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# The Charter and Bylaws of Bates College



Lewiston, Maine

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## THE CHARTER

On May 6th, 2017, the President and Trustees of Bates College, pursuant to 13-B M.R.S.A., §§ 101 et seq., 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, 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 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.

The mission of Bates College reads: Since 1855, Bates College has been dedicated to the emancipating potential of the liberal arts. Bates educates the whole person through creative and rigorous scholarship in a collaborative residential community. With ardor and devotion — *Amore ac Studio* — we engage the transformative power of our differences, cultivating intellectual discovery and informed civic action. Preparing leaders sustained by a love of learning and a commitment to responsible stewardship of the wider world, Bates is a college for coming times.

**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 and 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, the President 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 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 members of the Board of Trustees will not at any time be fewer than nine or more than 40, of whom a majority of the then Trustees, exclusive of the President (if the President is in attendance) will, except as otherwise in this Charter specifically provided, constitute a quorum for the transaction of business. They will choose a Chair and a Vice Chair who will preside at their meetings, and who will serve as the Chair and Vice Chair 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, who 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 an additional term 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 Committee on Nominating and elected or reelected at the meetings of the Board. The Committee on Nominating will welcome recommendations of new Trustees from the Alumni Council of Bates College and other members of the Bates community.

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 the fall and winter of each year; provided, however, that the President or the Chair 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, and a special meeting may be called at the request of members of the Board

of Trustees in accordance with such applicable procedural provisions (including any required minimum number of requesting members) as the Corporation's 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 the President is in attendance.

**Section 10. Executive committee.** The Board of Trustees may appoint from their number an Executive Committee of not fewer than five including the chairs and co-chairs of all standing committees. The President will be a member of the Executive Committee. The Chair of the Executive Committee will be the Chair of the Board of Trustees. The Vice Chair of the Executive Committee will be the Vice Chair of the Board of Trustees. In the Chair's absence the Executive Committee will be chaired by the Vice Chair 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. Governing Law; Amendment and Restatement.** The Maine Non-Profit 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. For the avoidance of doubt, chapter 28 of the private and special laws of Maine of 1937, entitled "An Act Amending the Bates College Charter," having previously been repealed, is of no effect. This Charter may be amended, repealed, or restated in accordance with the provisions of Article XIV, Section 1 of the Corporation's bylaws as though such section by its terms applied to 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 place, and in such manner, 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 place, and in such manner, as the Corporation or Executive Committee will determine — typically the last weekend of October and the first weekend of February.

**Section 3.** Special meetings of the Corporation may be called by the Chair of the Board or the President whenever in the Chair’s or the President’s judgment occasion may require. Special meetings may also 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 virtually or at such place as the Executive Committee will determine.

**Section 4.** Each member of the Corporation will receive at the member’s 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 Chair of the Board of Trustees, as Chair of the Corporation, will preside if present, and if not, the Vice Chair of the Corporation will preside. In the absence of the Chair, Vice Chair, or Secretary, the Board will elect a Chair, Vice Chair, 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, which may include, at the discretion of the Chair, periodic reports from standing and ad hoc committees and 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 all of the voting Board, Executive Committee, or committee members (as applicable) sign a written consent or consents setting forth the action taken or to be taken. Electronic communication will be an acceptable means of consent.

**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 at the meeting.

**Section 11.** The Trustees may meet in executive session, which may also be an 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 two full terms of service as a Trustee will become a Trustee Emerita/us upon the member's retirement from the Board. In special circumstances, the Board may confer Trustee Emerita/us status on a Board member who has completed more than one term but less than two full terms of service.

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. The President 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 at least annually at a meeting of the Corporation a report on the state of the College.

**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 the President become vacant or should the President be temporarily unable to perform the President's duties, 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 CHAIR AND VICE CHAIR OF THE CORPORATION

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

**Section 2.** The Chair may serve for a term of service of four years, ratified annually by the Board; a Chair may serve in such capacity for up to two consecutive terms. Either the Chair's term as chair or the underlying trustee term may be extended by the Board for a maximum of two additional years.

**Section 3.** The Chair of the Corporation will preside over meetings of the Corporation and the Executive Committee when in attendance.

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

**Section 5.** The Vice Chair of the Board of Trustees will serve as the Vice Chair of the Corporation and will chair relevant meetings in the absence of the Chair of the Corporation. The Vice Chair 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 the Secretary's 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 the Secretary's 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 the Treasurer's 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 such officer or officers. 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 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 their 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 the Maine Nonprofit Corporation Act, be indemnified against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and necessarily incurred by such Trustee, officer, Special Committee Member, employee, or agent in connection with the defense of any action, suit or proceeding to which they have been made a party by reason of being or having been such Trustee, officer, Special Committee Member, 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 and co-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 made available to all Trustees.

**Section 2.** Should the offices of Board Chair, Vice Chair, 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 (or another committee as its delegate) 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.** List of Standing Committees. There will be the following standing committees:

- The Committee on Academic Affairs
- The Committee on Admission and Financial Aid
- The Committee on Audit and Legal Affairs
- The Committee on Board Governance
- The Committee on Budget and Finance
- The Committee on College Advancement

The Committee on College Infrastructure  
 The Committee on Communications and Marketing  
 The Committee on Equity, Inclusion, and Antiracism  
 The Committee on Honorary Degrees  
 The Committee on Investment  
 The Committee on Nominating  
 The Committee on Student Affairs

**Section 3.** Ad Hoc Committees. The Board of Trustees may appoint such other committees for such periods and with such powers as it shall deem proper.

**Section 4.** 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 Committee on Nominating, identifying the prospective committee member and the reasons for the appointment. If the Committee on Nominating 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 Committee on Nominating. A Special Committee Member may vote in committee and participate in independent sessions. As a condition to appointment and service, a Special Committee Member must comply with the conflict of interest policy and disclosure and confidentiality requirements specified by the Audit & Legal Affairs 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 5.** 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, 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 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 provide 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 and Bachelor of Science 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. In the event that the College Commencement or other formal convocation is held virtually, or should the College deem it unsafe to travel to campus, candidates may appear virtually, including in advance of and for broadcast at the Commencement or formal convocation when circumstances require, and their honorary degree may be conferred.

## 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 Commission of Higher Education.

**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 the Audit & Legal Affairs, Board Governance or Executive Committees for submission at a regular meeting of the Corporation and the proposed amendment will have been included in the notice of the meeting.

**Bates**