

THE BY-LAWS
OF
SPELMAN COLLEGE

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ARTICLE I

POWERS AND DUTIES

The Board of Trustees shall oversee and control the property, business and affairs of Spelman College. The role of the Board of Trustees is one of overall governance rather than one of active administration. Trustees at all times shall serve the College as a whole, rather than any particular internal or external constituency thereby preserving institutional independence. The Board of Trustees sets broad policy, and delegates the day-to-day operation of the College to the President. The powers and duties of the Board shall be as set forth in the Articles of Incorporation and shall include the following:

- 1) The Board shall elect the President of the College; and elect the officers of the Board; and the Board shall annually evaluate the performance of the President of the College.
- 2) The Board shall set basic educational and fiscal policy for the College, and authorize the granting of degrees.
- 3) In the case of death, resignation, removal or extended absence or inability to act of the President, the Board shall elect an Acting President to hold office for such period of time as the Board may determine.
- 4) The Board shall have the power to grant promotion and tenure upon recommendation of the President.
- 5) The Board shall have the power to remove any person whom they have appointed or caused to have appointed in accordance with the terms of the appointment.
- 6) The Board shall enact By-Laws, or other necessary regulations.

ARTICLE II

MEMBERSHIP

Section 2.1 **Number**

The Board of Trustees shall consist of not less than eighteen or more than thirty Trustees, including ex officio Trustees.

Section 2.2 **Composition**

The President of Spelman College shall be an ex officio voting member of the Board. One place shall be reserved for a person presently serving on the faculty of Spelman College. One place shall be reserved for a student currently enrolled at Spelman College. One place shall be reserved for an alumna of Spelman College. These three places will be held by persons selected by the procedures outlined in Section 5.11 of these By-Laws. Whether nominated by a constituent group or not, all trustees bear the same responsibility to act in the best interest of the institution as a whole, and to serve its many constituents, exercising independent, unbiased judgment free of undue influence from political, religious or other external bodies, in the discharge of his or her responsibilities to the College.

Section 2.2.1 **Board Representatives**

There will be three representatives to the Board as follows: 1) The President of the National Alumnae Association of Spelman College; 2) the President of the Spelman College Student Government Association; and 3) the Faculty Council Chair. Each president/chair shall serve as a representative to the Board of Trustees during the term of his/her elected position.

Representatives to the Board will be invited to attend Trustee meetings, as deemed appropriate by the Chair of the Board, but are not eligible to vote.

Section 2.3 **Classes**

All Trustees except *ex officio*, Life, and Honorary Trustees, shall be divided into three classes, each of which shall be of approximately the same number so that the terms of one-third (1/3) of such Trustees shall, insofar as practical, expire each year on the date of the Annual Meeting.

Section 2.4 **Term**

The term of all Trustees except *ex officio*, Life, and Honorary Trustees shall be three years and shall commence at the end of the meeting at which they are elected.

Section 2.5 **Nomination**

Nominations to fill the places of members whose terms are about to expire shall be made to the Board by the Board Affairs Committee. When a vacancy occurs prior to the expiration of a member's term, the Board Affairs Committee shall present as soon as practicable its recommendation for a successor to fill the unexpired term.

Section 2.6 **Election**

Trustees shall be elected by a majority vote of the Board. Except in the cases of unexpired vacant terms and Life and Honorary Trustees, Trustees shall ordinarily be elected at the Annual Meeting of the Board.

Section 2.7 **Re-Election**

Except as provided in the remainder of this Article, any Trustee whose third consecutive three-year term has expired shall not be eligible for re-election as a Trustee for one year following such expiration. This provision can be waived under the following circumstances:

- 1) If a Trustee is an officer of the Board, then that Trustee, upon nomination by the Board Affairs Committee and upon three-fourths (3/4) vote of the Trustees, may be elected to additional terms without waiting for the expiration of a year.

- 2) If a project or program of great significance to the College is underway and the loss of a Trustee by reason of expiration of his or her third regular term would prejudice its completion, then that Trustee, upon nomination by the Board Affairs Committee and upon three-fourths (3/4) vote of the Trustees, may be elected to additional terms without waiting for the expiration of a year.

Section 2.8 **Life Trustees**

The Board may, upon the recommendation of the Board Affairs Committee, designate as Life Trustees former members of the Board who have served the College and the Board with unusual distinction. Life Trustees may participate at all meetings of the Board and may serve on its committees, but shall not have the right to vote. The term of a Life Trustee is without limit.

Section 2.9 **Suspension or Removal**

A Trustee may be removed for cause if in the judgment of two-thirds of the Trustees then in office she/he has engaged in fraudulent or dishonest conduct, or gross abuse of authority or discretion, with respect to the College or otherwise has engaged in conduct in violation of the policies or By-laws of the College including but not limited to the policy on conflicts of interest. A trustee may be removed after due process and upon two-thirds vote of the Spelman College Board of Trustees. Due process standards include providing the trustee with written notice and an opportunity to be heard at a fair and impartial hearing of a subcommittee of the Board. The subcommittee shall be appointed by the Chair of the Board and the Chair of the Board Affairs Committee shall act as chair of the subcommittee. Such subcommittee shall submit a recommendation to the full Board for a vote.

A Trustee may be suspended by the Chair of the Board pending an investigation of alleged violations of College policy and/or By-laws.

A Trustee may appeal a decision of removal within 30 days of notification by the Board. Such appeal must be in writing. If there is a request for an appeal the Chair of the Board shall appoint a subcommittee of the Board for the appeal. Such subcommittee shall submit a recommendation to the full Board for a vote.

Section 2.10 **Resignations**

A Trustee may resign at any time by giving written notice to the President, the Chair of the Board, or Secretary of the College. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 2.11 **Disqualification by Absence or Incapacity**

If any Trustee fails to attend three consecutive meetings of the Board without an adequate reason for his or her absence, or shall be, in the judgment of the Board, permanently incapacitated or unable to perform his or her duties as Trustee, his or her seat may be declared vacant by the Board.

Section 2.12 **Vacancies**

Any vacancy or vacancies arising in the Board because of death, resignation, removal for cause by action of the Board, disqualification, an increase in the number of Trustees, or any other reason, may be filled by a majority of the remaining members of the Board though less than a quorum, at any regular or special meeting; and each person so elected shall be a Trustee to serve for the balance of the unexpired term.

ARTICLE III

MEETINGS

Section 3.1 **Place of Meeting**

Meetings of the Board may be held at such place as the Board may from time to time determine, except that the Annual Meeting and at least one other regular meeting of the Board each year shall be held in Atlanta.

Section 3.2 **Regular Meetings**

There shall be not less than three regular meetings of the Board annually. These meetings shall be at such times as the Board may from time to time designate provided that one of such meetings shall be held in April or May of each year and shall be called the Annual Meeting.

Section 3.3 **Special Meetings**

Special meetings may be called by the Chair or by the President or upon the written request of one-fifth (1/5) of the membership of the Board.

Section 3.4 **Notice**

Written notice of the time and place of each regular meeting shall be sent to all Trustees at least one month in advance of the meeting.

Written notice of the time, place and purpose of each special meeting of the Board shall be sent to each Trustee at least forty-eight hours in advance of the meeting. The notice of a meeting pursuant to the written request of one-fifth (1/5) of the Board shall specify the object or objects for which the meeting is called, and the Board shall be restricted at such meeting to the transaction of the business specified in the notice.

Section 3.5 **Notice, What Constitutes**

Whenever written notice is required to be given to any Trustee under the provisions of the Articles, it may be given to such person via first class mail or electronic transmission to the address of record supplied to the College for the purpose of notice. If the notice is sent by mail it is deemed to be delivered 5 days after mailed. If the notice is sent by electronic transmission it shall be deemed to have been delivered when sent to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these By-Laws.

Section 3.6 **Modification of Proposal Contained in Notice**

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice adopt it with such clarifying or other amendments as do not enlarge its original general purpose.

Section 3.7 **Waivers of Notice**

Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice at such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.8 **Quorum, Manner of Acting, and Adjournment**

A majority of the Trustees in office shall be present at each meeting to constitute a quorum for the transaction of business. Every Trustee shall be entitled to one vote. Except as otherwise specified in the Articles or these By-Laws or provided by statute, the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Trustees present and voting may adjourn the meeting from time to time until a quorum is present. The Trustees shall act only as a Board and the individual Trustees shall act only as a Board. Except as set forth in Section 4.3, no individual Trustees shall have the power to act individually on behalf of the Board.

One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Any action which may be taken at a meeting of the Trustees may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by the number of Trustees required for such action at a meeting and shall be filed with the Secretary of the College and the Secretary of the Board, and subsequent written note of such action is provided to all Board members.

Section 3.9 **Rules of Order**

The meetings of the Board shall be conducted in accordance with the parliamentary procedure as outlined in the latest edition of Robert's Rules of Order.

Section 3.10 **Order of Business**

The agenda for a meeting of the Board shall be prepared by the Chair or the President with the approval of the Chair and sent to all members of the Board in advance of the meeting.

Section 3.11 **Confidentiality**

In the course of their duties, all Trustees, Representatives to the Board, Committee Members and Officers and others attending Board Meetings will be privy to information that is sensitive or proprietary to the College including but not limited to information that touches or concerns personnel

actions, specific cases of discipline, anticipated investment activity or property acquisitions, donors, fundraising or any other matter on which the Board votes or is known to intend to restrict disclosure.

All Trustees, Representatives to the Board, Committee Members and Officers and others attending Board meetings will also be privy to discussion of issues and ideas that are not intended to go outside the Board or to those employees or agent of the College included by the Board in its discussion. The Board and its Committees cannot function properly or effectively unless the confidentiality of all such information and all such discussions is maintained. All doubts should be resolved against disclosing confidential or potentially confidential information to anyone outside of the Board meetings. Any questions concerning this policy or its application should be directed to the Secretary of the College or the Chair of the Board.

Section 3.12 **Minutes**

Minutes will be taken at all meetings of the Board and furnished to each member of the Board.

ARTICLE IV

OFFICERS

Section 4.1 **Number and Title**

The officers of the Board consist of a Chair, two or more Vice-Chairs with equalities or priorities in office as the Board may determine, and a Secretary. The Board may also create and fill such other offices as it shall from time to time deem necessary or expedient.

Section 4.2 **Election and Tenure**

The Officers of the Board shall be elected at each annual meeting for a one-year term which shall commence at the end of the meeting at which they are elected. Ordinarily, no person shall be eligible to serve as Chair or Vice Chair for more than six successive years. Under extraordinary circumstances, the tenure of a Chair or Vice Chair may be extended beyond six years by a vote of three-quarters (3/4) of the Board.

Section 4.3 **Chair**

The Chair shall preside at the meetings of the Board and shall exercise general oversight of its activities. On appropriate occasions he or she may represent and speak for the Board. He or she shall counsel with the President as circumstances may require, and shall discharge such other duties as ordinarily pertain to the office of Chair. He or she shall, with the President, sign the diplomas for degrees granted by the College, and, except as otherwise provided in these By-Laws, shall execute such instruments as may be authorized by the Board.

The Chair shall be a voting member ex officio of all committees of the Board except the Board Affairs Committee. After consultation with the Board Affairs Committee, the Chair shall appoint the chairs of all the standing committees of the Board and shall appoint additional members after consultation with each chair. The Chair shall fill committee vacancies occurring after election or appointment, and shall appoint such ad hoc committees as he or she deems necessary and proper. The Chair may ask for a

postal or electronic vote on any proposals for which action is essential. See procedures in Section 3.8.

Section 4.4 Vice-Chairs

Vice-Chairs shall be elected from among the Trustees at each annual meeting for a one-year term. A Vice-Chair shall preside at meetings of the Board and exercise all powers, duties and privileges of the Chair in the absence or disability of the Chair unless the Board shall provide otherwise. Vice Chairs shall have other duties as the Board or the Chair may assign to them, including ex officio membership on any committee of the Board except the Board Affairs Committee.

Section 4.5 Secretary

The Secretary of the Board shall be an officer of the Board elected from among the Trustees at each annual meeting for a one-year term. The Secretary of the Board shall work with the Secretary of the College, the chief administrative staff officer assigned to the Board of Trustees, to ensure that a record of all meetings of the Board of Trustees is kept, and that all necessary notices for such meetings are issued and that a copy of the minutes of the meetings of the Board is transmitted promptly to each Trustee, and that all persons concerned with the actions taken by the Board are notified. He or she shall have charge of all records not properly belonging to the office of the President or Treasurer. He or she shall see that all bonds required by officers and employees of the College for the faithful performance of their duties are filed with the Secretary of the College. He or she shall have the custody of the Corporate Seal, and shall with it attest all documents requiring the Seal and shall perform any other usual duties pertaining to such office.

Section 4.6 President

4.6.1 Selection

The President shall be elected by the affirmative vote of not less than two-thirds (2/3) of those Trustees then in office. He or she shall be nominated by a special committee appointed for that purpose. This committee shall be appointed by the Chair after consultation with the Board Affairs Committee and shall be composed of one or more persons who shall serve as Chair, at least three additional Trustees, and such representation by, or consultation with faculty, students and alumnae as the Board may determine.

4.6.2 Tenure

The President shall hold office at the pleasure of the Board.

4.6.3 The Duties of the President

The President shall be the chief executive and educational officer of the College and shall have the duty of implementing the policies of the Board. He or she shall be responsible to the Board. The President shall have all the rights, powers, and duties appertaining to his or her office, including but not limited to those specified in these By-Laws.

The President shall have charge of the administration and governance of the College and shall have final authority over its internal affairs. He or she shall appoint a Provost of the College and

other administrative officers he or she may deem necessary, who shall perform such duties as he or she may direct and shall serve at his or her pleasure. The President is accountable to the Board for the quality of their performance.

The President shall have general supervision of instruction and discipline and shall have academic rank. The President shall preside at all commencements, confer all degrees and, together with the Chair of the Board of Trustees, shall sign the diplomas for same. The President shall make recommendations to the Board for the granting of promotions in rank and the conferring of tenure.

The President shall have full authority over the discipline of the College, including the establishment of standards and procedures and imposition of all penalties including suspension and expulsion. The Board of Trustees in its own discretion may review disciplinary actions taken which involve suspension or expulsion and such review may be by committee or by the Board as a whole.

The President shall have general responsibility for the care and use of the buildings and grounds of the College and the moveable property thereon. He or she shall present to the Board from time to time recommendations as to the care, maintenance and improvements of the corporate properties.

The President shall be an ex officio voting member of the Board, an ex officio member of all its standing committees, and of all special committees with the exception of the Human Resources Committee, the Audit Subcommittee of the Audit, Budget and Finance Committee, and the committee to select the President's successor. He or she may designate persons, acceptable to the Trustees, to keep and transcribe the minutes of meetings of the Board.

The President shall be responsible for the preparation of the annual budget of the College which shall be submitted to the Board in advance of each Annual Meeting. Except under unforeseeable circumstances beyond his or her control, once the Board has approved the annual operating budget, the President is responsible for its implementation and administration.

The President shall be responsible for the fundraising efforts of the College ensuring proper fundraising goals are set and accomplished in consultation with the Board and specifically the Development Committee. The President shall report to the Board on the results of all fundraising efforts on a regular basis.

The President shall report to the Trustees concerning the policies and regulations adopted by the officers and faculty of the College and make recommendations to the Board concerning the development of the institution. He or she shall keep the Board informed regarding the curriculum, admissions and other aspects of the educational program of the College, the conduct of student affairs and student residence rules and conditions. The President shall be the official medium of communication between the Trustees and the faculty and any individual faculty member, and between the Trustees and student body or any individual student.

The President shall be responsible for the administrative and fiscal control of the College's intercollegiate athletics program.

The President shall have the authority to execute, in the name of the College, deeds, mortgages, bonds, contracts and other instruments authorized by the Board, except where otherwise provided by resolution of the Board or by these By-Laws.

4.6.4 Delegation of Authority

The President may specifically delegate such responsibility, as a matter of routine procedure, to other academic or administrative officers or to agencies created for the purpose, subject to the approval of the Board of Trustees, but he or she shall be accountable for the implementation of any delegated assignments.

4.6.5 Vacancy

In case of vacancy in the office of President or of the absence of the President or of his or her inability to serve, an Acting President of the College shall be appointed by the Board or by the Executive Committee. In case of death, resignation, or removal of the President, the Provost of the College shall be president pro tem until an Acting President is appointed.

Section 4.7 **Additional Officers**

Additional officers of the Board may be elected at the discretion of the Board, having such duties, responsibilities and terms of office as the Board may from time to time determine. Any such additional officer need not be a member of the Board and, when and if elected to act as such, shall have such authority as may be granted by the resolution of the Board.

Section 4.8 **Absence**

At any meeting at which the Chair and Vice-Chairs are absent, those Trustees assembled shall elect one of their number to fill pro tem the place of the presiding officer or the place of the Secretary.

Section 4.9 **Vacancies**

In the case of vacancy in any of the offices by death, resignation, removal, or any other cause, the office so made vacant may be filled by the Board at any meeting pursuant to such nomination as may be prescribed in these By-Laws, and the person so elected to fill an unexpired term shall enter upon the duties of his or her office immediately upon election.

ARTICLE V

COMMITTEES OF THE BOARD

Section 5.1 **Committee Titles**

The standing committees of the Board shall consist of an Executive Committee, an Investment Committee, an Audit, Finance and Budget Committee, a Board Affairs Committee, a Development Committee, a Faculty Affairs and Educational Policy Committee, a Student Affairs Committee, a Buildings and Grounds Committee, and a Human Resources Committee.

Section 5.2 **Selection of Chairs and Committee Members**

After consultation with the Board Affairs Committee, the Chair shall appoint annually the chairs and vice-chairs of the several standing committees. After consultation with the committee chairs, the Chair shall appoint annually the other members of these standing committees. All members of standing committees shall hold office for one year or until their successors are appointed. Vacancies occurring after election shall be filled by the Chair.

Section 5.3 **Special Committees**

The Chair shall appoint the members of all special and ad hoc committees, the creation of which has been authorized by the Board or by the Executive Committee.

Section 5.4 **Honorary Trustees**

The Board may elect persons who are not Trustees to serve on committees established by the Board for such terms and under such circumstances as the Board may from time to time decide.

Such individuals will carry the title "Honorary Trustee" during their term of appointment. Honorary Trustees may participate at all open meetings of the Board, but will not have the right to vote.

Section 5.5 **Conference Telephone Meetings**

One or more persons may participate in a meeting of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5.6 **Committee Action by Written Consent**

All committees may act not only in meeting assembled, but also in the manner as described in the last sentence of Section 3.8 of these bylaws.

Section 5.7 **Proceedings**

A majority of the members of a committee shall constitute a quorum. Committees shall report to the Board at its regular meetings.

Section 5.8 **Executive Committee**

5.8.1 Powers and Duties

The Executive Committee is established to provide a practical working group which can serve as a resource for informal counseling for the President, and undertake emergency or interim actions for the whole Board when necessary. It is also the means of informing and coordinating the standing committees. It shall have all the power of the Board between meetings of the Board and shall report the proceedings and action taken at each meeting of the Board. It has the power to approve the operating budget and make revisions of it within

limitations set by the Board. It shall have the power to convey or purchase real estate, except such real estate as is directly utilized in the operations of the educational, research or other charitable functions of the College. In accordance with state law, the Executive Committee shall not have the power to authorize mergers, appoint Trustees or amend the bylaws.

5.8.2 Members

The Executive Committee shall have no less than seven members and shall include the Officers of the Board, the President of the College, the chairs of all standing committees, and other Trustees whose experience and services the Chair deems essential to the governance of the College.

5.8.3 Officers and Meetings

The Chair of the Board shall be Chair of the Executive Committee and a Vice-Chair of the Board shall be Vice-Chair of the Executive Committee. The Executive Committee shall convene on call by the Chair, the Vice-Chair, or the President or at the request of any three members of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum. Minutes of its meetings shall be kept and circulated among members of the Board.

Section 5.9 **Investment Committee**

This committee shall consist of a minimum of three Trustees in addition to ex officio members and shall make recommendations on investment policy, to be approved by the Executive Committee and implemented by the Treasurer. The Treasurer shall serve as an advisor of the committee. The committee shall have the power to invest and reinvest any endowment or other funds of the College, and to make such changes in investments from time to time as it may deem advisable, and to authorize and approve all purchases and sales of bonds, stocks and other investments, in accordance with the authority and limitations given and imposed by resolutions of the Board. The Investment Committee shall report to the Board annually in writing its investment transactions and the amount and character of the investments in its control.

Section 5.10 **Audit, Finance and Budget Committee**

This committee shall consist of a minimum of five Trustees in addition to the ex officio members. It shall assist the Board of Trustees in fulfilling its oversight responsibilities for the financial reporting process, the systems of internal control, the audit process, and the College's process for monitoring compliance with applicable laws and regulations and the Spelman College Code of Conduct. This Committee shall have the authority to review financial reports, review and recommend the College's Operating and Capital budgets to the full Board for approval, and perform other duties within its scope of responsibility as defined in its charter. It shall also have the authority to recommend the hiring and firing of independent auditors for the College.

5.10.1 Audit Subcommittee

This subcommittee shall consist of at least three Trustees and all shall be independent¹ of the College and the majority will be financially literate. At least one member shall be a person who is a “financial expert”. Financial literacy is defined as being able to read and understand fundamental financial statements. Financial expert means a person who has an understanding of generally accepted accounting principles and financial statements and an understanding of audit committee functions. It shall meet at such times as it may deem appropriate but no less than three times per year. This committee shall assist the Board in fulfilling its oversight responsibilities relating to: the integrity of Spelman’s financial statements; the systems of internal control; the performance of Spelman’s external auditors; the external auditors’ qualifications and independence and Spelman’s compliance with legal and regulatory requirements. This subcommittee shall take all appropriate actions to set the overall institutional tone for quality financial reporting, sound business risk practices and ethical behavior.

Section 5.11 Board Affairs Committee

This committee shall consist of a minimum of three Trustees, in addition to ex officio members, a majority of whom are not on the Executive Committee. This committee shall develop and implement a long range Trustee recruitment plan, compile lists of potential new Trustees, and screen candidates for Board membership. At each annual meeting the committee shall recommend nominees to fill vacancies on the Board. It shall also nominate persons for the position of Life Trustee. This committee will review the effectiveness of Trustees whose terms are due to expire before they are nominated for re-election. Trustees who are serving the last year of their elected terms shall not usually be eligible for appointment to this committee.

When nominating persons to fill the place reserved for a member of the faculty of Spelman College, this committee shall recommend one or more persons from among candidates recommended to this committee by the faculty of Spelman College. When nominating persons to fill the place reserved for a member of the student body of Spelman College, this committee will recommend one or more persons from among candidates recommended to this committee by the Student Government Association of Spelman College. When nominating persons to fill the place reserved for an alumna, this committee will recommend one or more persons from among candidates recommended to this committee by the National Alumnae Association of Spelman College. If a vacancy occurs in the places reserved for a student, a faculty member, or a Spelman alumna, nominations for such vacancy will be made in a similar manner.

At each annual meeting this committee shall recommend to the Board nominees for the officers of the Board. It shall also nominate persons to fill any vacancy existing among the officers of the Board except the President, whose selection is governed by other provisions of these By-Laws.

The Board Affairs Committee shall also advise the Chair and President with regard to frequency, sequence, and format of Board and Committee meetings, and all other matters pertaining to the effective functioning of the Board of Spelman College.

¹ Members shall be deemed independent as long as they do not accept any consulting, advisory or other compensatory fee from Spelman and are not otherwise employed by the College or a family member of an employee of the College.

Section 5.12 **Development Committee**

This committee shall consist of at least three Trustees in addition to ex officio members. The committee shall organize and implement programs to enlist financial support for Spelman College. Through the Communications Office and its personnel it shall place before the public a good image of the College. It shall maintain a strong on-going program of approaching foundations, corporations, government agencies and individuals for funds for the College. It shall lend assistance to, and be a clearing house for, fundraising efforts of alumnae and friends of the College. It may establish an Advisory Council to the Development Committee to widen the scope of its fundraising abilities.

Section 5.13 **Faculty Affairs and Educational Policy Committee**

This committee shall consist of a minimum of three Trustees in addition to ex officio members. It shall be informed by persons or committees designated by the President concerning matters relating to academic policy, major programs, procedures, documents of governance and faculty statutes. The committee will serve as a resource which may be sought by the faculty and administration on the planning, implementation, development and evaluation of academic programs. Should these matters come before the Board for reasons of budgetary or property commitments, the Faculty Affairs and Educational Policy Committee would serve as a resource for the entire Board.

Section 5.14 **Student Affairs Committee**

This committee shall consist of a minimum of three Trustees in addition to ex officio members. It should be informed concerning all programs for student affairs, services and activities and, in these areas, shall act as a resource for the entire Board.

Section 5.15 **Human Resources Committee**

This committee shall consist of a minimum of three Trustees. No member of the Committee shall be an employee of the College, however, the Committee will consult with the President on her recommendations regarding compensation for officers of the College and other employees other than herself. The Committee shall have the responsibility to approve the College's compensation philosophy for reviewing and monitoring the executive and managerial compensation programs and the faculty compensation program, in consultation with the Faculty Affairs and Educational Policy Committee. It is the duty of the Committee to ensure that the executive and managerial compensation programs are equitable and competitive and that they attract, retain, motivate and reward the most highly qualified and capable leaders. The compensation program(s) approved by the Committee shall be submitted annually to the Board of Trustees for its review and approval. The Human Resources Committee shall set the compensation for the President subject to full Board approval and also attend to other matters pertaining to the well being of the President of the College as the need may arise. The Committee shall also conduct an annual assessment of the President's performance with input from the full Board.

Section 5.16 **Buildings and Grounds Committee**

This committee shall consist of a minimum of three Trustees in addition to ex officio members. It shall review proposals and plans for new construction and major renovations on the campus and make recommendations to the Board. It shall review the College Master Plan on an ongoing basis to ensure appropriate long term utilization of campus space.

Section 5.17 **Visiting Committees**

In addition to the standing committees and special and other committees provided for by these By-Laws, the Board may establish, or authorize the President to establish, such Visiting Committees to serve as advisory committees to any of the standing committees of the Board, committees of the Board, or segments of the College as the Board may from time to time consider to be useful.

ARTICLE VI

FACULTY

Section 6.1 **Composition**

The Faculty of the College shall consist of the President, members of the academic staff of the College holding academic rank, academic officers and other members of the administration and professional staff that may be specified in the By-Laws of the Faculty or shall be appointed to the Faculty by the President.

Section 6.2 **Faculty By-Laws**

Consistent with the delegation of authority to the President, the Board authorizes the establishment of Faculty By-Laws. Such By-Laws shall describe the parliamentary function of the Faculty, including definition of membership and quorum, the function and operations of the standing committees of the Faculty, and method of election to such committees. Such By-Laws shall be subject to the approval of the Board.

ARTICLE VII

STUDENT GOVERNMENT

Consistent with the delegation of authority to the President, the Board authorizes the establishment of the Student Government Association and a constitution and By-Laws governing student conduct. Such constitution and By-Laws shall be subject to the approval of the Board.

ARTICLE VIII

CERTIFICATES AND DEGREES

The President shall have the power to confer degrees or award diplomas or certificates to such persons as shall be recommended by the Faculty and approved by the Board. The President shall

have the power to confer honorary degrees on such persons as shall be approved by the Board on the recommendation of a special committee.

ARTICLE IX

SEAL

The College shall have a corporate seal in such form as may be approved by the Board of Trustees.

ARTICLE X

INDEMNIFICATION

The College shall indemnify and hold harmless each person who shall serve at any time hereafter as a Trustee or officer of the College from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a Trustee or officer of the College, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such Trustee or officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her own negligence or willful misconduct.

The right accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the College to indemnify or reimburse such person in any proper case even though not specifically provided for herein. The College, its Trustees, officers, employees, and agents shall be fully protected in taking any action or making any payment under this article or in refusing to do so in reliance upon the advice of counsel.

ARTICLE XI

CONFLICTS OF INTEREST

An officer, trustee, committee or subcommittee member or influential person shall be considered as having a Conflicting Interest as to Spelman College if he or she has existing or potential interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the College. With respect to any actual or potential conflicts of interest between any Trustee or officer and the College, all Trustees and officers shall comply with the provisions of the Conflict of Interest Policy of Spelman College, as adopted by the Board of Trustees.

ARTICLE XII

AMENDMENTS

Section 12.1 **Process to Amend, Suspend, or Repeal By-Laws**

These By-Laws may be amended, suspended or repealed at any meeting of the Board by the

affirmative vote of two-thirds (2/3) of all the members present, provided that a quorum of the Board shall be present and participate in the meeting, and that notice of the nature of any proposed amendment shall have been given at least two weeks in advance of the meeting at which action on such amendment shall be taken or such notice was waived in writing by each Trustee not notified.

Section 12.2 **Inconsistent Action**

Action inconsistent with these By-Laws may be taken by the unanimous vote of the Trustees present at any meeting of the Board, provided that they number at least a majority of the entire Board and that notice of the proposed action was included in the notice of the meeting or was waived in writing by each Trustee to whom such notice of the proposed action was not sent.

Section 12.3 **Repeal of Former By-Laws**

All former By-Laws are hereby repealed and the By-Laws above set forth shall be effective immediately.

Revised: As of June 25, 2010