

Adopted 10/14/78 Revised 05/15/89 Revised 06/27/92 Revised 10/14/95
Revised 06/27/86 Revised 01/26/90 Revised 06/26/93 Revised 02/18/96
Revised 04/29/87 Revised 10/12/90 Revised 11/06/93 Revised 11/06/99
Revised 04/21/88 Revised 06/29/91 Revised 05/16/94 Revised 06/16/05

**BENNETT COLLEGE FOR WOMEN
BOARD OF TRUSTEES
BY-LAWS**

**ARTICLE I
POWERS OF TRUSTEES**

Section 1 The Board of Trustees shall have the power to manage the property and business of the corporation (referred to in this and the following articles as "College"), and shall have the power to carry out any other functions which are permitted by the Articles of Incorporation, Constitution, or these Bylaws, except insofar as such powers may be limited by law. These powers shall include but shall not be limited to the following:

- (1) Appoint or remove the President. The power to appoint or remove other College personnel is delegated to the President of the College.
- (2) Approve degrees upon recommendation of the faculty.
- (3) Establish and review the educational program of the College.
- (4) Establish annually the budget of the College, which shall be submitted to it upon recommendation of the Committee on Financial Affairs.
- (5) Authorize the construction of new buildings and major renovations of existing buildings.
- (6) Authorize the sale and purchase of land, buildings or major equipment for the use of the College.
- (7) Institute and promote major fundraising efforts of the College.

- (8) Authorize any changes in tuition and fees within the College.
- (9) Authorize officers or agents of the College to accept gifts for the College.
- (10) Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.

ARTICLE II

MEMBERSHIP OF BOARD OF TRUSTEES

Section 1

The Board of Trustees

(a) The Board of Trustees shall have a membership not to exceed thirty-six (36) persons of which one shall be the President of the National Alumnae Association of the College, one shall be the President of the Student Government Association of the College, one shall be the Bishop of the Western North Carolina Conference of the United Methodist Church, one shall be the Executive Director of the Conference Council on Higher Education of the Western North Carolina Conference of the United Methodist Church, one shall be a member of the full-time faculty of the College; one shall be the President of the College, one shall be the Executive Director of the Women's Division of the Board of Global Ministries of the United Methodist Church, (b) The Bishop of the Western North Carolina Conference of the United Methodists Church, Executive Director, Council for Higher Education, President of the National Alumnae Association and Executive Director of the Women's Division of the Board of Global Ministries of the United Methodist Church shall serve as Ex-Officio members with vote. The members of the full time faculty of the college and the President of the Student Government Association shall serve as Ex-officio members without vote.

Section 2 New members of the Board of Trustees shall be elected by a majority of the Trustees then in office at each annual meeting of the Board; however, the board may authorize election by mail at any meeting. Such election by mail shall take place between meetings and those so elected by mail shall take office at the next meeting following their election.

Section 3 Any vacancy in the Board of Trustees may be filled by the remaining trustees by election at any regular meeting of the Board or by mail whenever authorized by the Board.

Section 4 Terms of the Office
The trustees shall serve for three year terms and until their successors are elected and qualified and may succeed themselves in office for a maximum of three consecutive terms. The President of the National Alumnae Association of the College, the President of the Student Government Association of the College, the Bishop of the Western North Carolina Conference of the United Methodist Church and the Executive Director of the Conference Council on Higher Education of the Western North Carolina Conference of the United Methodist Church, the Executive Director of the Women's Division of the Board of Global Ministries of the United Methodist Church, the full-time faculty representative of the College and the Student Government Association President shall serve terms concurrent with their terms of office. At-large Trustees completing three consecutive three-year terms (including any partial term) shall not be eligible for re-election until one year has elapsed.

Section 5 No one shall be an ex-officio member and at-large member at the same time.

Section 6 All officers of the College shall hold office at the discretion of the Board of Trustees and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees, without prejudice to any contract rights such officer may have against the College.

**ARTICLE III
OFFICERS OF THE COLLEGE**

Section 1 The officers of the College shall be the Chairperson and Vice Chairperson of the Board of Trustees, the President, a Secretary and a Treasurer. All Officers shall be elected by the Trustees. Unless a vacancy in an office occurs at another time, election of officers shall be held at the annual meeting of the Board. The officers - Chairperson, Vice Chairperson, Secretary, and Treasurer shall serve no more than six consecutive years in the office.

Section 2 The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be members of the Board of Trustees. The President shall be ex-officio, a member of the Board with power to vote and shall be counted as a member of the Board on any committee on which he/she may serve for any purpose. Any other elected officer, not a member of the Board, shall be ex-officio, a member of the Board without power to vote.

Section 3 The Chairperson may appoint one or more Assistant Treasurers, Assistant Secretaries, and such other officers as may be deemed necessary for the proper management of the College. All such appointments shall be ratified by the Board of Trustees at the next meeting of the Board of Trustees.

Section 4 All Officers of the College shall hold office at the discretion of the Board of Trustees and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees, without prejudice to any contract rights such officers may have against the College.

Section 5 In the event of a vacancy in the Office of the President, the Board shall appoint a special Presidential Search Committee to submit nominations of candidates for that office. A vacancy in any of the offices of the College may be filled at any meeting of the Board of Trustees.

**ARTICLE IV
POWERS AND DUTIES OF THE CHAIRPERSON AND VICE CHAIRPERSON
OF THE
BOARD OF TRUSTEES**

The chairperson shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall appoint to all committees the Chairpersons, Vice Chairpersons and the members who are not appointed by the Board of Trustees, and shall have such other powers and duties as the Board from time to time may prescribe. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the office of the Chairperson. All appointments of the Committee Chairpersons and Vice Chair persons shall be ratified by the Board at the next meeting. Chairpersons of standing committees shall be at-large members of the Board. Unless otherwise provided in these Bylaws, the Chairperson shall serve ex-officio on all committees with the power to vote.

ARTICLE V

POWERS AND DUTIES OF THE PRESIDENT OF THE COLLEGE

The President of the College shall be the Chief Executive Officer of the College and the Official Adviser to and Executive Agent of the Board of Trustees and its Executive Committee. As educational and administrative head of the College, the President shall exercise a general superintendence over all the affairs of the institution and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. Except as otherwise provided in these bylaws, the President shall be ex-officio a member of all committees of the Board with power to vote.

ARTICLE VI

POWERS AND DUTIES OF THE SECRETARY

The Secretary shall attest to and cause to be affixed, the Seal of the College to such documents as required in the business of the College, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, abstracts of resolutions, certificates, minutes, and bylaws issued pursuant to the authority of the College. Said officer shall assure the proper notice of all meetings of the Board of Trustees is given and shall keep or cause to be kept a record of the appointment of all committees of the Board of Trustees and members of the administrative and teaching staff and shall keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees. 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.

ARTICLE VII

POWERS AND DUTIES OF THE TREASURER

The Treasurer shall be a member of the Board of Trustees of the College. Said officer shall have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements and to obey all lawful orders of the Trustees, the President of the College and the Committee on Financial Affairs respecting funds, property, and accounts of the College. Said officer shall be responsible for the preparation of any corporate financial reports as may be required by departments of government, including but not limited to any applicable state authority. The Treasurer shall, in the name of the College, cause to be given, receipts for monies for property as shall be required, cause to be deposited funds in accordance with resolutions and directions of the Committee on Financial Affairs of the Board of Trustees, and cause to be safeguarded, the money of the College. Said officer shall assure that no money is paid out unless by order of the Board of Trustees or under such regulations or with such approval as the Committee on Financial Affairs may prescribe. The Treasurer shall cooperate with any independent auditors or certified public accountants retained by the Board of Trustees for the purpose of conducting audits of the accounts of the College, and shall present reports at meetings of the Board of Trustees or the Committee on Financial Affairs with respect to the financial condition of the College at such time and in such form as the Board or Committee may duly require.

The Treasurer shall give a bond to the College faithfully to perform the duties of the office, and to account for all monies and other matters and things which may come into his/her hands and possession by virtue of said office, in such amount as the Board of Trustees shall direct. The Board of Trustees may delegate any or all of these functions to the President.

ARTICLE VIII
MEETINGS

Section 1 There shall be three (3) regular meetings of the Board of Trustees annually, which shall be held in the months of Fall, Winter and Spring/Summer on such date and place as may be designated either by the Board, the Chairperson or the President. The annual meeting of the Board shall be the fall meeting each year.

Section 2 Special meetings may be held at the call of the Chairperson, the President and the Secretary: and it shall be the duty of the Chairperson or the Secretary to call special meetings on the request of five Trustees, setting forth the objectives of the meeting.

Section 3 Written notice of all meetings of the Board of Trustees shall be sent to each Trustee at least ten days before the date of the meeting. In the case of special meetings, the notice shall state the purpose of the meetings, and no business shall be transacted at such meeting that does not relate to the purposes stated.

Section 4 Whenever notice is required to be given under the provisions of statutes or the articles of incorporation of these bylaws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection be made thereof at such meeting.

Section 5 Twelve of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of the twelve Trustees present and voting at a duly called meeting of the Board or any committee shall be the act of the Board of

Trustees or that committee, except as may be provided by statute or by the articles of incorporation, Constitution, or by these bylaws.

ARTICLE IX

ACTION WITHOUT ASSEMBLED MEETING

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without an assembled meeting. Meetings may be conducted by mail, telegram, cable, or in any other way the Trustees shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, who participated in the meeting must be filed with the minutes of the proceedings of the Board or the committee.

ARTICLE X

COMMITTEES

Section 1 The Board of Trustees shall establish annually the following standing committees:

- (a) Board Development Committee
- (b) Academic Affairs Committee
- (c) Committee on Financial Affairs
- (d) Committee on Development
- (e) Buildings and Grounds Committee
- (f) Student Affairs Committee
- (g) Committee on Investments
- (h) Audit Committee

Chairpersons and members of committees shall be appointed annually at or following the annual meeting of the Board of Trustees.

Each committee shall report to the Board of Trustees and to the Executive Committee when requested. Except as provided in these bylaws, the

Chairperson of the Board and the President of the College shall be ex-officio members of all standing committees, and each standing committee shall include at least three additional Trustees. Except where otherwise provided in the Article, additional members, including persons who are not on the Board of Trustees may be appointed. The chairperson of each standing committee and majority of its members shall be Trustees. There must be three trustee members at a meeting of a standing committee in order to conduct business.

Section 2 There may be such special or ad hoc committees as the Board of Trustees may from time to time establish for the discharge of particular duties.

Section 3 The Board of Trustees may at any time discontinue any of the standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee, if necessary or other committee(s) as designated.

Section 4 The Chairperson of any committee, with the consent of the Chairman of the Board, may request the President of the College to appoint an officer of the College or a member of the administrative staff to serve as liaison between the committee and the Office of the President. Such liaison person shall assist the committee in the carrying out of its duties.

Section 5 Except as provided in the section, all standing committees shall meet at least two times annually.

Section 6 Executive Committee
(a) The Executive Committee shall be composed of the Chairperson, Vice Chairperson, Secretary, Assistant Secretary,

Treasurer, and other officers, elected or appointed, and the Chairperson of each standing committee of the Board of Trustees. The Chairperson of the Board of Trustees shall be the Chairperson of the Executive Committee. The President shall be ex-officio a member of the Executive Committee without power to vote, and shall not be counted as a member of that committee for any purpose.

(b) When the Chairperson of a Standing Committee is unable to be present at a meeting of the Executive Committee, a Vice Chairperson may act as alternate.

(c) Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the College. Unless specifically empowered by the Board of Trustees to do so, it may not take any action inconsistent with a prior act of the Board of Trustees, award degrees, alter bylaws, locate permanent buildings on tax-exempt property held for College purposes, remove or appoint the President of the College, or take any action which has been reserved by the Board.

(d) The Executive Committee shall be responsible for Long Range Planning, unresolved issues for which responsibilities of two or more committees overlap or conflict, and new initiatives that ordinarily would not be the responsibility of another committee.

(e) A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

(f) The minutes of the meetings of the Executive Committee shall be distributed promptly after each meeting to each member of the Board of Trustees.

(g) At each and every meeting of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board.

Section 7 Board Development Committee

The Board Development Committee shall be composed of not fewer than three members. It shall present to the Board of Trustees nominations for Trustees to be elected by the Board, and for Chairperson, Vice Chairperson, Secretary and Treasurer. The committee shall furnish information relating to the background and qualifications of all such nominees at least one month prior to the Board meetings at which an election or appointment is scheduled to take place. The Committee shall develop and administer a program of orientation for newly elected Trustees. The committee shall develop a program and procedures for evaluation of the performance of the individual board members and of the collective Board shall conduct such evaluation on an annual basis. The Committee shall also, subject to the requirements as set forth in these bylaws, nominate Honorary Trustees and Trustees Emeriti. It shall report to the Board of Trustees at the annual meeting.

Section 8 Academic Affairs Committee

The Academic Affairs Committee should be composed of not fewer than three trustee members. It shall, in cooperation with the President or her/his designee, study and appraise the quality of the academic program, evaluate the program relative to other comparable institutions in terms of teaching load, class size, student-faculty ratios, instructional expenditures, research programs, and other relevant factors; formulate desirable short and long range enrollment goals; advise the Committee on Financial Affairs on the specifications and requirements for financing the academic program; recommend salary, pension, and other personnel benefits; and make such reports and recommendations to the Board of Trustees relative to the foregoing as may be required.

Section 9 Committee on Financial Affairs

The Committee on Financial Affairs shall be composed of not fewer than five members. The Treasurer of the College shall be a member of the committee which:

- (a) Shall be responsible for an annual review of operating and capital budgets prepared and presented under the direction of the President and shall make recommendations with respect thereto to the Board of Trustees; and
- (b) Shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board of Trustees or Executive Committee.

Section 10 Audit Committee

The Audit Committee shall be composed of not fewer than three members.

- (a) Shall periodically evaluate the financial control and accounting systems of the College and recommend any changes it deems appropriate.
- (b) Shall recommend each year the designation of an independent auditor who shall be appointed by the Board of Trustees and shall cause to prepare annually an audited statement of the financial condition of the College as of the end of the fiscal year and of the receipts and expenditures for each year. The Committee may request any designated independent auditor, or any officer or employee of the college, to appear before it to report on the financial condition of the College and answer any questions the Committee may have.

Section 11 Development Committee

The Development Committee shall be composed of not fewer than three members. It shall have the responsibility for development of policies related to comprehensive institutional advancement including fundraising, projecting the image of the College to provide proper support for the College; alumnae activities; information services; public relations and all relations with the external public. It shall have oversight responsibilities for the Bennett College Community Development Corporation. It shall report on these activities to the Board of Trustees".

Section 12 Buildings and Grounds Committee

The Buildings and Grounds Committee shall be composed of not fewer than three members. It shall review and analyze maintenance and operations policy, recommend improvements, review and recommend approval of plans and cost estimates for new facilities, review the annual operating and capital budgets of the Department of Buildings and Ground, and recommend approval to the Committee on Financial Affairs. It shall report on its activities at the meeting of the Board of Trustees and at such other times as it may be requested to do so by the Board of Trustees.

Section 13 Student Affairs Committee

The Student Affairs Committee shall be composed of not fewer than three trustee members, the President of the Student Government Association (SGA), and a student representative from each class level. The Committee is charged with recommending policies which govern student life including policies on: recruitment and admissions, student financial aid, counseling, career and health service, athletics, student housing, student activities, and student government. This Committee, in cooperation with the

Academic Affairs Committee, may also recommend policies, which govern academic advisement and special programs to improve retention. The Committee shall act as the final appeals board for decisions about student rules, regulations and/or student policies. The Committee shall ensure that students' views are considered in all policy decisions made by the board and that board policies keep pace with the changing needs of students.

Section 14 Committee on Investments

The Committee on Investments shall be composed of not fewer than three members, the chair and at least one other member of which shall also be members of the Committee on Financial Affairs. Acting within the scope of investment policies and guidelines established by the Board of Trustees, the Committee on Investments shall be responsible of the supervision and control of the investment of all funds of the College, including the power to effect purchases, sales or exchanges of securities and other investment assets of the College. The Committee may recommend investment counsel, asset managers, trustees or other agents and may delegate authority to purchase or sell securities for the account of the College to such investment counsel, asset manager, trustee or other agent or to any officer of the College, subject to such limitations as the Committee may impose. The Committee shall be responsible for seeing that changes in investments are reported to the Board of Trustees at each board meeting and shall, from time to time, prepare and submit to the Board of Trustees estimates of expected endowment income. The Committee on Investments shall report its actions at each meeting of the Committee on Financial Affairs.

ARTICLE XI
BOARD OF VISITORS

The President may appoint friends of the College to a Board of Visitors to assist the President and support the College as she/he determines. Said Board shall have no policy making authority, but may develop an appropriate program of activities, consistent with the President's charge, and report to the President periodically.

ARTICLE XII
INDEMNIFICATION

Each Trustee and Officer of the College shall be indemnified by it against all expenses actually and necessarily incurred by such Trustee or officer in connection with the defense of any action, suit, or proceeding to which he has been made a party by reason of his being or having been such Trustee or officer except in relation to matters as to which such Trustee or officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XIII
CONFLICTS OF INTEREST

A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his/her responsibilities to the College, or (b) such Trustee is aware that a member of his/her family, (for which purposes of this paragraph shall be a spouse or child) or any organization in which such Trustee (or member of his/her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing potential or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustees shall vote on any matter, under consideration at the Board or Committee meeting, in which such

Trustees has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustees having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he/she has a conflict of interest in any matter may request the Board or Committee to determine whether a conflict of interest exists, and the Board or Committee shall resolve the question by majority vote.

**ARTICLE XIV
REMOVAL OF TRUSTEES**

A trustee may be removed, after due process and upon 2/3 vote by the board, from the Bennett College Board of Trustees, for cause.

**ARTICLE XV
DISCRIMINATION PROHIBITED**

In administering its affairs, the College shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex or age or disability.

**ARTICLE XVI
REVIEW AND AMENDMENT OF BYLAWS**

Section 1 These bylaws may be changed or amended at any meeting of the Trustees by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all Trustees at least ten days before the meeting.

Section 2 Prior to each annual meeting of the Board of Trustees, the Executive Committee shall review these bylaws and suggest any necessary changes thereto.