

TRUSTEES OF THE COLLEGE
OF THE HOLY CROSS

B Y - L A W S

As Adopted by the
Corporation on August 31, 1967

And Amended by the
Corporation on:

September 9, 1970
May 5, 1973
September 11, 1973
May 4, 1974
December 6, 1975
May 1, 1976
September 14, 1976
December 4, 1976
September 13, 1977
December 8, 1979
September 9, 1980
December 6, 1980
September 11, 1982
September 13, 1986
December 5, 1987 (Foreword)
May 5, 1990

FOREWORD
TO BY-LAWS
OF THE
TRUSTEES
COLLEGE OF THE HOLY CROSS

On 5 December 1987, the Board of Trustees voted unanimously to amend the Articles of Organization as follows:

No officer or director of the Corporation shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director (i) for any breach of such person's duty of loyalty to the Corporation or to its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such person derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer occurring prior to the amendment to the Articles of Organization effecting such amendment or repeal.

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TRUSTEES OF THE COLLEGE OF THE HOLY CROSS

B Y - L A W S

ARTICLE I

Name, Location, and Purposes

Section 1. Name. The legal name of the corporation is the Trustees of the College of the Holy Cross, under which name its business and affairs are conducted. The college established and maintained by the corporation is known as The College of the Holy Cross.

Section 2. Location. The location of the principal office of the corporation is Worcester, Massachusetts.

Section 3. Purposes. The purposes of the corporation shall be as set forth in its charter, as from time to time amended. Said charter consists of Chapter 99 of the Acts of 1865 of the General Court of The Commonwealth of Massachusetts, as amended by Chapter 149 of the Acts of 1927, Chapter 289 of the Acts of 1967, and Chapter 839 of the Acts of 1975.

*Amended 1 May 1976.

ARTICLE II

Members

Section 1. Election. *There shall not be less than five nor more than sixty-five members of the corporation of whom one shall be the person who is from time to time the president of The College of the Holy Cross. The members of the corporation shall be known as trustees and, collectively, as the board of trustees. **The number of trustees in each corporate year shall be fixed at the annual meeting of the board of trustees.

Section 2. ***Term. Each trustee shall be elected for a one-, two-, three-, or four-year term, in order that, as nearly as may be, the terms of one-fourth of the trustees shall expire each year. ****Annually the trustees shall elect from the immediately preceding graduating class one member to serve a two-year term. Subject to law, to the charter, and to the other provisions of these by-laws, each trustee shall hold office until the expiration of that trustee's term and until his or her successor is chosen and qualified, or until the trustee sooner dies, resigns, is removed, or becomes disqualified.

Section 3. *****/*****Eligibility. Unless the trustees, by a majority vote of the board vote otherwise, no trustee who has served as trustee for eight consecutive years shall be eligible for re-election until one full year has elapsed since the expiration of the last of said consecutive years.

*Amended	1	May 1976.
**Amended	4	December 1976.
***Amended	13	September 1977.
****Amended	9	September 1970.
*****Amended	5	May 1973.
*****Amended	13	September 1986.

Section 4. Resignations. Any trustee may resign at any time by delivering a written resignation to the chair or to the secretary.

Section 5. Removals. Any trustee may be removed by a two-thirds vote of the entire number of trustees then in office when, in their judgment, that trustee shall be rendered incapable by age or otherwise of discharging the duties of his or her office, or shall neglect or refuse to perform the same.

Section 6. Powers. The board of trustees shall have and may exercise, subject to law and to the charter of the corporation, all the powers of members and all the powers of the corporation. Without limiting the generality of the foregoing, the board of trustees shall have all the powers of directors and have general supervision and control over the property and affairs of the corporation; shall formulate and oversee the educational and fiscal policies of The College of the Holy Cross; shall elect or appoint all officers of the corporation including the president of The College of the Holy Cross, and shall appoint all other officers of instruction and administration in The College of the Holy Cross and determine their duties and responsibilities, tenure, conditions of employment, and their remuneration; shall make and may from time to time change rules and regulations to insure the good government of The College of the Holy Cross, including procedures for enforcement and penalties for violations; shall fix all tuition and other fees and charges; and shall confer all honors and degrees.

ARTICLE III

Meetings of the Board of Trustees

Section 1. Annual Meeting. The annual meeting of the board of trustees shall be held in the *forenoon on a Saturday in September of each year, the date each year to be designated by the president. Purposes for which an annual meeting is to be held, in addition to those prescribed by law or by these by-laws, may be specified by the chair.or by any four or more trustees. If the annual meeting is not held on the day herein provided for, a special meeting may be held in lieu thereof and all business transactions and all elections held at such meeting shall have the same effect as if transacted or held at an annual meeting. Unless otherwise stated in the notice of the meeting, all meetings shall be held at the principal office of The College of the Holy Cross in the City of Worcester, Massachusetts.

Section 2. Regular Meetings. Regular meetings of the board of trustees may be established, and the time and place thereof fixed, by resolution of the board of trustees. No notice of regular meetings shall be required, if the times and places thereof shall have previously been furnished in writing to all the trustees, and any notice of a regular meeting which is given need not state the purpose or purposes thereof unless otherwise required by law or by these by-laws.

Section 3. Special Meetings. Special meetings of the board of trustees shall be held when called by the chair, the president

*Amended 6 December 1980

of The College of the Holy Cross, or any four or more trustees, reasonable notice thereof being given to each trustee by the secretary or, in the event of the death, absence, incapacity, or refusal of the secretary, by the chair, the president of The College of the Holy Cross, or the trustees calling the meeting, or at any time without call or formal notice, provided all the trustees are present or waive notice thereof by a writing which is filed with the records of the meeting. In any case, it shall be determined sufficient notice to a trustee to send notice by mail at least forty-eight-hours or by telegram at least twenty-four hours, before the meeting, addressed to the trustee at his or her usual or last known business or residence address.

Section 4. Quorum. Except as otherwise specifically required by law or by the charter or by these by-laws, a majority of the board of trustees then in office shall constitute a quorum for the transaction of business at any, regular or special meeting of the board of trustees and, at any meeting at which a quorum is present, a majority vote of the trustees present shall be sufficient to authorize any corporate action. A majority of those present, although less than a quorum, may adjourn the meeting from time to time and such meeting may be held as adjourned without further notice.

ARTICLE IV

Executive Committee

Section 1. Election. The board of trustees may by vote of the majority of their entire number then in office elect from their own number an executive committee of five trustees, including the president of The College of the Holy Cross who shall be ex-officio chair and a member of the committee. The executive committee shall be elected at the annual meeting of the board of trustees in each year and each member thereof shall

serve a term of one year, or until the member's successor has been elected and qualified or until he or she dies, resigns, is removed, or becomes disqualified.

Section 2. *Powers. The executive committee shall be subordinate and responsible to the board of trustees. Between meetings of the board of trustees, the executive committee shall have all of the powers and duties of the board except that the executive committee shall not have power to approve or authorize any changes in the charter of the corporation or these by-laws; to remove or elect officers of the corporation or the president of The College of the Holy Cross; to effect any major change in the nature of the operations of the College; to authorize any mortgage or encumbrance on all or any substantial part of the properties of the corporation; to confer honors or degrees; to purchase real estate; or to sell real estate used directly for the purposes of The College; or to authorize the construction or alteration (as distinguished from the current care and maintenance) of any structure used for the purposes of the College of the Holy Cross, except when specifically authorized to do so by vote of the trustees. The board of trustees shall have power to rescind any vote or resolution of the executive committee, but no such rescission shall have retroactive effect if action shall previously have been taken in reliance thereon.

*Amended 8 December 1979.

Section 3. Quorum. A majority of the members of the executive committee shall constitute a quorum for the transaction of business and, at any meeting at which a quorum is present, a majority of those present shall determine all matters brought before the meeting. The executive committee may make appropriate rules with respect to calling, notice, and conduct of its meetings.

Section 4. Reports. Minutes of all proceedings of the executive committee shall be maintained and copies thereof shall be distributed to each member of the board of trustees after such minutes shall have been approved by the committee. At each meeting of the board of trustees, the proceedings and actions taken by the executive committee since the last meeting of the board of trustees shall be reported to the board of trustees.

*Amended 8 December 1979.

ARTICLE V

Committees

Section 1. *Standing Committees. The chair of the board of trustees shall annually appoint not less than three persons, at least one of whom must be a trustee, to each of the following standing committees

*Amended 13 September 1977. (Deletion of Section 6., Committee on Planning, necessitated renumbering of Committees in sequence following.)

Committee on Academic Affairs

Committee on Student Affairs

Finance Committee

Investment Committee

Committee on Development and College Relations

Committee on Buildings and Grounds

Each standing committee shall meet not less often than once in each year, at the call of its chair. Each standing committee shall present a report in writing to the president of The College of the Holy Cross not less than once a year. *Persons appointed to the standing committees, other than trustees or members of the faculty, shall be known as associate trustees. Meetings of all associate trustees shall be held on such occasions as the president of the College or the chair of the board deems advisable.

Section 2. Committee on Academic Affairs. The committee on academic affairs shall inquire into developments and trends in the theory and practice of education; shall confer with the president of The College of the Holy Cross and deans, members of the faculty and of the student body, on questions of educational policy, curriculum, and other academic matters, and present its recommendations thereon to the board of trustees. The committee shall also advise the president of The College of the Holy Cross on faculty appointments, resignations, leaves of absence, promotions, and tenure, and present its recommendations thereon to the board of trustees.

*Amended 6 December 1975

Section 3. Committee on Student Affairs. The committee on student affairs shall confer with the president of The College of the Holy Cross, the dean of students, *the associate deans of students, and members of the faculty and of the student body on matters relating to campus and student life, including religious, cultural, and social programs, intramural athletics, residence halls, dining facilities, infirmary, and other student services and affairs; and present its recommendations thereon to the board of trustees.

Section 4. Finance Committee. Subject to the control and direction of the board of trustees, the finance committee shall have responsibility for all financial affairs of The College of the Holy Cross with respect to receipt, disbursement, deposit, and safekeeping of the funds and moneys of said college; shall invest and re-invest the temporary deposits of said college; shall direct the purchase and sale of property of said college, excepting land and buildings used for college purposes; shall appoint from time to time a certified public accountant as auditor of the books and accounts of the treasurer and cause said books and accounts to be audited annually by said auditor. The committee may delegate authority and employ agents to assist it in executing its responsibilities. It shall approve the annual budget of The College of the Holy Cross, prepared by the treasurer under the supervision of the president, and present it thereafter to the board of trustees for final action.

*Amended 11 September 1973, and 14 September 1976.

Section 5. Investment Committee. Subject to the control and direction of the board of trustees, the investment committee shall have charge of investment of the endowment and other trust funds of the college. It shall have authority to change, sell, or alter investments and to make re-investments. It shall have power to direct the sale, assignment, transfer or conveyance of any stocks, bonds, or other securities, or of any real estate owned by The College of the Holy Cross as assets of the endowment or other trust funds and not used for college purposes. The committee may delegate authority and employ investment counsel, corporate custodians, and other agents to assist it in executing its responsibilities.

Section 6. Committee on Development and College Relations shall inquire into modes of financial support of plans for the development of The College of the Holy Cross and into the methods of promoting the best interest of said college among its various constituencies, and shall report such findings and recommendations to the board of trustees as it shall deem advisable. It shall oversee and provide for the soliciting of gifts for endowment, additions of the physical plant, and support of the current operating budget of the college.

Section 7. *Committee on Buildings and Grounds. The committee on buildings and grounds shall make recommendations respecting the renovation or construction of buildings. It shall make recommendations on major repairs, including determining the priority and extent thereof. The committee shall review decisions on the selection of architects, as well as plans and specifications for new buildings. The committee shall have general charge of grounds, roads, walks, and underground construction at The College of the Holy Cross.

*Amended 4 May 1974

Section 8. Other Committees. The board of trustees may create and establish such other committees, boards, and councils in respect of the management of the affairs of The College of the Holy Cross as the board shall, from time to time, determine; and, in its discretion, may discontinue any such committees, boards, and councils. The duties and functions of such boards, councils, and committees shall be defined and determined by the board of trustees.

Section 9. Quorum. A majority of the membership of any committee shall constitute a quorum for the transaction of business and, at any meeting at which a quorum is present, a majority of those present shall determine all matters brought before the meeting.

ARTICLE VI

Officers

Section 1. *Chair and Vice Chair . The chair and vice chair shall be elected from the trustees. The chair shall be elected for a six year term independent of the

*Amended 5 May 1990.

term as trustee, and shall not be eligible to succeed to a second consecutive term.

Election as chair thus shall cause a vacancy in the membership of the board of trustees of the corporation. The chair shall preside at meetings of the board of trustees at which he or she is present and shall perform such other duties and functions as may be delegated to him or her from time to time by these by-laws or by the board of trustees.

The chair shall have custody of the treasurer's bond if any is required. In the event of the chair's absence or disability, the vice chair shall perform the duties of the chair.

Section 2. Corporate Officers; Term. The corporate officers shall be a president of The College of the Holy Cross, a vice president of The College of the Holy Cross, a secretary, a treasurer, one or more assistant treasurers and assistant secretaries, and such other officers as the board of trustees shall from time to time appoint. Except for the president, officers may, but need not, be elected from the trustees. Except as otherwise required by law, each corporate officer shall serve for such terms as the trustees may specify, either by general vote or by the vote by which he or she is elected or appointed. To the extent permitted by law, any two offices may be held by the same person, including the offices of the chair and president of The College of the Holy Cross, but neither the chair nor the president may at the same time serve as vice chair, vice president of The College of the Holy Cross, treasurer, or secretary.

Section 3. The President. *The president shall be the chief executive and administrative officer of The College of the Holy Cross and shall have the general powers and duties usually vested in the office of president of a college. The president shall have the general and active management, control, and direction of the business operations, educational activities, and other affairs of The College of the Holy Cross. The President shall recommend to the board of trustees, upon advice of the appropriate committees, the appointment of college officers, the librarian, and teachers, salary adjustments, promotion in academic rank and actions which involve faculty tenure. The president shall prepare and present, with the assistance of the treasurer, to the board of trustees, upon advice of the finance committee, the annual budget for the operation of The College of the Holy Cross and present a formal report on the condition of said college at each annual and regular meeting of the board of trustees. The president of The College of the Holy Cross shall have the authority, in the interim between meetings of the board of trustees, temporarily to fill vacancies occurring in the membership of the faculty, and to make temporary additions to such membership, after consultation with the committee on academic affairs. The president of The College of the Holy Cross, together with the dean of said college, shall sign all diplomas issued by said college.

*Amended 5 May 1973.

Section 4. Vice President. The vice president of The College of the Holy Cross shall, in the event of any temporary absence or disability of the president of The College of the Holy Cross, perform the duties and exercise the powers of the president. The vice president shall perform such other duties and have such other powers as the president shall, from time to time, delegate to him or her or as shall be prescribed from time to time by the board of trustees.

Section 5. Secretary. The secretary shall be a resident of The Commonwealth of Massachusetts. The secretary shall attend all meetings of the board of trustees and of the executive committee, and act as clerk thereof and record all votes and minutes of all proceedings in books to be kept for that purpose, which books shall be open at all reasonable times to the inspection of any trustee. He or she shall mail to each trustee a copy of the minutes of each meeting of the board of trustees and of the executive committee as soon as practicable after each meeting; shall serve as the custodian of the records of the proceedings of all committees of the board of trustees; and shall notify all persons of their election as trustees and officers of the corporation or of The College of the Holy Cross and of their committee appointments. The secretary shall keep an attested copy of the charter and acts in amendment thereof and of these by-laws with a reference on the margin of these by-laws to all amendments thereof. He or she shall also keep or cause to be kept the membership books of the corporation, which shall contain a complete list of all trustees and their residences, at an office of the corporation in The Commonwealth of Massachusetts for the inspection of the trustees. The secretary shall keep in safe custody the seal of The College of the Holy Cross and, when authorized by the board of trustees, affix the seal to any instrument requiring the same. He or she shall give, or cause to be given, such notice as may be required of all meetings of the board of trustees and shall perform such other duties as may be prescribed from time to time by the board of trustees.

Section 6. Treasurer. The treasurer shall be the chief financial officer of the corporation and shall, subject to the control and direction of the board of trustees and the finance committee, have general charge of the financial affairs of the corporation and the care and custody of its funds, securities, and valuable papers, except his or her own bond, if any is required, and except records and documents required by these by-laws or by vote of the board of trustees to be kept by some other person. The treasurer shall keep or cause to be kept accurate books of account available at all reasonable times for inspection by any trustee. He or she shall purchase, manage, sell, or otherwise dispose of bonds, stocks, notes, real estate, and other evidences of property or indebtedness as authorized from time to time by the finance committee. Subject to the control and direction of the finance and investment committees, the treasurer shall have the responsibility for the investment of all available uninvested cash of the corporation and shall make available funds called for in the budget as finally approved by the finance committee and the board of trustees. He or she shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money to the corporation. The treasurer shall have such other powers as the board of trustees or the finance committee may from time to time determine. The treasurer shall also furnish such financial statements as, from time to time, may be required by the president of The College of the Holy Cross or the board of trustees. The treasurer may be required to give bond for the faithful performance of his or her duties in such amounts, in such form, and with such sureties as the board of trustees may require.

Section 7. Assistant Secretaries. The assistant secretary, or, if there shall be more than one, the assistant secretaries, in the order determined by the board of trustees, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of trustees, the president of The College of the Holy Cross, or the secretary may from time to time prescribe.

Section 8. Assistant Treasurers. The assistant treasurer,, or, if there shall be more than one, the assistant treasurers, in the order determined by the board of trustees, in the absence or disability of the treasurer, shall perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of trustees, the president of The College of the Holy Cross, or the treasurer may from time to time prescribe. Any assistant treasurers may be required to give bond for the faithful performance of their duties in such amounts, in such form, and with such sureties as the board of trustees may require.

Section 9. Powers. Each of the corporate officers shall have, in addition to the powers and duties herein specified, all other powers and duties ordinarily incidental to his or her office and such other powers and duties as the board of trustees may from time to time determine.

Section 10. Other Officers. The board of trustees shall appoint, in addition to the corporate officers, such officers of instruction and administration of The College of the Holy Cross as the board may from time to time determine and shall fix their duties and responsibilities, their tenure, their conditions of employment, and their remuneration.

ARTICLE VII

The Faculty

The faculty of The College of the Holy Cross shall consist of the president of The College of the Holy Cross, all full-time officers of instruction, such lecturers, part-time instructors, and visiting teachers as shall from time to time be appointed, and such officers of administration of The College of the Holy Cross as the board of trustees shall designate as members of the faculty. The faculty shall elect a recorder of the faculty who shall keep a record of the proceedings of the faculty and shall submit a copy thereof to the board of trustees whenever it shall so request. The faculty (subject to the approval of the board of trustees) shall fix the requirements of admission, the courses of study, and the conditions

of graduation and shall recommend candidates for degrees to the board of trustees, and shall make and may from time to time change rules and regulations (consistent with the charter, with these by-laws, and with rules and regulations made by the board of trustees) for governing the deliberations of the faculty, for the conduct of the educational work of The College of the Holy Cross, for ascertaining the proficiency of the students, for assigning honors and courses, and for the well-being and government of the students of The College of the Holy Cross.

ARTICLE VIII

Tenure

Officers of instruction shall serve at the pleasure of the board of trustees, or for a limited term as stated in the letter or contract of appointment, or permanently. The connection with The College of the Holy Cross of each officer of instruction appointed for a limited term shall cease at the expiration of his or her term unless he or she is reappointed. Qualification for permanent status shall be determined from time to time by the board of trustees, and those on permanent status are subject to removal by the board of trustees only for grave misconduct, neglect of duty, or physical incapacity. No officer of instruction shall serve after reaching the age of *seventy unless by further appointment by the board of trustees to serve at its pleasure or for a limited term. Officers of administration shall serve at the pleasure of the board of trustees and may be removed by the board of trustees at any time for any reason, and their connection with The College of the Holy Cross shall cease at the date of such removal unless appointed by the board of trustees to another office. *No officer of administration shall serve after reaching the age of seventy.

*Amended 11 September 1982.

ARTICLE IX

Execution of Documents

Except as the board of trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed on behalf of the corporation by the chair, by the president of The College of the Holy Cross, or by the treasurer.

ARTICLE X

Resignations and Removals

Any officer or agent of the corporation or of The College of the Holy Cross may resign at any time by delivering his or her resignation in writing to the president of the College of the Holy Cross or to a meeting of the board of trustees. Except as otherwise specifically provided in the charter or these by-laws, the board of trustees may, with or without cause, by a vote of twothirds of the members thereof present in person at any meeting called for the purpose, remove from office or terminate or modify the authority of any such officer or agent of the corporation or of The College of the Holy Cross.

*Amended 9 September 1980.

ARTICLE XI

Vacancies

If the office of any trustee or of the chair or the president of The College of the Holy Cross or the treasurer becomes vacant by reason of death, resignation, removal, or disqualification, a successor or successors may be elected by the trustees at a meeting called for the purpose, which may be the same meeting at which a former trustee or officer was removed. If the office of any other officer thus becomes vacant, the board of trustees may elect or appoint a successor. Each such successor shall hold office for the unexpired term and until his or her successor shall be elected or appointed and qualified or until he or she sooner dies, resigns, is removed, or become disqualified. The board of trustees shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its number as fixed by the trustees.

ARTICLE XII

Seal

The seal of the corporation shall, subject to alteration by the board of trustees, consist of a flat-faced circular die in the form impressed on the margin hereof.

ARTICLE XIII

*Fiscal Year

Except as from time to time otherwise prescribed by the board of trustees, the fiscal year of the corporation shall end on June 30.

*Amended 1 May 1976.

ARTICLE XIV

Amendments

These by-laws may be amended or repealed, and new by-laws may be adopted, by the two-thirds vote of the entire number of trustees then in office, at any meeting of the board of trustees, the notice of which shall have given the substance of the proposed change or indicated the articles to be effected thereby.