
Laws of the President and Trustees of Bates College

THE CHARTER

On May 5th, 2012, the President and Trustees of Bates College, pursuant to 13-B M.R.S.A., §§ 101 et seqa., amend and restate its Charter as follows, to be effective immediately upon adoption:

Section 1. Name retained. The institution of learning called the President and Trustees of 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 the State of Maine, 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 Jr., 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 Jr., 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 as 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. The successors to the Board of Fellows and the Board of Overseers now serve together on a unified Board of Trustees.

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 corporation will be faithfully devoted to the purposes of education and learning by maintaining a college or university in Lewiston with such departments elsewhere as may from time to time be established.

Section 4. Bylaws; officers; powers. The corporation may adopt such bylaws, 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 the 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 the Trustees may elect from time to time. It will be, and it is hereby, invested, in addition to the powers, privileges, rights and immunities specifically provided for in this Charter, 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 in writing specifying the grounds of removal, and that, if requested by the President, opportunity for hearing upon the specifications will have been had before the Board of Trustees. The President will be the chief executive officer of the corporation and 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 full and final authority and responsibility for all affairs of the college including academics, operations, finances, marketing and advancement. The President is an *ex officio* member of the Board of Trustees and all committees, and may at his/her pleasure attend, participate and vote at the meetings of the Board of Trustees and its committees, except for meetings or portions of meetings designated by the Trustees or any committee thereof as “independent.”

Section 6. Board of Trustees. The number of the Board of Trustees will not at any time be fewer than three 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 Charter 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 a secretary of the Board, and he/she will be the secretary of the corporation; they will nominate and elect Trustees as required and constitute the standing committees of the Board as prescribed by this Charter and the corporation’s bylaws.

Section 7. Term of Office; election to office; transition. 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 up to five years, with each Trustee being permitted to be elected to a maximum of two consecutive terms. Notwithstanding the foregoing, 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. Trustees will be nominated by the Board Governance Committee and elected or reelected at the annual meeting of the Board, and in any given academic year, the Board Governance Committee will request the names of up to two prospects from the Alumni Association of Bates College, provided there are at least two vacancies. Under special circumstances, the Board may elect Trustees at other meetings.

Trustee terms will typically be coterminous with the academic year of the college, beginning on July 1st of a given year, and ending on June 30th of the fifth year of service. If a Trustee is elected at any other meeting during the year, the term will begin upon the date of election by the Board, and end on June 30th of the fifth academic year of the term.

Section 8. Annual meeting. The corporation will hold an annual meeting, typically in May of each year, and prior to the period of college commencement as the Board may by rule or in the corporation's bylaws prescribe; and the Board may by rule or in the corporation's bylaws provide for the holding of intervening meetings, typically with a regular meeting of the Board in October and January of each year; provided, however, that the President or the chairperson of the Board may call a meeting of the corporation at any time, giving such notice to all the members as the bylaws may provide.

Section 9. Quorum. Except as otherwise specifically provided in this Charter and the corporation's bylaws, 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 five. The President will be a member of the 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 Nonprofit Corporation Act, contained in 13-B M.R.S.A. §§ 101 et seq., or as it may be amended or replaced, will hereafter apply to this corporation in all respects, including amendment or restatement of this Charter.

The Bylaws

ARTICLE I

MEETINGS OF THE CORPORATION

Section 1. The annual meeting of the President and Trustees of Bates College (hereinafter referred to as “the Corporation” or “the College”) will typically be held in May of each year and always prior to 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 Corporation, 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 Chairperson of the Board or the President whenever in 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. Any special meeting may be held by teleconference or at such place as the Executive Committee will determine.

Section 4. The Secretary will send to each member of the Corporation at his/her last known address a notice of all meetings at least three business days prior to the date thereof and in the case of any special meeting stating therein the matters and things to be considered and acted upon. Electronic

notification will be acceptable means of notice unless a Trustee specifically requests otherwise.

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 periodic reports from each standing and ad hoc committee and an annual report from the President.

Section 8. At any meeting of the Corporation, the Board may consider and act upon any matter which under the Charter may or must be acted upon.

Section 9. Any action which may be taken at any annual or special meeting of the Board of Trustees or at a meeting of any committee may be taken without a meeting if a majority of the voting Board or committee members sign a written consent or consents setting forth the action taken or to be taken.

Section 10. The Board of Trustees may conduct a regular or special Board meeting or Committee meeting, or permit any or all Trustees to participate in such a meeting, through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. The Trustees may meet in independent session for the purpose of considering personnel matters, acquisition or disposition of property, consultation with legal counsel, the discussion of information the premature disclosure of which would prejudice the College or such other extraordinary matters as the Trustees may determine appropriate for independent consideration.

Section 12. All Board members who retire from service as a Trustee in good standing will become members of the Cheney Society. In addition, a Board member who retires after completing more than two full terms of service as

a Trustee will become a Trustee Emeritus upon his or her retirement from the Board. Finally, any Trustee who reaches the age of 70 years prior to the end of his/her term will not be eligible to stand for reelection after the end of their term. Notwithstanding the foregoing, a Trustee who has reached age 70 may be permitted to serve an additional term upon the request of the Executive Committee, with approval of not less than two-thirds of the then Trustees, exclusive of the Trustee being so considered.

The Board may, at its discretion, request any retiring Board member 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 College 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 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 the President. He/she will have such powers as are reasonable and necessary for the carrying out of such instructions. All officers of administration and members of the teaching faculty shall be responsible to the President of the College, or to such officer or officers as the President may designate, for the satisfactory performance of their respective duties as set forth by the President, or by such officer or officers as the President may designate, except as may otherwise be provided in the Charter, these Bylaws, or by the vote of the Trustees.

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, except for those contracts involving less than an amount designated by the Board from time to time, and the signature of the President will be essential to the authentication of diplomas unless otherwise ordered by the Corporation.

Section 4. The term of the President's service will be described in a contract between the Board of Trustees and the President. 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 will elect some person as Acting President, who will perform such duties of the presidency as they may determine until further action thereon is taken by the Board.

ARTICLE III

THE CHAIRPERSON AND VICE CHAIRPERSON OF THE CORPORATION

Section 1. The Chairperson of the Board of Trustees will be the Chairperson of the Corporation. He or she 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 in such capacity for up to two consecutive terms.

Section 3. The Chairperson of the Corporation will preside over meetings of the Corporation and the Executive Committee when he/she is in attendance.

Section 4. The Chairperson of the Board of the Corporation will, from time to time and at the request of the President, provide advice and counsel to the President.

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 will typically serve for a term not less than two years and not more than four years, to be ratified annually by the Board.

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 and has qualified. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary, who shall be responsible to and report to the Secretary.

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. Except as otherwise specifically provided in the Bylaws, 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; will be responsible for the custody of the same, and will disburse the same as the obligations of the Corporation will require and under such rules of procedure as the Executive Committee or relevant standing committee may establish; provided, however, that nothing in this section 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 3. The Treasurer will keep an account of moneys received, held and disbursed by or for him/her, and 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 the Treasurer's 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 4. 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 will exercise all the rights of ownership relating to such securities and make transfers thereof only in accordance with instructions given by the Committee on Investment or pursuant to written policies. The Treasurer 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 5. 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 may provide for appointment thereto and tenure thereof.

Section 2. The Corporation will fully exercise the power set forth in the Maine Nonprofit Corporation Act to indemnify its Trustees, Officers, Special Committee Members, employees and agents, and the officers, employees and agents of the College.

In furtherance of the foregoing, each Trustee, Officer, Special Committee Member, employee and other agent of the Corporation and each officer, employee and other agent of the College acting within the scope of his or her employment in good faith and in a manner reasonably believed by such person to be lawful and in the best interest of the College, shall, in accordance with the provisions of Title 13-B of the Maine Revised Statutes, be indemnified against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and necessarily incurred by such Trustee, officer, employee or agent in connection with the defense of any action, suit or proceeding to which he or she has been made a party by reason of being or having been such Trustee, officer, employee or agent. This indemnification policy shall be for the benefit of the persons described herein while serving in the capacity described, as well as after the termination of such service, with respect to actions taken while serving in such capacity and shall extend to their heirs and to their personal representatives. Expenses to the extent reasonably incurred in connection with any such action, suit or proceeding may be paid by the College in advance of the final disposition of such action, suit or proceeding, upon receipt by the College of a written undertaking by or on behalf of the person seeking indemnification to repay such amount in the event there shall be a final adjudication that such person is not entitled to be indemnified. All of such rights regarding indemnification shall be in addition to any other

rights to which the indemnified person may be entitled under any law, insurance policy, statute, agreement, vote of the Trustees, or otherwise.

The provisions of these Bylaws with respect to employees and agents shall be subject to any procedures and conditions established by the Corporation and published in the Faculty and Staff Handbooks.

ARTICLE VII

THE EXECUTIVE COMMITTEE

Section 1. The Executive Committee will be nominated by the Board Governance Committee and be elected annually by the Board at its annual meeting. It will typically be composed of Chairs or Vice Chairs of major standing Committees, and may include other Trustees selected by the Chair. The Executive Committee is empowered by the Charter of the Corporation to act for the Corporation when the Board is not meeting. Minutes of Executive Committee meetings shall be distributed to all Trustees.

Section 2. Should the offices of Board Chairperson, Vice Chairperson, Treasurer or Secretary become vacant, or should the holder of one of these offices become temporarily unable to perform the duties of the office, the Executive Committee may fill the vacancy subject to ratification by the full Board.

ARTICLE VIII

OTHER STANDING COMMITTEES OF THE CORPORATION

Section 1. Unless otherwise noted, members of committees will be appointed annually by the Board Governance Committee.

Section 2. 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 athletic program and the academic activities of The Harvard Center for Community Partnerships. The Committee will meet with elected members of the Faculty's Committee on Faculty Governance to discuss matters of mutual concern to the Faculty and the College. 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. A standing subcommittee will serve as the Trustee Appeals Committee, when called for by rule.

Section 3. 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 standards. The Committee also monitors long-term planning for these standards. The Committee will make recommendations to the Board concerning policies related to current and planned standards.

Section 4. 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 assess their performance.

Section 5. Board Governance Committee. There will be a Board Governance Committee which makes recommendations to the Corporation regarding the appointment of its new members. The Committee oversees the development and support of Trustees 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 and review the Board's performance as a whole. The Committee on Board Governance will have among its members the President and the Chairperson of the Corporation.

Section 6. The Committee on Budget and Finance. There will be a Committee on Budget and Finance which oversees the financial affairs of the College to ensure that they are sound, consistent with its mission and reflective of its priorities. Oversight responsibilities include: long-term financial planning; the review and approval of operating and capital budgets, major capital allocation decisions; financial policies, including investment spending policies and College-imposed borrowing limits; any

financing by the College; and any other significant financial decisions undertaken 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 7. The Committee on Campus Life. There will be a Committee on Campus Life which will consider the extent and quality of student life, development and welfare. Particular attention is given to health services, counseling, conduct, security, athletic activities, extracurricular activities 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 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 10. The Committee on Communications and Marketing. There will be a Committee on Communications and Marketing which provides overall guidance on how the College communicates and promotes Bates'

mission to internal and external audiences, including prospective students and parents, current students and parents, faculty, alumni and donors. The Committee will oversee the College's marketing efforts in admissions, advancement, career services, alumni outreach and other areas, and will encourage the integrated use of media platforms to deliver a consistent, contemporary and compelling message regarding the College's special attributes and its position as a "college for coming times."

Section 11. The Committee on Honorary Degrees. There will be a Committee on Honorary Degrees. 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 12. 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 13. Special Committee Members. The Chair of a standing committee (except the Executive Committee) may in exceptional circumstances request that a person who is not a Trustee be appointed to serve as a member of that committee. The request will be made to the Board Governance Committee, identifying the prospective committee member and the reasons for the appointment. If the Board Governance Committee concurs, the request will be sent to the Executive Committee for approval. A committee member appointed through the authority of this section will serve on such committee as a Special Committee Member. The term of service for a Special Committee Member shall extend through the academic year of the appointment. A term may be extended on yearly intervals upon committee request and approval of the Board Governance Committee. A Special Committee Member may vote in committee and participate in independent sessions. He or she shall, as a condition to appointment and service, comply with the conflict-of-interest policy and disclosure requirements specified by the Audit and Legal Committee, and shall agree to be bound by the standards for Trustees as set forth in 13-B M.R.S.A. §§717 and 718, as the same may be amended from time to time.

Section 14. A majority of the Trustee members of a standing committee shall constitute a quorum for the transaction of business. The act of a

majority of the members of the committee, who are present at a meeting at which a quorum is present, shall constitute the act of the committee.

ARTICLE IX

THE FACULTY OF THE COLLEGE

Section 1. The Faculty of the College will consist of the President, the Deans, the Treasurer and Academic staff including 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, reappointment, 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 resolutions of the Corporation.

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

Section 4. 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 5. 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

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.

Section 3. Honorary Degrees. Honorary degrees shall be conferred by the Corporation upon recommendation of the Committee on Honorary Degrees. The honorary degrees of Doctor of Divinity, Doctor of Science, Doctor of Music, Doctor of Letters, Doctor of Fine Arts, Doctor of Laws and Doctor of Humane Letters are awarded in recognition of creative work, eminent scholarship, or distinguished public service in the fields named. The honorary degree of Doctor of Humane Letters may be awarded for distinctive service in the field of public education. The honorary degree of Doctor of Laws is not restricted to any one pursuit or calling but is usually conferred for eminent distinction and public service in the fields of law, politics, education and business. The College may confer any other appropriate degrees. Candidates for honorary degrees shall appear in person to receive their degrees at the College Commencement or at other formal convocations and shall be presented by the President.

ARTICLE XI

THE CALENDAR; TERMS OF OFFICE

Section 1. The fiscal year of the Corporation will begin on July 1 and end on June 30 of the following year.

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 New England Association of Schools and Colleges

Section 4. All terms of service by the members of the Board of Trustees and officers of the Corporation, with the exception of the President, will begin on the first day of the academic year immediately following the annual meeting at which they were elected or ratified. Notwithstanding the foregoing, if a Trustee is elected at any other meeting during the year, the term will begin upon the date of election by the Board. Terms of service will end on June 30 of the year in which they expire pursuant to provisions in the Charter and Bylaws.

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

DISPOSITION OF ASSETS UPON CORPORATE DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, all of the property and assets of the Corporation remaining after the Corporation's debts and obligations are paid and discharged in full shall be conveyed, transferred and distributed to one or more institutions or organizations that are created or organized for nonprofit purposes substantially similar to those of the Corporation and that are exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, as a majority of the total number of the Trustees of the Corporation then serving may by vote designate, in such proportions and manner as may be set forth in the vote.

ARTICLE XIV

AMENDMENTS

Section 1. These bylaws may be amended, repealed or restated 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 5, 2012