

TRUSTEES OF THE COLLEGE OF THE HOLY CROSS

BY-LAWS

**As Adopted by the
Corporation on August 31, 1967**

Effective September 10, 2022

**FOREWORD TO BY-LAWS OF THE TRUSTEES
OF THE 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.

TRUSTEES OF THE COLLEGE OF THE HOLY CROSS

BY-LAWS

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 (the "corporation"), 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.

ARTICLE II

Members

Section 1. Election. There shall not be less than five nor more than sixty-five members of the corporation of whom (a) one shall be the person who is from time to time the president of the College of the Holy Cross; and (b) subject to the prior approval of each such individual's qualifications and background by the Committee on Trusteeship, (i) one shall be the person who is the president of the Holy Cross Alumni Association, and (ii) the superior of the Jesuits of Holy Cross College, Inc. The members of the corporation shall be known as trustees and, collectively, as the board of trustees. The number of trustees for each fiscal year shall be fixed at the annual meeting of the board of trustees during that year or at the regular meeting of the board of trustees, held just prior to the beginning of the fiscal year.

Section 2. Term. With the exception of the president of the College of the Holy Cross, the president of the Holy Cross Alumni Association and the superior of the Jesuits of Holy Cross College, Inc. whose terms as trustee shall be concurrent with their terms in such offices, each trustee shall be elected for a one, two, three, or four-year term, and subject to a board of trustees vote otherwise, the terms of approximately one-fourth of the trustees shall expire each year. Annually the board of trustees shall elect from the current academic year graduating class one member to serve a two-year term which shall begin on July 1 of the following fiscal year. 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 board of trustees 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.

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 disqualified for cause or shall neglect, refuse, or be rendered incapable of discharging the duties of his or her office.

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 and the president and treasurer of The College of the Holy Cross; 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 September of each year, the date each year to be designated by the board of trustees. 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 as provided for in this Section 1, 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, 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 or other officer of the corporation, 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 give notice by mail, telephone, or by electronic mail at least twenty-four hours before the meeting addressed to the trustee at his or her usual or last known business or residence address and/or to the electronic mail address on file with the secretary.

Section 4. Quorum. Except as otherwise specifically required by law, the charter or 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.

One or more trustees may participate in a meeting by means of conference telephone or other similar communications equipment by means by which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting. Trustees may not vote by proxy.

Section 5. Action Without Meeting. Any action by the board of trustees may be taken without a meeting if all of the trustees then in office consent to the action in writing and the written consents are filed with the records of the meetings of the board of trustees. Such consents shall be treated as a vote of the board of trustees for all purposes.

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 to consist of not less than five trustees nor more than six trustees. The executive committee shall in all cases include the chair, who shall be ex-officio chair and a member of the executive committee, and the president of The College of the Holy Cross, who shall be an ex-officio member of the executive committee. The executive committee shall be elected for a term of one year, with a beginning date of July 1, at the at the regular meeting of the board of trustees preceding the start of the fiscal 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 (a) to approve or authorize any changes in the charter of the corporation or these bylaws; (b) to change the principal office of the corporation, (c) to remove or elect trustees or the president, treasurer or secretary of the corporation or The College of the Holy Cross; (d) to change the number of trustees or fill vacancies in the board of trustees or the positions of the president, treasurer or secretary of the corporation; provided, however, that in the event of the death, temporary absence or disability of the president, the Executive Committee may appoint an officer of the College to fill a vacancy in the position of the president or perform the duties and exercise the powers of the president until such time as the Board of Trustees acts to fill such vacancy or appoint an individual to fulfill the duties and exercise the powers of the president; (e) to effect any major change in the nature of the operations of the College; (f) to authorize any mortgage or encumbrance on all or any substantial part of the properties of the corporation; or (g) to confer honors or degrees. 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.

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 and, at any meeting at which a quorum is present, a majority vote of the members of the executive committee present shall be sufficient to authorize any action. The executive committee may make appropriate rules with respect to calling, notice, and conduct of its meetings, and may act by unanimous written consent as provided in Article III, Section 5 and may have one or more of its members participate in the meeting by means of a conference telephone or similar communications equipment as provided in Article III, Section 4. Members of the executive committee may not vote by proxy.

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.

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:

- Committee on Academic Affairs
- Committee on Student Affairs
- Finance Committee
- Investment Committee
- Institutional Advancement Committee
- Committee on Buildings and Grounds
- Committee on Trusteeship
- Committee on Audit and Institutional Risk
- Committee on Mission and Identity
- Committee on Athletics
- Committee on Admissions and Financial Aid
- Committee on Diversity, Equity and Inclusion

The chair of the board of trustees shall annually appoint a chair for such committee. 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 at the annual or a regular meeting of the board of trustees not less than once a year.

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, the provost 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 may also advise the president of The College of the Holy Cross on policies regarding faculty appointments, resignations, leaves of absence, promotions, and permanent tenure and present recommendations related to these to the board of trustees.

Section 3. Committee on Student Affairs. The committee on student affairs shall confer with the president of The College of the Holy Cross, the vice president for student affairs and 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, campus recreation, residence halls, dining facilities, health and wellness, and other student services and affairs; and present its recommendations related to these to the board of trustees.

Section 4. Finance Committee. Subject to the control and direction of the board of trustees, the finance committee shall advise the president and the corporation on fiscal matters and keep itself informed concerning the fiscal affairs of The College of the Holy Cross. The finance committee shall review and approve the annual budget and review the long-range financial plan of The College of the Holy Cross each fiscal year. The approved budget and financial plan shall be presented to the board of trustees at the annual meeting. The finance committee shall periodically review the income earned and expenditures incurred by The College of the Holy Cross during each fiscal year to determine whether actual operating results are generally in accordance with the approved budget. The finance committee shall review the financial feasibility of major expenditures including, but not limited to, technology and equipment investments, plant expansion, new construction, and replacement or renovation of existing facilities, and recommend appropriate actions to the board of trustees. The finance committee shall direct the purchase and sale of property of The College of the Holy Cross, excepting land and buildings used for College purposes. The finance committee shall review all external financing of capital investments and recommend appropriate actions to the board of trustees. The finance committee shall review the annual proposals with regard to the establishment of tuition levels and financial aid availability and policy, and such other matters as may affect the College's budgets of income and expenditures and recommend appropriate actions to the board of trustees. The finance committee may delegate authority and employ agents to assist it in executing its responsibilities.

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. Institutional Advancement Committee. The institutional advancement committee, in conjunction with The College of the Holy Cross advancement and marketing and communications officials, is responsible for the oversight of the fundraising and external relations programs of The College of the Holy Cross. The committee will act as a strategic advisor in considering and reviewing programs and policies designed to reach short and long range marketing, engagement, participation and comprehensive fundraising objectives.

Specific functions shall include oversight of programs designed to maximize engagement and financial support from alumni, parents, friends, corporations, foundations and associations to support the priorities established by the administration of The College of the Holy Cross and ensuring the effectiveness of advancement activities.

Section 7. Committee on Audit and Institutional Risk. The committee on audit and institutional risk shall consist only of independent trustees, none of whom shall be employees or faculty of The College of the Holy Cross. The committee has oversight responsibility for monitoring: the process for identifying, assessing, managing and reporting key risks of the corporation and The College of the Holy Cross, including, but not limited to, their compliance with legal and regulatory requirements and their policies; the adequacy of their systems of internal controls; the integrity of their external financial reporting; the quality, security and integrity of information and technology; and the independence and performance of their external auditors. The committee shall review and approve the renewal of the engagement of the independent auditing firm or recommend to the board of trustees the engagement of an alternate independent auditing firm for the corporation and The College of the Holy Cross. The committee shall perform such other duties as the board of trustees may from time to time delegate to it that are consistent with the committee's role as a source of independent review.

Section 8. 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.

Section 9. Committee on Trusteeship. The committee on trusteeship shall confer with the president and the chair of the board on matters concerning nomination of new trustees; research and approve the qualifications and background of each potential trustee who is not an employee of the corporation, and prepare recommendations for potential trustees for annual election; prepare recommendations on trustee re-election for a second term; prepare recommendations for chair of the board of trustees; prepare recommendations regarding the resignation or formal removal of a trustee; and shall present its recommendations thereon to the board of trustees. In addition, the committee shall provide guidance on new trustee orientation; establish and communicate the board meeting calendar; conduct trustee and board evaluations; and develop and propose policies regarding trustee responsibilities and expectations.

Section 10. Committee on Mission and Identity. The committee on mission and identity shall assist the board of trustees in ensuring that The College of the Holy Cross continues to be faithful to its Catholic Jesuit identity. In doing so, it will be kept informed of the work of The College of the Holy Cross as it relates to mission and identity through regular reports and discussion with the officials responsible for the mission and chaplains of The College of the Holy Cross and it will at least annually report to the board of trustees on these efforts. The committee will engage the board of trustees in any external reviews and subsequent follow-up that reflect on the mission and identity of the College, including, but not limited to, the Mission Priority Examen process and any processes of the New England Commission of Higher Education, or its successor organizations.

Section 11. Committee on Athletics. The committee on athletics shall oversee the varsity athletics program, consulting with the president, the director of intercollegiate athletics, the faculty, students, alumni and other constituencies with an interest in athletics. It shall have special responsibility for the integrity of the program, with respect to compliance issues and requirements, including but not limited to NCAA and applicable league requirements, and the values of The College of the Holy Cross; for ensuring that the program serves the strategic priorities of The College of the Holy Cross, and for the quality of the student-athlete experience.

Section 12. Committee on Admissions and Financial Aid. The committee on admissions and financial aid shall confer with the president of The College of the Holy Cross and the provost on questions of financial aid policy, and admissions and marketing strategies to recruit students to said College, and present its recommendations thereon to the board of trustees. The committee will conduct a periodic review of the efforts of The College of the Holy Cross to recruit and retain a student population of high academic quality while maintaining its commitments to diversity and access in compliance with applicable law. The committee may also advise the president on financial aid policy and present recommendations thereon to the board of trustees.

Section 13. Committee on Diversity, Equity and Inclusion. The committee on diversity, equity and inclusion ("DEI") shall assist the board of trustees in ensuring that The College of the Holy Cross continues to maintain and enhance its mission driven commitments to diversity, equity and inclusion. The committee shall confer with the president of The College of the Holy Cross, the Associate Provost for DEI, administrators with DEI specific responsibilities, alumni relations, faculty and students regarding DEI efforts on campus, including educational efforts, campus climate and other assessments, and progress on strategic DEI goals. The committee will also work to infuse DEI considerations within the work of the board and its committees, and present any related recommendations to the board of trustees.

Section 14. 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 powers, duties and functions of such boards, councils, and committees shall be defined and determined by the board of trustees.

Section 15. 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 and, at any meeting at which a quorum is present, a majority vote of the members of the committee present shall be sufficient to authorize any action of the committee. A committee may act with respect to any matter in which the committee is authorized to act by unanimous written consent as provided in Article III, Section 5 and may have one or more of its members participate in the meeting by means of a conference telephone or similar communications equipment as provided in Article III, Section 4. Members of the committees may not vote by proxy.

ARTICLE VI

Officers

Section 1. Chair and Vice Chair. The chair and vice chair of the corporation shall be elected from the trustees. The chair shall be elected for a four-year term independent of the 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 officers of the corporation shall be the chair and vice chair as described in Section 1 of this Article, a president, a secretary, a treasurer, and one or more assistant treasurers and assistant secretaries, and such other officers as the board of trustees shall from time to time appoint pursuant to this Section 2 (collectively referred to herein as "officers of the corporation" or "corporate officers"). Except for the president, officers of the corporation may, but need not, be elected from the trustees. Except for the chair and vice chair or 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, but neither the chair nor the president may at the same time serve as vice chair, treasurer, or secretary.

Section 3. The President. The president of the corporation shall be the president of The College of the Holy Cross, its chief executive and administrative officer. The president 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 have the power to appoint all officers of administration (except the treasurer), officers of instruction, and employees of The College of the Holy Cross, and determine their duties and responsibilities, length and terms and conditions of employment, their remuneration and removal except that the board of trustees (a) shall appoint or elect the president and treasurer of The College of the Holy Cross; shall award and remove permanent tenure of faculty and promotion in academic rank of faculty; may remove any officer or agent as set forth in Article X; and (d) shall review and approve the remuneration of the president, the treasurer, any vice president, and the provost of The College of the Holy Cross, the secretary, and any other officer, employee or individual receiving remuneration from the corporation or The College of the Holy Cross who is a disqualified person under applicable Internal Revenue Service excess benefit transaction rules. The president shall recommend to the board of trustees, upon advice of the appropriate committees, the appointment of officers of the corporation (other than the chair, vice chair, and president) and the award and removal of permanent tenure to faculty and promotion in academic rank of faculty. 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, together with the provost and dean of The College of the Holy Cross, shall sign all diplomas issued by said College.

Section 4. Secretary. The secretary of the corporation shall be a resident of The Commonwealth of Massachusetts. The secretary shall attend all meetings of the board of trustees 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 or as otherwise is required by law. He or she shall provide by mail or electronic mail to each trustee a copy of the minutes of each meeting of the board of trustees 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 written reference 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 or as otherwise required by law. 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 5. Treasurer. The treasurer of the corporation shall be the treasurer and chief financial officer of the corporation and The College of the Holy Cross 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 College of the Holy Cross 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 or as otherwise required by law. He or she may 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 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 6. Assistant Secretaries. The assistant secretary of the corporation, or, if there shall be more than one, the assistant secretaries of the corporation, 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, or the secretary may from time to time prescribe.

Section 7. Assistant Treasurers. The assistant treasurer of the corporation, or, if there shall be more than one, the assistant treasurers of the corporation, shall be assistant treasurers of The College of the Holy Cross. In the order determined by the board of trustees, in the absence or disability of the treasurer, the assistant treasurer or treasurers 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, 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 8. 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 9. Other Officers. The president shall have the power to appoint such officers of instruction and administration of The College of the Holy Cross as the president may from time to time determine and fix their duties and responsibilities, the length of and terms and conditions of employment, and their remuneration except for the actions that require approval of the board of trustees pursuant to Article VI, Section 3 above.

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 persons appointed pursuant to these by-laws to the ordinary ranks of professor, associate professor, assistant professor, or instructor or to the full-time temporary positions of visiting professor, visiting associate professor, visiting assistant professor, visiting instructor or officer of instruction in positions that specify responsibility for teaching at least one course per year or to such administrative faculty positions and/or as officers of administration of The College of the Holy Cross as the board of trustees shall designate or approve 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, and for assigning honors and courses of the students, for assigning honors and courses, and recommendations for the well-being and government of the students of The College of the Holy Cross.

ARTICLE VIII Term of Service; Permanent Tenure

Officers of instruction shall serve at the pleasure of The College of the Holy Cross, 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 or earlier termination as set forth in the letter or contract of appointment 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 or such additional cause as set forth in the *Statutes of the Faculty*.

Officers of administration shall serve at the pleasure of The College of the Holy Cross and may be removed by the board of trustees or the president or pursuant to other established process of The College of the Holy Cross 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 or the president to another office.

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, the president, or the treasurer. Each of the chair, president and treasurer may delegate his or her authority to sign contracts and other instruments on behalf of the corporation to other officers and employees of The College of the Holy Cross in writing and in accordance with any restrictions or conditions that the chair, president or treasurer shall deem appropriate.

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 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 two-thirds 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.

ARTICLE XI
Vacancies

If the office of any trustee or of the chair, vice chair, the president, the treasurer, or secretary 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 president may 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 maintained by the secretary.

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.

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 and indicated the articles to be effected thereby.

ARTICLE XV Indemnification of Trustees, Officers and Others

Section 1. The corporation shall indemnify each person who at any time has been elected or appointed as a trustee or officer of the corporation (including each person who has served at its request as a trustee, director or officer of any other organization in which the corporation has any interest as a stockholder, creditor, or otherwise) against all expense reasonably incurred or paid by him or her in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which he or she may be involved as a party or otherwise by reason of his or her serving or having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these by-laws) by him or her while serving in any such capacity; except for any expense incurred or paid by him or her with respect to (a) any matter as to which he or she shall have been adjudicated in any proceeding (i) not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation and The College of the Holy Cross (or, to the extent that such matter relates to service with respect to any employee benefit plan, not to have acted in the best interests of the participants or beneficiaries of such employee benefit plan); or (ii) in the case of any criminal proceeding, the person had reasonable cause to believe such conduct was unlawful; (b) to any matter as to which he or she shall agree or be ordered by any court of competent jurisdiction to make payment to the corporation, or (c) which the corporation shall be prohibited by law, order of any court of competent jurisdiction or these by-laws from indemnifying him or her. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of a written undertaking by the person indemnified to repay such payment if he or she shall eventually be adjudicated to be not entitled to indemnification under these by-laws. No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the corporation. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities.

Section 2. The right of indemnification herein provided for shall be severable, shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such trustee or officer and shall inure to the benefit of the heirs and personal representatives of any such person.

Section 3. The corporation, upon authorization by a disinterested majority of the trustees then in office, may indemnify each person now or hereafter elected or appointed an employee or agent of the corporation (including each person who serves at its request as an employee or agent of any other organization in which the corporation has any interest as a stockholder,

creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) to the same extent and in accordance with the guidelines set forth in this Article XV.

Section 4. Notwithstanding any other provision of this Article XV, indemnification shall be provided by the corporation under this Article XV only to the extent (a) that the status of the corporation as an organization exempt from federal income taxation or to which contributions are deductible under the Internal Revenue Code is not adversely affected by such indemnification; and (b) that such indemnification does not involve amounts paid or payable by that person to the corporation itself or reasonable expenses, including legal fees and disbursements, incurred in connection with any claim or proceeding by or in the right of the corporation (except for such reasonable expenses incurred in connection with any such claim or proceeding in which that person is wholly successful, on the merits or otherwise).

ARTICLE XVI

Non-Discrimination Statement

The College of the Holy Cross rejects and condemns all forms of harassment, wrongful discrimination, retaliation and disrespect and is committed to sustaining a welcoming environment for everyone and especially for those vulnerable to discrimination on the basis of race, religion, color, national origin, age, marital or parental status, veteran status, sex, disability, genetic information, sexual orientation or gender identity. It is the policy of the College to adhere to all applicable state and federal laws prohibiting discrimination. The College does not discriminate unlawfully in admission to, access to, treatment in or employment in its programs and activities on the basis of a person's race, religion, color, national origin, age, marital or parental status, veteran status, sex, disability, genetic information, sexual orientation, gender identity or any other legally protected status, while reserving its right where permitted by law to take action designed to promote its Jesuit and Catholic mission.

The By-laws contained herein were 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
- December 7, 1996
- May 2, 1998

May 7, 2005
September 9, 2006
January 26, 2008
May 8, 2010
September 10, 2011
January 28, 2012
May 3, 2014
September 6, 2014
April 30, 2016
September 10, 2016
April 29, 2017
September 8, 2018
September 7, 2019
January 30, 2021
September 10, 2022