

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.