he/she may be removed from office in the same manner, provided, however, that reasonable notice will 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 will have been had before the board of trustees. The president will 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 will have general administration of the affairs of the college. The president may at his/her pleasure attend the sessions of the board of trustees; when so attending he/she will participate with the members of the board in the conduct of its business, having the right to vote; but these provisions will not apply when the business under consideration is the question of the removal of the president from office.

*Section 6. Board of Trustees.* The number of the board of trustees will not at any time be fewer than 3 or more than 40, of whom a majority of the then trustees, exclusive of the president (if he/she will be in attendance) will, except as otherwise in this act specifically provided, constitute a quorum for the transaction of business. They will choose a chairperson and a vice chairperson who will preside at their meetings, and who will 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 will choose from or without the membership of the board a secretary of the board, and he/she will be the secretary of the corporation; they will fill all vacancies occurring in the board; they may, by such procedure as the rules provide, declare a vacancy therein whenever, in their judgment, sufficient cause therefor exists.

*Section 7. Term of Office; election to office; transition.* All persons who are serving as members of the Board of Fellows or Board of Overseers shall hereafter be Trustees effective July, 2004. Trustees will be elected by a vote of at least a majority of the current members of the board of trustees. A trustee will be elected for a term of five years, with each trustee being permitted to be elected to a maximum of two consecutive five year terms. Notwithstanding the foregoing, however, (i) any trustee serving on July 1, 2004 will have his/her term determined in accordance with transition rules adopted by the Committee on Board Governance and approved by the Executive Committee; and (ii) a trustee may serve additional terms in excess of two consecutive terms upon request of the Executive Committee with approval of not less than two-thirds of the then trustees, exclusive of the trustee whose term may be extended. At any annual meeting of the board of trustees, replacement or successor trustees due to death, resignation, removal, or expiration of term, will be elected from persons nominated by the Board Governance Committee, two of whom will be nominees of the Alumni Association of Bates College. A member of the board of fellows holding office on July 1, 2004,

will on said date become a trustee having the same term of office which he/she held as a fellow and will continue thereafter in office as a trustee until he/she dies, resigns, is removed, or becomes a trustee emeritus as the by-laws prescribe. A member of the board of overseers holding office on July 1, 2004, will on said date become a trustee having a term of office ending on the same date as the term which he/she held as an overseer and shall continue in office as a trustee until he/she dies, resigns, is removed, becomes a trustee emeritus as the by-laws prescribe, or his/her term expires.

*Section 8. Annual meeting.* The corporation will hold an annual meeting at such time near or during the period of college commencement as the board may by rule or by-law prescribe; and the board may by rule or by-law 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 by action taken by the board of trustees, a quorum of which will consist of a majority of the trustees then currently in office exclusive of the president, if he/she will be in attendance.

*Section 10. Executive committee.* The board of trustees may appoint from their number an executive committee of not fewer than 5. The president will be a member of this executive committee. The chairperson of the executive committee will be the chairperson of the board of trustees. In his/her absence the executive committee will be chaired by the vice chairperson of the board of trustees. 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 board of trustees at any intervening meeting; and the board of trustees may appoint such other committees for such periods and with such powers as it shall deem proper.

*Section 11. Repealing clause.* This act will 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, will hereafter apply to this corporation in all respects, including amendment or restatement of this Charter. Any amendment or restatement of this Charter hereafter will 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 will 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 will determine.

*Section 2.* There will be held each year two other meetings of the Board, which will be held at such time and at such place as the Corporation or Executive Committee will 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 Executive Committee or the President whenever in their/his/her judgment occasion may require and will be called upon request made in writing by not less than five members of the Corporation's Board of Trustees 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 will determine.

*Section 4.* The Secretary will 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 will meet and the Chairperson of the Board of Trustees, as Chairperson of the Corporation, will preside if present, and if not, the Vice Chairperson of the Corporation will preside. In the absence of the Chairperson, Vice Chairperson or Secretary, the Board will elect a Chairperson, Vice Chairperson or Secretary *pro tempore*.

*Section 7.* At any regular meeting of the Corporation, it will 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 Board of Trustees, the Board may consider and act upon any matter which under the charter may or must be acted upon.

*Section 9.* A Board member who becomes 70 years of age prior to the Annual Meeting of any year will become Trustee Emeritus at the conclusion of the meeting. Notwithstanding the foregoing, the current Board may, at its discretion, request any retiring Board member(s) whose term is completed to further serve the College and the Corporation in some other capacity, when and where appropriate, with such authority as may be required.

## ARTICLE II

### THE PRESIDENT

*Section 1.* It will 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, will give him/her, and he/she will have such powers as are reasonable and necessary for the carrying out of such instructions.

*Section 2.* The President will 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 will be essential to the execution of all deeds and contracts to which the Corporation may become a party, and the signature of the President will be essential to the authentication of diplomas unless otherwise ordered by the Corporation; provided, however, that the word “contracts” as used herein will not be held to include any contract involving a sum designated from time-to-time by the Board.

*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 will elect some person as Acting President, who will perform such duties of the presidency as they may determine until further action thereon is had by the Corporation.

## ARTICLE III

### THE CHAIRPERSON AND VICE CHAIRPERSON OF THE CORPORATION

*Section 1.* The Chairperson of the Corporation will be elected at the annual meeting of the Board of Trustees.

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

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

*Section 4.* The Chairperson of the Corporation will, 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 Trustees will serve as the Vice Chairperson of the Corporation and will chair relevant meetings in the absence of the Chairperson of the Corporation. The Vice Chairperson may serve for a term not longer than two years.

## ARTICLE IV

### THE SECRETARY OF THE CORPORATION

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

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

*Section 3.* The Secretary will make and keep minutes of all meetings of the Corporation and of the Executive Committee.

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

## ARTICLE V

### THE TREASURER OF THE CORPORATION

*Section 1.* The Treasurer of the Corporation will be elected at the annual meeting of the Corporation and will hold office at the discretion and appointment of the Board or until his/her successor is thereafter elected and has qualified.

*Section 2.* The Treasurer will 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 will receive all the moneys which may become receivable by the Corporation; he/she will be responsible for the custody of the same, and he/she will disburse the same as the obligations of the Corporation will require and under such rules of procedure as the Executive Committee may establish; provided, however, that nothing in this section contained will be construed to prevent the appointment and use of an officer or officers having the title of business manager, or similar title, who will 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 will 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 will 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 will keep an account of moneys received, held, and disbursed by or for him/her, and he/she will 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 will be appended a certificate of audit, signed by the certified public accountants, selected by the Corporation.

*Section 5.* The Treasurer will 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 will 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 will 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 will 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 will 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 will 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 Board is 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 Trustees.

*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 will 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 the Board. 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 will, from time-to-time, reconsider the charge and/or scope of a standing committee. The Committee on Board Governance will have among its members the President and the Chairperson of the Corporation.

*Section 2. The Committee on Investment.* There will be a Committee on Investment which establishes investment policy, and invests all funds available for investment in accordance with these policies. The Committee also oversees the investment portfolio and reviews the implementation of investment policies. The Committee reviews management of the College's financial assets and selects and replaces investment managers under conditions established by the Committee.

*Section 3. The Committee on College Infrastructure.* There will be a Committee on College Infrastructure which oversees the physical assets of the College, both on and away from the campus. These assets include all buildings, grounds and equipment, information and technology resources, special academic facilities and services that support the operation of the College.

The Committee is responsible for ensuring that the College has adequate physical assets, information resources and technology, and appropriate policies and plans for maintaining them. The Committee also oversees major construction projects and the overall development of the College's physical assets to support the academic mission of the institution as reflected by its strategic plans and policies.

*Section 4. The Committee on Academic Affairs.* There will be a Committee on Academic Affairs which will be advisory in its character and functions. Committee members will familiarize themselves with the program of studies pursued in the College, with the academic activities of the members of the teaching staff, and with the budget that reflects and supports the College's academic priorities. The Committee also will oversee the College's athletics program and the academic activities of The Center for Community Partnerships. The Committee will meet with elected members of the Faculty's Committee on Conference with the Trustees to discuss matters of mutual concern to the Faculty and the College. A standing sub-committee will serve as the Trustee Appeals Committee, when called for by rule. The Committee will make recommendations to the Board concerning such matters as proposals for revision of the program of studies, requirements for degrees granted for work in courses, appointment or promotion of members of the faculty, and the creation of additional offices of educational administrations and appointments thereto.

*Section 5. The Committee on Honorary Degrees.* There will be a Committee on Honorary Degrees consisting of five or more members of the Corporation of which committee the President will be a member. It will be the duty of this committee to propose to the Corporation candidates for honorary degrees, which degrees by vote of the Corporation will 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 will 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 will be a Committee on Admissions and Financial Aid which reviews policies and confirms current admissions and financial aid practices. The Committee also monitors long-term planning for these practices. The Committee will make recommendations to the Board concerning policies related to current and planned practices.

*Section 7. The Committee on Student Affairs.* There will be a Committee on Student Affairs which will consider the extent and quality of student life, development and welfare. Particular attention is given to health services, counseling, conduct, security, extracurricular activities, career services and other student services. Additionally, the Committee considers the structure and scope of co-curricular life at the College, including cultural, religious and service experiences. The

Committee examines, with the staff, those co-curricular aspects of campus life that are supportive of student learning and development and guides their direction and emphasis.

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

*Section 8. The Committee on College Advancement.* There will be a Committee on College Advancement which oversees the fundraising planning and activities of the College. The Committee establishes policies and recommends efforts and means of raising resources other than fees. Particular attention is given to annual giving, major gifts, bequests and planned gifts, and support from foundations, corporations and government. The Committee engages all Trustees in development activities, including seeking their leadership as donors and volunteers in major campaigns and annual giving. From time-to-time, the Committee establishes subcommittees or councils to aid in aspects of the fundraising effort.

*Section 9. The Committee on Budget and Finance.* There will be a Committee on Budget and Finance which oversees the financial planning process of the College. Primary oversight responsibilities include the review and approval of operating and capital budgets, financial policies, including investment spending policies and College-imposed borrowing limits, and any financing by the College. The Committee will recommend to the Board the approval of operating and capital budgets, the annual comprehensive fee, financial policies, and any financing by the College.

*Section 10. The Committee on Audit and Legal Affairs.* There will be a Committee on Audit and Legal Affairs which oversees the College's processes for managing risks, maintaining the integrity, quality and timeliness of financial reporting, and complying with all laws and regulations relevant to the College. The Committee will arrange and oversee the annual audit of the financial statements and any other audit that may be required. The Committee will oversee the College's conflict-of-interest policy and make appropriate disclosure to the Board and others, as required. The Committee will review with the administration and with College Counsel those matters, current and forthcoming, that may expose the College or its officers, Trustees or employees to legal liability, whether civil or criminal, and make recommendations to the College with respect to such matters. The

Committee will recommend to the Board the selection and/or appointment of independent auditors and College Counsel and assess their performance.

*Section 11. The Committee on College and External Relations.* There will 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 will provide leadership for the College's relationships with the area community and will 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 will 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 will 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, will 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 will 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, will stand between the President and the full professors still in the active service of the College.

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

*Section 6.* If the President will so request, the members of the Faculty will 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 will be granted in course to students who will 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 will be by the Faculty and degrees will be granted accordingly by vote of the Corporation.

## ARTICLE XI

### THE CALENDAR

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

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

*Section 3.* The period of terms, semesters, and vacations and the designation of holidays will be at the election of the Faculty, but the aggregate period of academic work will 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 will be circular in form and will 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 “Conditā 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 Board members present, provided that notice thereof will have been submitted in writing at a previous meeting or provided that a proposed amendment will 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 will have been included in the notice of the meeting.

*Revised by a vote of the Board, May 2004*