

Lawrence
University

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BYLAWS

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MISSION STATEMENT

Lawrence University of Wisconsin, through its undergraduate residential college and Conservatory of Music, educates students in the liberal arts and sciences. The University is devoted to excellence and integrity in all of its activities and committed to the development of intellect and talent, the pursuit of knowledge and understanding, the cultivation of sound judgment, and respect for the perspectives of others. Lawrence prepares students for lives of achievement, responsible and meaningful citizenship, lifelong learning, and personal fulfillment. As a learning community of scholars and artists we engage each other in a transformative process that emphasizes individualized learning, supported by an environment of rich educational opportunities in a residential campus setting.

ARTICLE I: TRUSTEES

Section 1.

The affairs of Lawrence University of Wisconsin shall be governed by a self-perpetuating Board of Trustees (“the Board”). The Board shall, subject to the laws of the State of Wisconsin and the University’s Articles of Consolidation, and consistent with the provisions of these Bylaws, be responsible for the direction and welfare of the University. Among the Board’s purposes shall be to assist the administration of the University in enabling the University to function effectively and efficiently by regularly reviewing the University’s financial and strategic plans and priorities and offering guidance to the President in that regard; and identifying particular strategic issues that may merit the attention of the University and recommending to the President priorities for consideration of those issues by the Administration.

Section 2.

The Board shall consist of between twenty five and thirty five elected Term Trustees, not more than three elected Recent Graduate Trustees and the President of the University. The Board shall from time to time by motion determine the number of elected Term Trustees and Recent Graduate Trustees, within the specified range. As used in these Bylaws, “Trustee” means the Term Trustees and the Recent Graduate Trustees then in office, as well as the President. The President of the University shall serve as a Trustee during his service as President, with a vote.

Section 3.

a. Term Trustees

The Term Trustees shall be divided into three classes of approximately equal size, as determined by the Trustee Governance Committee. At each Spring meeting, the Trustee Governance Committee shall nominate and the Board may elect Term Trustees to serve for terms of three years, which terms shall begin on the first day of July following their elections. Notwithstanding the foregoing, Article I, Section 5 shall control with respect to the terms of Term Trustees elected to fill a vacancy. Except as provided otherwise in these bylaws, a Term Trustee’s years of service shall not exceed four (4) full consecutive three-year terms. At the completion of four consecutive three-year terms, a Term Trustee may return to the Board after a twelve-month hiatus off the Board. The service of a Term Trustee elected Vice Chair and/or Chair may be extended beyond the four three-year term limit if necessary for the individual to serve fully in those capacities. The immediate Past Chair may be elected to serve as a Term Trustee for up to three (3) additional years, notwithstanding the term limits otherwise applicable. At all times, at least sixty percent of the Term Trustees shall be alumni of the University.

b. Recent Graduate Trustees

The Recent Graduate Trustees shall be elected by the Board to a term which ends on the third June 30th following his or her election. No more than three Recent Graduate Trustees shall serve on the

Board at any one time. Recent Graduate Trustees must be alumni of the University who, at the time of election, had graduated approximately two to ten years prior to election (the Trustee Governance Committee is authorized to determine, from time-to-time, the specific range of years after graduation). A Recent Graduate Trustee whose term has expired may not be elected to another term as a Recent Graduate Trustee and shall not be eligible for election as a Term Trustee except after a hiatus off of the Board of twelve months or longer. The rights and responsibilities of the Recent Graduate Trustees shall be the same as those of the Term Trustees, except that a Recent Graduate Trustee may not serve as Board Officers.

Section 4.

A vacancy occurring during the term of a Trustee or a vacancy occurring by reason of an increase in the size of the Board pursuant to Article I, Section 2, may be filled upon nomination by the Trustee Governance Committee and by election by the Board at any of its meetings, and such election shall be for such term as specified by the Board, but not to exceed three years, or, in the case of filling a vacancy, for the unexpired term of the person whose place has become vacant. Such Trustees shall take office immediately upon election. Term limits for Term Trustees will commence with the first full three-year term to which the Term Trustee is elected.

Section 5.

A Trustee vacancy shall be deemed to exist in the event of death or resignation of a Trustee, or refusal or inability of a Trustee to serve.

Section 6.

Any elected Trustee may be removed as a trustee, with or without cause, at any meeting of the Board by the affirmative vote of not less than two-thirds of the Trustees serving on the Board. The Secretary of the Board shall give at least twenty days' notice in writing to the Trustee involved, and at least ten days' notice in writing to all other Trustees of the proposed removal of a Trustee.

Section 7.

Persons who have rendered distinguished service as Trustees of Lawrence University of Wisconsin, or of its predecessors, Lawrence College of Wisconsin or Milwaukee-Downer College, may be honored by being elected by the Board as *emeriti* trustees upon nomination by the Trustee Governance Committee. No person may be elected as an emerita/emeritus trustee while serving as a Trustee. Emeriti trustees shall serve in an honorary role to the University. *Emeriti* trustees shall be invited to attend all meetings of the Board of Trustees, other than executive sessions, but shall not have a vote. *Emeriti* trustees shall serve for life or until resignation. *Emeriti* trustees may serve on committees of the Board at the request of the Chair, in which case they shall be voting members of the committee.

ARTICLE II: MEETINGS OF THE BOARD OF TRUSTEES

Section 1.

The annual meeting of the Board (which may also be called the Spring meeting) shall be held between April 1 and July 1 of each year at a time and place to be determined by the Chair of the Board of Trustees.

Section 2.

A Winter meeting of the Board shall be held between January 1 and March 31, and a Fall meeting shall be held between September 1 and December 31 of each year, at a time and place to be determined by the Chair of the Board. Together, the Fall, Winter, and Spring meetings may also be called the “regular” meetings.

Section 3.

A special meeting of the Board may be called and held at a time and place and for such purposes as determined by the Chair of the Board, and a special meeting shall be called by the Secretary on the receipt of a written petition, addressed to the Secretary, and signed by the President of the University and two other Trustees, or by any four Trustees, specifying the time, place, and purpose of such meeting. No business except that stated in the call of a special meeting may be transacted at the meeting.

Section 4.

The agenda for the annual and regular meetings of the Board shall be arranged by the Chair of the Board in consultation with the President of the University.

Section 5.

The Board may conduct meetings by telephonic means, video conferencing, or equivalent “long distance” technology, so long as the technology chosen allows trustees to participate fully as both listeners and speakers.

Section 6.

A majority of the Trustees at the time serving shall constitute a quorum for the transaction of business at any meeting of the Board. Less than a quorum may adjourn a meeting to a specified date.

Section 7.

At least ten days’ notice in writing shall be given by the Secretary to each Trustee and each *emeriti* trustee of any meeting of the Board. The “written” notice may be provided by U.S. mail or by facsimile, e-mail, or other electronic means.

Section 8.

The Trustee Governance Committee shall have the authority to, but shall not be obligated to, designate the procedures for conduct of Board meetings.

Section 9.

Voting or attendance by proxy shall not be permitted at any meeting of the Board.

Section 10.

Actions of the Board or any committee of the Board may be taken by unanimous written consent of the Board or the applicable committee rather than by vote at a regular or special meeting; such unanimous written consent shall have the same effect as an action taken at a meeting of the Board duly called and constituted. Such “written” consent may be communicated in writing or by facsimile transmission, e-mail or other electronic means.

ARTICLE III: COMMITTEES OF THE BOARD OF TRUSTEES AND THEIR DUTIES

Section 1.

In addition to the Executive Committee and the Trustee Governance Committee (provided for in Sections 5 and 6 of this Article, respectively), the Board shall establish such standing committees, and subcommittees (generally a “committee”) as necessary for the effective governance of the University. Each such other committee shall have a written statement, titled Committee Charge, defining the committee’s composition, purpose, and responsibilities as approved by the Board, and such additional rules of procedure or policy guidelines that it or the Board shall approve.

Section 2.

Each committee’s Committee Charge shall be reviewed periodically by the committee. Changes to the Committee Charge shall be approved by the Board.

Section 3.

The Chair of the Board is responsible, with consideration of the interests and skills of individual board members, for the appointment of individuals to committees and the selection of committee chairs. All committee chairs and vice chairs must be Trustees, and a majority of the members of all committees except the Investment Committee shall be Trustees. Non-trustees may serve as members of any committees other than the Executive Committee, the Audit Committee or the Trustee Governance Committee upon the appointment of the Chair following approval of the Board. A minimum of three Trustees must serve on a committee established under this Article III. All members of a committee, including non-Trustee members and *emeriti* trustees serving at the request of the Chair shall be voting members and shall serve for a term of one year, or a term of two years in the case of non-Trustee members, beginning the first day of July following their appointment or election except where otherwise stated in these Bylaws. Members of committees may serve consecutive terms.

Section 4.

Each committee shall be staffed by an administrative officer, as specified in these bylaws or as determined by the President, to assist it with its work. Each committee shall meet at least once annually and periodically report on its work and recommendations to the Board. Each committee shall prepare minutes of its meetings.

Section 5: Executive Committee

a. Composition

The Executive Committee shall be composed of the Chair of the Board, who shall be Chair of the Committee and of the Compensation Subcommittee, the Vice Chair of the Board, the immediate Past Chair of the Board, if then serving as a Term Trustee, the President of the University, the Secretary of the Board, the chairs of the Academic and Student Affairs, Finance, Enrollment and Development Committees, if such Board committees then exist, and up to three additional Trustees (but not to exceed a total of twelve persons serving on the Executive Committee) appointed annually by the Chair of the Board after consultation with the Trustee Governance Committee and the President. Members of the Executive Committee shall serve one-year terms commencing on July 1. The Executive Committee shall meet as often as the affairs of the University may require, as the Chair and President shall determine, and shall ensure that a summary of the minutes is prepared and distributed to all trustees. The Committee shall establish its own rules of procedure in consultation with the Board Chair, the President, and the Board. A majority of committee members shall constitute a quorum.

b. Purpose

The purpose of the Executive Committee is twofold.

1. It shall serve at the pleasure of the Board as its agent in helping the President to further the business of the University.
2. It shall meet as needed between or in conjunction with regular Board meetings to conduct business and take actions within the Board's authority or on matters delegated to it by the Board. A need for such an Executive Committee meeting shall be determined by the Chair and shall be called and noticed in the same manner as a special meeting of the Board as provided in Article II. At such an Executive Committee meeting, the Committee shall, subject to the provisions of paragraph d.1. below, have authority to take action in the full Board's stead, including all such matters specified elsewhere in these Bylaws and related Committee Charges as calling for action by the Board.

c. Meetings of the Executive Committee

1. The Executive Committee may meet upon a call by the Chair or Secretary of the Board, without separate notice, if the meeting is conducted in conjunction with a regular or special meeting of the Board.
2. Meetings of the Executive Committee pursuant to Article III, Section 5.b.2. above may be called and held at a time and place to be determined by the Chair of the Board. A special meeting of the Executive Committee shall also be called by the Secretary on the receipt of a written petition, addressed to the Secretary, and signed by the President of the University and two other members of the Executive Committee, or by any four members of the Executive Committee, specifying the time and place of the meeting. Such a call need not specify the purpose of the meeting, and the authority of the Executive Committee at the meeting shall include all business properly conducted according to the provisions of these Bylaws.
3. The agenda for meetings of the Executive Committee shall be arranged by the Chair of the Board in consultation with the President of the University. Meetings may be conducted by the same means specified in Article II, Section 5. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, and if less than a quorum attends, those present may adjourn a meeting to a specified date. Except as otherwise provided in these Bylaws, all provisions of Article II, Sections 7, 8, 9, and 10 (regarding notices, parliamentary authority, etc.) shall likewise apply to meetings of the Executive Committee, substituting the phrase “the Executive Committee” for the phrase “the Board” and otherwise incorporating the language of these Sections into this Section.

d. Responsibilities

The Executive Committee shall:

1. have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the Board: selection and termination of the President; election of Term Trustees, Recent Graduate Trustees, Trustees Emeriti, Non-Trustee Board Committee Members and Board Officers; changes in the University’s institutional mission and purposes; changes to the Articles of Consolidation; adoption of the annual budget;
2. exercise general oversight of all the affairs of the University, not otherwise specifically delegated, during the recesses between meetings of the Board;
3. act on the Board’s behalf to develop in consultation with the President, performance objectives for the President; conduct a professional development-focused program of performance evaluation regarding achievement of those objectives; establish the President’s compensation and adjust it from time to time; operate and document a process to ensure that the President’s compensation is reasonable in comparison with others similarly employed and consistent with fair market value; approve, develop, and document the terms of the President’s written employment agreement; and otherwise

- carry out the Board's responsibilities regarding administration of the President's employment;
4. act on the Board's behalf to establish, in consultation with the President, the compensation of the Executive Officers of the University, other than the President, who are "disqualified persons" within the meaning of Section 4958 of the Internal Revenue Code and adjust their compensation from time to time; and to operate and document a process to ensure that their compensation is reasonable in comparison to others similarly employed and is consistent with fair market value;
 5. delegate to the Compensation Subcommittee matters concerning compensation of the President, other 'disqualified persons' and other Cabinet officers, and monitor compensation philosophies for University faculty and staff;
 6. fill temporarily, until the next Board meeting, any vacancy occurring during recesses between meetings of the Board of Trustees in any corporate office;
 7. perform such other duties as shall be prescribed by the Board.

Section 6: Trustee Governance Committee

a. Composition

The Trustee Governance Committee shall be composed of the Chair of the Board, the Vice Chair of the Board, the immediate Past Chair of the Board, if then serving as a Term Trustee, the President of the University, the Secretary of the Board and as many additional Trustees as are appointed by the Chair of the Board. The Chair of the Trustee Governance Committee shall be appointed by the Chair of the Board. The Committee shall meet as often as necessary to conduct its business, but no fewer than three times annually. The Committee shall establish its own rules of procedure in consultation with the Board Chair, the President, and the Board. A majority of committee members shall constitute a quorum.

b. Purpose

The purpose of the Trustee Governance Committee is threefold:

1. It shall ensure that the Board's membership and leadership consist of highly qualified and committed individuals;
2. It shall ensure that regular programs of orienting new Trustees and providing in-service education for all Trustees are maintained;
3. It shall periodically recommend initiatives by which the Board shall assess its performance and remedy deficiencies.

c. Responsibilities

The Trustee Governance Committee shall:

1. develop standards for service on the Board, inform each potential member of those standards and of the Board's expectation that all trustees will honor those standards, and ensure before an invitation is issued that any person invited to join the Board is in agreement with those standards;
2. develop such standards, if any, as it deems desirable for selection of *emeriti* trustees;
3. nominate persons to serve as Term Trustees and Recent Graduate Trustees, corporate officers and as *emeriti* trustees;
4. ensure the orientation of new Trustees and the continuing development of all Trustees;
5. periodically review each incumbent Term Trustee, in relation to the standards set for service on the Board, at the end of year 1, year 3, year 6 and year 9 or more often as determined by the Trustee Governance Committee and each incumbent Recent Graduate Trustee at the end of year 1;
6. identify and cultivate prospective Term Trustees and Recent Graduate Trustees, seeking suggestions and assistance from incumbent Trustees;
7. recommend Bylaw changes as needed;
8. perform such other duties as shall be prescribed by the Board.

ARTICLE IV: CORPORATE OFFICERS

Section 1.

The corporate officers of Lawrence University of Wisconsin, a Wisconsin educational corporation, shall consist of a Chair, one or more Vice Chairs (and if more than one, to be designated First Vice Chair, Second Vice Chair, etc.), a Secretary, a Treasurer, and such other officers and assistant officers as may from time to time be deemed necessary or advisable by the Board. The word "chair" as used in these Bylaws shall be synonymous with the word "president," and the words "vice chair" and "vice chairs" shall be synonymous with the words "vice president" and "vice presidents" as such words are used in Chapter 181 of the Wisconsin Statutes. The Chair, Vice Chair, and Secretary shall be, but no other officers need be, Term Trustees.

Section 2.

The corporate officers shall be elected by the Board of Trustees at its Spring meeting. Each officer shall be elected for a term of one year and until his or her successor is elected and qualified, and shall take office on the first day of July following election.

Section 3.

The number of years a Term Trustee may serve consecutively as Chair shall not exceed three.

Section 4.

A vacancy in any corporate office occurring between the dates of annual meetings may be filled by election at any regular or special meeting of the Board, and such election shall be for the unexpired term of the officer whose place has become vacant. Officers chosen under this Bylaw shall take office immediately upon election.

Section 5.

Any corporate officer may be removed, with or without cause, at any meeting of the Board whenever in its judgment the best interests of the Corporation will be served thereby.

ARTICLE V: DUTIES OF THE CORPORATE OFFICERS

Section 1: Chair

The Chair shall be the principal officer of the Corporation. He or she shall preside at all meetings of the Board, sign diplomas for degrees awarded by the Board, and perform such duties as customarily pertain to the office of president of a non-stock, non-profit corporation, and such duties as shall be specified by the Bylaws.

Section 2: Vice Chair

In the absence of the Chair or in the event of his or her death or inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chairs in the order designated at the time of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 3: Secretary

The Secretary of the Corporation shall:

- a. serve as the Secretary of the Board;
- b. serve as the Secretary of the Executive Committee and of the Trustee Governance Committee;

- c. give at least ten days' notice in writing to each Trustee (and the *emeriti* trustees) of any meeting of the Board of Trustees;
- d. deliver (by mail, facsimile transmission, e-mail, internet posting or other electronic measures) to each Trustee the minutes of each meeting of the Board and of the Executive Committee as soon as practicable after each meeting;
- e. sign diplomas for degrees awarded by the Board;
- f. perform such other duties as shall be prescribed by the Board.

Section 4: Assistant Secretary

Any Assistant Secretary may perform any of the duties of the Secretary in his or her absence, refusal or inability to act.

Section 5: Treasurer

The Treasurer of the Corporation shall:

- a. before entering upon the duties of his or her office, be bonded under a fidelity bond in an amount to be determined by the Finance Committee;
- b. be authorized and empowered to sell, assign, and transfer all or any stocks and/or registered bonds or certificates of deposit for bonds or stock, now or hereafter standing or registered in the name of the Corporation, and to execute any instruments proper or necessary to affect any such transfer. The Treasurer under this Bylaw shall act only in accordance with authorization of the Executive Committee or of the Investment Committee.

Section 6: Assistant Treasurer

Any Assistant Treasurer, before entering upon the duties of his or her office, shall be bonded under a fidelity bond in an amount to be determined by the Finance Committee. Any Assistant Treasurer shall perform any of the duties of the Treasurer in his or her absence, refusal or inability to act.

ARTICLE VI: MILWAUKEE-DOWNER COLLEGE TRUST FUND

The Milwaukee-Downer College Trust Fund of Lawrence University shall consist, initially, of the fiscal or invested assets of Milwaukee-Downer College at the time of its consolidation on July 1, 1964, with Lawrence College of Wisconsin into Lawrence University of Wisconsin, and such net assets as may properly be allocable to it, though received in the future, from the sale or other disposition of any assets formerly belonging to Milwaukee-Downer College, and such assets received in the future from bequests, devises, trusts, by operation of law or otherwise, which are properly allocable to Milwaukee-Downer College or to this Trust Fund.

The Trust Fund may be commingled for investment purposes with other investments of Lawrence University of Wisconsin, but it will be identified separately and administered in accordance with

these Bylaws. The income and principal of this Trust Fund shall be used for the promotion of academic excellence in private education for women in a free society, which it is understood includes coeducation and all expenditures relating thereto which may be of direct or indirect benefit to women students.

ARTICLE VII: EXECUTIVE OFFICERS OF THE UNIVERSITY AND THEIR DUTIES

The Board shall appoint a President of the University, who shall be its Chief Executive Officer; a Chief Academic Officer; a Vice President for Finance and Administration; and such other executive officers of the University as shall be recommended by the President and considered by the Board necessary for the efficient administration of the University. Such officers shall serve at the pleasure of the Board.

Section 1: The President

The President shall be the liaison of the Board to the Faculty, and of the Faculty to the Board. The President shall be, ex officio with a vote, a member of all standing committees of the Board, other than the Audit Committee, and of all standing committees of the Faculty. The President shall:

- a. maintain and administer within Lawrence University of Wisconsin three educational units: (1) Lawrence College for the education of men, (2) Downer College for the education of women, and (3) the Conservatory of Music;
- b. recommend to the Board, through the appropriate committees, the appointment of administrative officers;
- c. with the assistance of the Chief Academic Officer, appoint the librarian and all teachers with academic rank of assistant professor, associate professor or professor (unless appointed to the faculty with tenure, in which case approval by the Board is required);
- d. with the assistance of the Chief Academic Officer, recommend to the Board of Trustees, through the appropriate committees, faculty promotions in academic rank and tenure;
- e. with the assistance of the Chief Academic Officer, confer academic degrees as shall be recommended by the Faculty of the University;
- f. with the assistance of the Vice President for Finance and Administration, prepare and present to the Board through the Finance Committee, the annual budget for the operation of the University;
- g. preside, or designate the Chief Academic Officer to preside, at meetings of the Faculty;
- h. sign and deliver diplomas for academic and honorary degrees conferred by the Board;
- i. present a formal report on the condition of the University at each annual and regular meeting of the Board;

- j. perform such other duties as customarily pertain to the chief executive officer of any educational institution or as shall be specifically prescribed from time to time by the Board;
- k. delegate such authority and responsibility to the administrative officers as is necessary for the effective administration of the affairs of the University.

Section 2: The Chief Academic Officer

The Chief Academic Officer shall report to the President of the University and is responsible for guiding and coordinating all activities relating to academic programs as well as those regarding faculty standing and status. Specifically, he or she shall:

- a. work with the Faculty in fulfilling its responsibility for shaping the curriculum in accordance with the educational mission of the university;
- b. assist the President with the recruitment and retention of Faculty, and with recommendations for tenure, promotion, and salary changes;
- c. conduct regular evaluations of Faculty;
- d. oversee major aspects of the academic program and academic support system, including the Conservatory of Music, the Library, the Office of the Registrar, the Department of Athletics, Student Academic Services, the Center for Teaching and Learning, and the Instructional Technology Group;
- e. assist the President in conferring academic degrees as shall be recommended by the Faculty of the University.
- f. supervise budget planning and budget administration for academic departments and programs, including faculty compensation, and consult with the Vice President for Finance and Administration on budget recommendations for academic programs;
- g. develop and administer programs in support of the professional development of Faculty;
- h. conduct regular evaluations of academic programs;
- i. preside, as designated by the President, at meetings of the Faculty;
- j. perform such other duties as customarily pertain to the office of the Chief Academic Officer or as shall from time to time be prescribed by the President or the Board.

Section 3: Vice President for Finance and Administration

The Vice President for Finance and Administration shall report to the President of the University and be the steward of the University's financial affairs, human resources, and physical plant. The Vice President for Finance and Administration, before entering upon the duties of his or her office,

shall be bonded under a fidelity bond in an amount to be determined by the Finance Committee. He/she shall:

- a. oversee major aspects of the University's operations, including Financial Services, Human Resources, Information Technology, and Facilities Services;
- b. assist the President of the University in the preparation of the annual budget for the operation of the University and supervise the expenditures based upon appropriations authorized by the budget adopted by the Board;
- c. manage the fiscal affairs of the University, including the execution, in the name of the University, of deeds, mortgages, bonds, contracts and other instruments authorized by the board, except where otherwise provided by resolution of the Board;
- d. procure the services (other than those of the Faculty) and supplies and facilities required in the operation and maintenance of the University, including insurance of all types, either required by law or authorized by the Board.
- e. function as the Treasurer of the University, unless otherwise determined by the Board, and be responsible for staffing the Investment Committee;
- f. be responsible for the receipt of all monies of the University, for the collection of all monies due the University, and for the discharge of all financial obligations of the University incurred in its operations;
- g. properly account for financial transactions involving current, endowment, agency, and other funds so that the reporting of financial transactions and statements may be reviewed by external auditors at the close of each fiscal year and reported to the Board in a timely manner;
- h. direct the safe and efficient operation of the physical plant, the University's efforts to minimize its environmental impact, the effective use of University properties and the supervision of improvements to the campus;
- i. be responsible for personnel standards, relations, and administration of records for all non-academic personnel;
- j. be responsible for the structure, compliance and implementation of employee benefit programs for all personnel;
- k. perform such other duties as customarily pertain to the office of the Vice President for Finance and Administration or as shall from time to time be prescribed by the President or the Board.

ARTICLE VIII: THE FACULTY OF THE UNIVERSITY

Section 1.

The Faculty of the University shall consist of the President of the University, who shall be presiding officer of the Faculty; the Chief Academic Officer; all full-time teachers with academic rank of lecturer, instructor, assistant professor, associate professor, or professor, who are appointed by the Board; and such other officers of administration or holders of academic rank as are recommended by the Faculty and approved by the President.

The Faculty shall:

- a. determine the courses of study, subject to the approval of the Board;
- b. recommend to the President and the Chief Academic Officer candidates for academic degrees;
- c. prescribe regulations not inconsistent with the Articles of Consolidation or Bylaws of the University for the administration of the curriculum and for the government of its own body.

Section 2.

The President of the University shall be empowered to veto any action taken by the Faculty, which veto shall stand as the act of the Faculty unless overruled by a two-thirds vote of all its members.

Section 3.

The Faculty may delegate to committees of its own or to regularly constituted councils or bodies of faculty and students the Faculty's responsibility and authority, subject to the approval of the Board. Such delegation may not exceed the responsibility and authority expressly conferred on the Faculty by these Bylaws.

ARTICLE IX: HONORARY DEGREES TO BE GRANTED BY THE UNIVERSITY

The Board may confer such honorary degrees as may be recommended by the President and the Chief Academic Officer.

ARTICLE X: INDEMNIFICATION

Section 1.

All capitalized terms used in this Article not otherwise defined in these bylaws shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes. For avoidance of doubt, a Trustee is a Director for purposes of this Article and corporate and administrative officers appointed or elected under Article V or VII of these Bylaws are Officers for purposes of this Article.

This Corporation shall, in accordance with Section 181.0872(1) of the Wisconsin Statutes, indemnify a Director or Officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or Officer was a party because he or she is a Director or Officer.

Section 2.

In cases not included under Section 1 of this Article X, the Corporation shall, in accordance with Section 181.0872(2) of the Wisconsin Statutes, indemnify a Director or Officer against Liability incurred by the Director or Officer in a Proceeding to which the Director or Officer was a party because he or she is a Director or Officer of the Corporation, unless Liability was incurred because the Director or Officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

- a. A willful failure to deal fairly with the Corporation in connection with a matter in which the Director or Officer has a material conflict of interest;
- b. A violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- c. A transaction from which the Director or Officer derived an improper personal profit; or
- d. Willful misconduct.

Pursuant to Section 181.0872(2)(b) of the Wisconsin Statutes, the determination of whether indemnification is required under this Section 2 shall be made under Section 181.0873 of the Wisconsin Statutes.

Section 3.

The Corporation shall indemnify members of committees with board-delegated powers, acting within the scope of their duties as such, to the same extent as Directors and Officers under this Article X. Committees with board-delegated powers shall be board committees established by the board pursuant to Section 181.0825 of the Wisconsin Statutes, including any such committees established under Article III of these Bylaws.

The Corporation shall indemnify members of Designated Advisory Bodies, acting within the scope of their duties as such, to the same extent as Directors and Officers under this Article X. A “Designated Advisory Body” is any advisory body designated as such by the Board of Trustees from time to time.

The Corporation shall also indemnify those persons who, at the request of this Corporation, act as a Trustee, Director, or Officer of a Designated Corporation affiliated with this Corporation. A “Designated Corporation” is an organization designated as such by the Board of Trustees from time to time.

The Board of Trustees shall cause a list (or lists) of Designated Advisory Bodies, Designated Corporations, committees with board-delegated powers and the persons entitled to indemnification under this Section 3, to be kept with the Corporation's records.

Section 4.

The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective Trustees, Directors, Officers, and Designated Advisory Body members described above and for whose benefit indemnification is provided under Sections 1, 2 and 3 of this Article X.

Section 5.

The Corporation, at the discretion of the Board of Trustees, may, but is not required to, indemnify and allow reasonable Expenses of a Corporation employee or agent of the Corporation who is not entitled to indemnification under Sections 1, 2, or 3 of this Article X. The allowance for and the scope of such indemnification is subject to the sole discretion of the Board of Trustees, who may provide for such indemnification through specific action or by contract.

Section 6.

Upon a written request by a person entitled to indemnification under this Article X, the Corporation, in the discretion of the Board of Trustees, in accordance with Section 181.0874 of the Wisconsin Statutes, may pay or reimburse his or her reasonable Expenses as such Expenses are incurred if such person provides the Corporation with all of the following:

- a. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation; and
- b. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required.

The written undertaking referenced above may be accepted without reference to the person's ability to repay the Expenses allowance. The written undertaking may be secured or unsecured.

Section 7.

The Corporation may, but shall not be required to, supplement the right to indemnification set forth in this Article X by purchasing insurance covering any one or more of the following persons, whether or not the Corporation would be obligated to indemnify or advance Expenses to any such person under this Article X, including: Trustees; *emeriti* trustees; Directors; Officers; employees; agents; members of Designated Advisory Bodies; and Trustees, Directors, Officers of Designated Corporations.

Section 8.

The invalidity or unenforceability of any provision of this Article X shall not affect the validity or enforceability of any other provision of this Article X or of these Bylaws.

ARTICLE XI: EFFECTIVE DATE OF BYLAWS AND AMENDMENTS THEREAFTER

Section 1.

The effective date of these amended Bylaws will be October 27, 2017.

Section 2.

These Bylaws may be amended at any time after their effective date at any annual, regular, or special meeting of the Board at which a quorum is present, by a majority vote of the Trustees, provided that a copy of the proposed amendments shall have been provided to each Trustee at least ten days before the meeting at which the proposed amendments are to be considered.