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Bylaws of Bennett College

ARTICLE I. TRUSTEE VALUE STATEMENT

Bennett College, a United Methodist Church related institution, is a small, private, and historically Black liberal arts college for women.

The College offers women an education conducive to excellence in scholarly pursuits; preparation for leadership roles in the workplace and the world; and life-long learning in a technologically advanced, complex global society.

The College welcomes diverse backgrounds among all stakeholders, recognizing that the educational experience is enriched and strengthened when multiple voices are represented and heard. Bennett College and all her stakeholders embrace integrity through honesty, civility, and fairness; accountability, professionalism, excellence, leadership, teamwork; and social and economic justice as guiding principles and beliefs.

As critical leaders in pursuit of the College's success, the Board of Trustees, both individually and collectively, will align itself to the values, guiding principles, and beliefs of the College, acting ethically and with the utmost integrity at all times. Trustees shall be inspired by a shared commitment to improving our communities; possess a strong work ethic in pursuing their responsibility to the College; value high standards of learning, teaching, and inquiry; foster personal growth within an environment where every individual matters; uphold the responsibility of college citizenship; embrace the diversity of individuals, ideas, and expressions; understand and respect the relationship with the United Methodist Church; and contribute to the advancement of society by building partnerships with students, alumnae, business and industry, government bodies, accrediting agencies, and the communities we serve.

The Board of Trustees shall govern the College as a consequential board, committed to ensuring that it supports strategic long-term goals. Trustees shall recognize their primary responsibilities to establish broad governing policy to be implemented by the administration and faculty, protect the fiscal and financial assets of the College, provide the highest quality education, and maintain vigilant fiduciary oversight to ensure that the Board's actions are taken in good faith, with reasonable care, in the best interests of the College, and free from undue influence by external persons or entities.

ARTICLE II. BOARD OF TRUSTEES

1. **Powers.** The ownership, management, and control of the corporation (referred to hereinafter as the "College") are vested in the Board of Trustees. In exercising its powers, the Board of Trustees shall exercise fiduciary oversight, acting in good faith, with reasonable care, and in the best interests of the College. The Board shall ensure, through the Governance Committee, that its vested powers are exercised free from undue influence of any particular Trustee, group of Trustees, or external persons or entities.

. 2. **Membership.** The Board of Trustees ("Board") shall be composed of five (5) to eighteen (18) members ("Trustees").

   a. The following three (3) persons shall serve as Trustees without the power to vote:

      i. the President of the College;
      ii. the Chair of the Faculty Senate of the College; and
      iii. the President of the Student Government Association of the College.

   b. The following three (3) persons shall serve as Trustees with the power to vote:

      i. the Bishop of the Western North Carolina Conference of the United Methodist Church or designee appointed pursuant to guidance from the Board;
      ii. the Chief Executive Officer of United Methodist Women or designee appointed pursuant to guidance from the Board; and
      iii. the President of the National Alumnae Association of the College.

3. **Nomination and Election of Trustees.** The elected Trustees shall be elected at the Spring Meeting of the Board of Trustees unless the Board decides otherwise at any meeting.

a. The Board may approve and adopt a Protocol for the Recruitment of Trustees ("Protocol") which shall include specific nominating and review procedures to be followed by the Governance Committee and the Board in recruiting Trustees.

b. The Governance Committee shall recommend Trustee candidates to the Board in accordance with the procedures set forth in Art. IX and the Protocol.

c. After considering the recommendations of the Governance Committee, the recommended Trustee candidates shall be elected by a majority vote of the Trustees then in office.

4. **Term and Length of Service.** The term of office of an elected Trustee shall be three (3) years, beginning on the first day of June following election. No Trustee shall serve more than three consecutive three-year terms, with renewed eligibility for election to the Board of Trustees following not less than one year's absence from the Board of Trustees. However, the Board of Trustees may waive the term limitation upon the recommendation of the Governance Committee and if doing so is in the best interest of the College.

5. **Vacancies.** Any elected Trustee vacancy may be filled by an affirmative vote of a majority of the remaining Trustees from a roster of candidates recommended by the Governance Committee pursuant to the procedures set forth in Art. IX and the Protocol. The Trustee may serve two consecutive three-year terms after the completion of the initial term with renewed eligibility.

6. **Removal.** Any Trustee may be removed by the affirmative vote of three-fourths of the members of the entire Board of Trustees for cause and after due process.

   The Board may remove a Trustee only if, after careful review by the Governance Committee, the Committee finds that the member has: willfully breached the College's Conflict of Interest Policy; or knowingly made false or misleading statements; or been convicted of a felony; or willfully breached confidentiality; or engaged in improper or immoral behavior inconsistent with the conduct expected of a Trustee.

The Governance Committee will begin such review procedure upon receipt of a confidential complaint against a Trustee from a Trustee. The named Trustee shall be notified by the Committee that a review is pending, at which time the Trustee shall have the right to make a written statement to the Committee prior to the Committee's deliberations. Should the Committee deliberate and subsequently recommend removal to the Board, the named Trustee shall have the right to make a written statement to the full Board, prior to the Board vote.

Removal of a member shall require a vote of at least three-fourths of the Trustees then in office.

The Trustee shall have the right to appeal the decision to the Chair of the Board in writing, at which time the Chair of the Board shall appoint a panel of three Trustees, none of which may be a member of the Governance Committee, to hear the appeal and either confirm, or overrule the Board vote. An overruling by the panel must be approved by a majority vote of the Trustees then in office.

ARTICLE III. OFFICERS OF THE BOARD

1. **Officers of the Board.** The Officers of the Board shall be a Chair, Vice Chair, Secretary, and the President of the College.

2. **Nomination and Election.** With the exception of the President, the Officers of the Board of Trustees shall be elected from its membership at the Board's last regular meeting before July 1 of each odd-numbered year. The Officers shall serve two-year terms commencing July 1 and shall serve until their successors are elected and qualified. The President shall be appointed in accordance with the procedures set forth in Art. IV below.

   a. Eligibility.

      i. Voting members of the Board of Trustees are eligible for election as Chair, Vice Chair, and Secretary.

      ii. No person may stand for election if the person's Board membership would expire before the end of the term as officer. However, the Board of Trustees may waive this eligibility exclusion upon the

recommendation of the Governance Committee and if doing so is in the best interest of the College.

iii. No person may serve as Chair for more than four (4) years in succession.

iv. No person may stand for election as Chair if such person has a conflict of interest as defined in Art. X.

v. The President of the College may not serve as Chair or Vice Chair of the Board or any of the its committees.

b. Nomination Process.

i. Officers shall be nominated by the Governance Committee as described in Art. IX.

3. **Removal of Officers.** All Officers (other than the President) 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.

4. **Duties.**

a. The Chair shall, among other duties, preside at all meetings of the Board, be a member of and Chair of the Executive Committee, serve ex-officio on all other committees with the power to vote, appoint to all committees the chairs and committee members, conduct an annual performance appraisal of the President, and undertake a process of Board appraisal.

b. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair, or in the event of a vacancy in the office of Chair.

c. The Secretary shall record and keep the minutes of all meetings of the Board and its Executive Committee, attest to and cause to be affixed the Seal of the College to such documents as required, assure proper notice of all Board meetings is given, keep a record of the appointment of members and chairs of Board committees, and send a copy of the minutes to each Trustee promptly after each meeting of the Board and of the Executive Committee.

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.

d. The President's duties are set forth in Art. IV below.

5. **Vacancies.** A vacancy in the office of President shall be filled in accordance with the procedures described in Art. IV. A vacancy in any other office of the Board of Trustees may be filled for the unexpired term by an affirmative vote of the majority of the Board of Trustees at the first Board meeting held after the elapse of 30 days from the occurrence of the vacancy.

ARTICLE IV. THE PRESIDENT

The Board shall appoint, periodically review, and, if necessary, terminate the President in accordance with the following procedures, unless otherwise provided in these Bylaws and as they may be amended.

1. **Search Committee.** In the event of a vacancy in the Office of the President, the Chair shall establish a Presidential Search Committee to submit nominations of candidates for that office. The Chair shall be the chair of the Search Committee and appoint a maximum of 15 members. The Board shall determine the composition of the Search Committee. Pending the appointment of a successor, the Board may appoint an interim President who shall serve until the Board elects a successor.

   a. The Board shall establish and provide to the Search Committee the criteria for the search, including but not limited to: its scope (international, national, regional, internal); a statement of necessary presidential qualities; expectations about whether and to what degree search consultants will be used; requirements for confidentiality; opportunities for college community input; the number of candidates that should ultimately be recommended to the Board for final decision; procedures for evaluation of candidates; the expected deadline for submission of nominations to the Board; and such other criteria the Board deems to be in the best interest of the College.

   b. The Search Committee will establish procedures for: determining eligibility, solicitation, screening, and evaluation of candidates; selection of finalists;

interviewing and arranging campus visits by finalists; and any other evaluation procedures that the Committee determines to be in the best interest of the College.

c. The Search Committee shall select and present to the Board a slate of final nominees, who will be invited to individual interviews with the entire Board.

2. **Appointment.** The President shall be elected by a majority vote of the Board after its consideration of the final nominees. That President shall be appointed for an indefinite term and serve at will unless otherwise provided in a written employment agreement duly authorized by the Board.

3. **Evaluation.** The Board shall conduct an evaluation of the President's performance and effectiveness at least once every three years. The Chair shall initiate the evaluation process, provide an initial report to the Board for its review, and share the initial report with the President.

4. **Removal.** Except where otherwise provided expressly in a contract duly authorized by the Board, the President may be removed from office at any time by a majority vote of the Board with or without cause, whenever, in the Board's judgment, the best interests of the College are served thereby.

5. **Vesting of Authority.**

a. The authority for the administration of the College is vested by the Board in the President and such subordinate officers as may from time to time be appointed by the President.

b. Except for the Compensation Committee or as otherwise provided in these Bylaws, the President shall be an ex-officio member of all committees of the Board.

c. The President may not serve as Chair or Vice Chair of the Board or of any of its committees.

ARTICLE V. MEETINGS OF THE BOARD

1. **Regular Meetings.** Unless otherwise provided by resolution of the Board, there shall be four (4) regular meetings of the Board in the Fall, Winter, Spring, and Summer, on such date and place as may be designated by the Board, the Chair, or the President. The annual retreat shall constitute a regular meeting.

2. **Special Meetings.** Special meetings shall be held upon the call of the Chair, the President, and/or the Secretary, or upon written request of five (5) or more Trustees addressed to the Secretary, with a copy to the Chair, specifying the business to be transacted at the meeting.

3. **Annual Meeting. The** Annual Meetings of the Board of Trustees shall be held during the Summer regular meeting.

4. **Retreat.** The Board shall hold an annual retreat at its Summer meeting.

5. **Notice.** The Secretary shall give at least seven (7) days' notice by U.S. mail or three (3) days' notice by telephone or electronic message to each Trustee stating the time and place of all meetings and the purpose of any special meeting. Notice may be waived in writing signed by the person entitled to notice or will be deemed waived if a Trustee attends the meeting and no objections are made.

6. **Quorum.** A majority of the then Trustees shall be a quorum for the transaction of business, and the act of the majority of Trustees present and voting at a duly called meeting of the Board of Trustees or any Committee shall be the act of the Board of Trustees or that Committee, except as may be provided by statute, the College's articles of incorporation, or these By-laws. A Trustee shall be deemed present at a meeting of the Board of Trustees if he/she participates in the meeting through the use of a conference telephone, video conferencing, or similar communications technologies by means of which all persons participating in the meeting can hear each other.

7. **Presumption of Assent.** A Trustee who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Trustee's contrary vote or abstention is recorded or otherwise entered in the minutes of the meeting. Such

right to dissent or abstention shall not apply to a Trustee who voted in favor of such action.

8. **Minutes.** Accurate and complete minutes shall be taken at all meetings. Minutes and all official records of the Board shall be housed at the Offices of the President in a secured space, which space may be virtual or electronic (including but not limited to cloud storage, cloud backup, online storage, online drives, online backup file hosting, file storage or other secure virtual spaces) or physical.

9. **Action Without a Meeting.** Action required or permitted to be taken at a meeting of the Board or its Committees may be taken without a meeting if all the members of the Board or Committee consent to take action without a meeting. The affirmative vote of the number of Board or Committee members that would be necessary to authorize or take action at a meeting shall be necessary to constitute an act of the Board or Committee without a meeting. The action must be evidenced by one or more written consents describing the action taken and signed by each member of the Board or Committee, which consent shall be included in the minutes reflecting the action taken. Action taken by written consent is effective when the last Board or Committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE VI. COMMITTEES OF THE BOARD

1. **Standing Committees.** The standing committees of the Board shall be:

   a. The Executive Committee
   b. The Finance and Audit Committee
   c. The Governance Committee

2. **Ad Hoc Committees.** Upon recommendation of the Chair of the Board of Trustees, the Board may authorize and establish such Ad Hoc committees as needed. The Board of Trustees shall specify the Ad Hoc Committee's purpose, authorities, responsibilities, expected work product, and term of existence. Subject to specific limitations set forth herein, the number of Trustees and non-Trustee members of any Ad Hoc committee shall be determined by the Board of Trustees. The Ad Hoc Committee's term shall expire one year from the date of its establishment unless the Board authorizes an additional year of existence. An

Ad Hoc Committee is authorized to employ or accept the services of such consultants and volunteers as may be appropriate.

3. **Committee Membership.**

With the exception of the Executive Committee, the Chair shall appoint committee members and the Chair of each committee. Committee Chairs shall be chosen from among the Board of Trustees.

a. The Chair of the Board of Trustees shall be an ex-officio member of all committees.

b. Committee Chairs and committee members shall serve two-year terms.

c. The standing committees, with the approval of the Board Chair, may create any sub-committees as they may deem necessary. .

d. Except for the Executive Committee, the committees and any sub-committees may include non-voting members of the Board.

4. **Vacancies.** Any vacancy in a committee's membership or committee chair shall be filled by the Chair.

5. **Powers and Duties.** The committees of the Board shall have the powers and duties set forth in these Bylaws and such other powers and duties as the Board may delegate to them.

ARTICLE VII. EXECUTIVE COMMITTEE

1. **Membership.** The members of the Executive Committee shall be the Chair, Vice Chair, Secretary, President, the chairs of all standing committees, and other Trustees whose experience and services the Board Chair deems essential to the governance of the College. The Board Chair shall serve as the Chair of the Executive Committee.

2. **Powers and Duties.** Between meetings of the Board, and subject to such limitations herein or prescribed by resolutions of the Board of Trustees, the

Executive Committee shall have and may exercise all of the authority of the Board of Trustees. The Executive Committee shall not award degrees, alter these Bylaws, or remove or appoint the President of the College. All actions taken by the Executive Committee shall be reported to the Board of Trustees at its next regular meeting and entered into the minutes. The Executive Committee shall keep full and accurate written minutes of all of its meetings.

3. **Meetings.** Meetings of the Executive Committee may be called by the Chair of the Executive Committee, the President, or any four (4) members of the Committee requesting such a meeting in writing. Reasonable notice of meetings shall be given to all members.

ARTICLE VIII. FINANCE AND AUDIT COMMITTEE

1. **Membership.** The Finance and Audit Committee shall be composed of at least three (3) Trustees.

2. **Powers and Duties.** The Finance and Audit Committee has principal oversight of the College's financial operations, system of internal controls. external reporting, and internal and external audit processes. The Finance and Audit Committee's responsibilities shall include, but not be limited to:

   a. Recommending business policy that ensures the College's effective and efficient operation, financial stability and long-term economic health.

   b. Evaluating the College's adherence to policy and performance regarding financial matters such as business operations and planning, legal functions, non-academic personnel, auxiliary enterprises, administration, annual and capital budgets, financing, financial reporting, and financial reserves.

   c. Reviewing and providing comments to the College's proposed annual budget, which shall be submitted by the President to the Finance and Audit Committee no later than April 15th annually or at some other time authorized by the Committee.

d. Reviewing internal audits of the College.

e. Reviewing external audits performed by independent auditors, together with the College's responses and corrective actions.

f Advising the Board on all aspects of internal and external audit and the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with laws and regulations of the state.

g. Reviewing compliance reports of the College of all laws and regulations pertaining to matters such as research, environment, occupational health and safety, fiscal affairs, including the system of reporting established by the College.

h. Providing guidance to the Board regarding the investment of College funds, including but not limited to the College's endowment.

i. Reporting to the Board annually in writing its investment transactions and the amount and character of the investments in its control.

3. **Meetings.** The Finance and Audit Committee shall meet at least four (4) times a year preceding the regular Board Meetings. A Committee report shall be presented at each regular Board Meeting.

ARTICLE IX. GOVERNANCE COMMITTEE

1. **Membership.** The Governance Committee shall consist of at least three (3) Trustees.

2. **Powers and Duties.** The Governance Committee shall provide oversight of the governance of the Board of Trustees and shall be responsible for identifying, recruiting, and evaluating Trustees and for overseeing leadership succession for the Board, Board committees, and officers. To effectuate those duties, the Committee shall:

a. Annually conduct and share with the Board Chair an assessment of the Board's structure, responsibilities, expectations, effectiveness, and composition, and the performance of the Board and individual Trustees.

b. Annually in the Fall, in consultation with the President and Chair, determine specific skills and backgrounds needed for new trustees; solicit nominations from Trustees for individuals who meet those requirements; and formally recommend individuals to the Board for election at the Board's spring meeting, with terms to begin July 1 unless otherwise determined.

c. Follow the specific nominating, review, and vacancy-filling procedures set forth in the Protocol for the Recruitment of Trustees, as approved and adopted by the Board, if any.

d. When determining eligibility of candidates for Board membership the Committee and the Board, among other things, shall:

   i. Consider whether a candidate has a conflict of interest as described in Art. X;
   ii. Ensure that the majority of voting members are persons without any conflict of interest;
   iii. Ensure that the Board will not be controlled by a minority of its members or by organizations or institutions separate from the College;
   iv. Ensure that no more than one paid employee of the College serves as a voting member of the Board;
   v. Ensure that no voting member of the Board has a familial relationship with the Board Chair.

e. Biennially, nominate a slate of officers for election at the Board's annual meeting, including a nominee for Chair, Vice Chair, and Secretary. The nominations shall be sent to Trustees with the notice of the Board Meeting at which elections will occur. The notice shall include the background and qualifications of nominees unless otherwise agreed upon by the Board.

f. Serve as a conflict of interest committee to review issues related to potential and actual conflicts of interest and undue influence, and make recommendations to the Board.

g. At least once every two (2) years review the Bylaws and make recommendations for changes.

h. Recommend the conferral of honorary status upon retiring Trustees.

i. Develop a continuing education program for Trustees.

j. Develop and submit to the Board for approval a comprehensive Assessment Plan that describes the processes used in the evaluation of the College's effectiveness in accomplishing its mission and objectives.

3. **Meetings.** The Committee shall meet at least four (4) times a year preceding the regular Board Meetings. A Committee report shall be presented at each regular Board Meeting.

ARTICLE X. CONFLICT OF INTEREST

1. Trustees shall act with integrity, ethically, and in accordance with their fiduciary duty of loyalty to the College. At all times, Trustees shall act in a manner consistent with this fiduciary obligation and ensure that the Board's actions are in the best interests of the College and free from undue influence by any Trustee, group of Trustees, or external persons or entities. Trustees shall exercise particular care that no detriment to the interests of the College (or appearance of such detriment) may result from a conflict between the College's interests and a Trustee's personal interests.
2. A conflict of interest is a situation in which a Trustee has a competing professional, personal, or familial interest in any matter which could directly or indirectly affect or influence the ability of the Trustee to perform his/her duties and responsibilities objectively and/or independently.
3. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time.
4. No Trustee shall vote on any matter under consideration at a Board or Committee meeting in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure of the conflict was made and that the Trustee having a conflict of interest abstained from voting.
5. Any Trustee who is uncertain whether he/she has a conflict of interest in any matter may request that the Governance Committee determine whether a conflict

of interest exists, and the Board, after a recommendation from the Governance Committee, shall resolve the question by majority vote.

6. Each Trustee, upon election or appointment and annually thereafter, shall sign a statement acknowledging receipt and review of the Board's conflict of interest policy, and an annual conflicts of interest disclosure statement.

ARTICLE XI. BOARD OF VISITORS

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

ARTICLE XII. INDEMNIFICATION

1. **Indemnification.** Every Trustee and Officer of the College shall be indemnified to the fullest extent permitted under the provisions of the North Carolina Nonprofit Corporation Act, as amended.

ARTICLE XIII. RIGHTS AND LIABILITIES OF TRUSTEES

1. **Property Interest of Trustees.** No Trustee of the College shall have any right, title, or interest in or to any property of the College.

2. **Non-Liability for Debts.** The private property of the Trustees shall be exempt from execution or other liability for any debts of the College and no Trustee shall be liable or responsible for any debts or liabilities of the College.

ARTICLE XIV. NON-PROFIT CORPORATIONS

The College shall at all times be operated on a non-profit basis, and no interest or dividends shall be paid or payable by the College to the Trustees. The College shall be operated for the public and charitable purposes for which the College was created.

ARTICLE XV. PROCEDURE

1. **Waiver of Notice.** Whenever any notice is required to be given to any Trustee by law, the College's articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. **Rules of Order.** Robert's Rules of Order as last revised shall govern the proceedings of all meetings of the Board of Trustees.

ARTICLE XVI. 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, sexual orientation, age, or disability.

ARTICLE XVII. AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Trustees by the affirmative vote of two-thirds of the Trustees, provided that written notice of the meeting and the proposed amendment to be considered is transmitted by the Secretary to each member at least ten (10) days before the meeting by electronic mail or by private or U.S. postal service.