

# BYLAWS OF WESLEYAN COLLEGE

Adopted by Board of Trustees on March 7, 2008

Amended Through May 22, 2020

## ARTICLE I

### Policy Statement and Charter Reference

**Section 1.** Charter and Purpose. Wesleyan College (referred to in this and the following articles as "the College") was chartered by the Legislature of the State of Georgia in 1836 for the avowed purpose of making possible for women a college education equal to any afforded men. It was authorized to grant degrees to its graduates identical to those granted by colleges for men. It became the first institution in the world chartered for this purpose.

The College was established through the efforts of Christian men and women, and has operated under the auspices of the United Methodist Church and its predecessors, with a particularly close relationship to the Methodist Conferences of Georgia and Florida. It has never been sectarian. We respect other traditions and remain committed to the Judeo-Christian ethic, believing that a firm grasp of enduring human values is basic to the Wesleyan way of learning, living, and serving.

## ARTICLE II

### Powers of Trustees

The Board of Trustees of the College shall have the power to manage the property and business of the College, and shall have the power to carry out any other functions which are permitted by the Articles of Incorporation, or these Bylaws, except insofar as such powers may be limited by law. These powers shall include, but shall not be limited to, the following:

1. Determine and periodically review the purposes, mission, and strategic plan of the College.
2. Establish, review and approve changes in the educational programs of the College, consistent with its mission.
3. Appoint or remove the President and other officers and administrative officials of the College in accordance with these Bylaws; provided, however, the power to appoint or remove administrative officials other than officers of the College may, in the discretion of the Board, be delegated to the President of the College.
4. Approve degrees in course and honorary degrees.
5. Establish annually the budget of the College (including tuitions and fees), which shall be submitted to the Board upon recommendation of the Finance Committee.
6. Authorize the construction of new buildings and major renovations of existing buildings.
7. Authorize the sale and purchase of land, buildings or major equipment for the use of the College.
8. Institute and promote major fund-raising efforts of the College.
9. Authorize officers or agents of the College to accept gifts for the College.
10. Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.

### **ARTICLE III**

#### The Board of Trustees

**Section 1.** Composition. The Board of Trustees shall consist of five classes of members: the Regular Trustees, the Alumnae Trustees, the Trustees Emeriti, International Trustees and the Ex-Officio members of the Board. The Board of Trustees shall consist of up to forty (40) Regular Trustees, three (3) Alumnae Trustees, International Trustees and such Trustees Emeriti as may be elected from time to time by the Board of Trustees; all of whom are referred to as "Trustee" or "Trustees."

**Section 2. Regular Trustees.**

(a) *Term.* The Regular Trustees shall be elected by the Board of Trustees for terms of four (4) years. These terms shall be arranged so that one-fourth of the Regular Trustees shall be elected every year. If nominated for re-election by the Committee on Trustees, a Regular Trustee may be re-elected to serve subsequent terms as a member of the Board of Trustees and such terms may be consecutive.

(b) *Methodist Representation.* There shall be representation among the Regular Trustees from the United Methodist Church. Representation may be either lay or clerical. Each newly elected Regular Trustee shall be confirmed by the South Georgia Annual Conference of the United Methodist Church.

(c) *Vacancies.* In the case of a vacancy of any Regular Trustee, resulting by death, resignation, or otherwise, the vacancy may be filled for the unexpired term of such member by the same authority and in the same manner in which the original member was elected.

**Section 3. Alumnae Trustees.**

(a) *Term.* Alumnae Trustees shall serve for one four-year term on the Board of Trustees. The Alumnae Association of Wesleyan College may nominate Alumnae Trustees to serve one additional four-year term on the Board of Trustees. **(Revised May 17, 2019)**

(b) *Methodist Confirmation.* Each Alumna Trustee shall be confirmed by the South Georgia Annual Conference of the United Methodist Church.

(c) *Vacancies.* In case of a vacancy of any Alumna Trustee, resulting by death, resignation, or otherwise, the vacancy may be filled for the unexpired term of such member by the same authority and in the same manner in which the original member was elected.

**Section 4. International Trustees.** One or two non-US residents may be elected by the Committee on Trustees (International Trustees) for terms of four (4) years, with the terms arranged so that no more than one International Trustee is elected in one year. If nominated for re-election by the Committee on Trustees, an International Trustee may be re-elected to serve subsequent terms, and those terms may be consecutive. International Trustees are expected to attend at least two meetings held at Wesleyan College during each term and are entitled to all the privileges of membership, except the right to vote.

**Section 5.** Ex-Officio Members. The Ex-Officio Members of the Board of Trustees are the President of the College; the Presiding Bishops of the North Georgia Conference, the South Georgia Conference, and the Florida Conference of the United Methodist Church; the Executive Director of the Georgia United Methodist Commission on Higher Education; and the Executive Director of the Florida Conference Board of Higher Education and Campus Ministries. Ex-Officio Members shall be entitled to all the privileges of membership, except the right to vote. The Chair of the Faculty shall also be an ex-officio, non-voting member of the Board of Trustees. She or he shall not have access to executive sessions unless invited by the Chair of the Board of Trustees. Recognizing the historical connection among the three United Methodist Conferences and Wesleyan College as well as the primary responsibility that each Bishop has for institutions of higher education located within a Conference's geographical area, the Bishop of the North Georgia Conference and the Bishop of the Florida Conference shall be authorized, but not required, to designate a representative to serve in his or her stead as an Ex-Officio member of the Board of Trustees.

**Section 6.** Trustees Emeriti. The Board of Trustees may, from time to time, elect one or more Trustees Emeriti, in recognition of distinguished service to the College, with any persons who are elected to hold office for life or for such term of years as may be designated by the Board of Trustees. Trustees Emeriti shall be entitled to all the privileges of membership, except the right to vote.

**Section 7.** Meetings of the Board.

(a) *Regular Board Meetings.* Regular meetings of the Board of Trustees (each a "Regular Board Meeting") shall be held three (3) times per year. The Fall meeting shall be held on the third Friday in October. The Winter meeting shall be held on the third Friday in February and the Spring meeting shall be held on the third Friday in May. **[Revised May 17, 2019]**

(b) *Special Board Meetings.* Special Meetings of the Board of Trustees (each a "Special Board Meeting") may be called by the Chair of the Board upon the request of either (i) a majority of the Trustees or (ii) the Executive Committee. No business shall be transacted at any Special Board Meeting except that business which was described as the purpose of the Special Board Meeting in the Special Board Meeting Notice.

(c) *Place of Board Meetings.* The meetings of the Board shall be held at the College or at any place as the Board of Trustees may from time to time establish, physically or virtually, or as is set forth in the notice of such Board Meeting (as described in Section 6(d)).

(d) *Notice of Board Meetings.*

(1) The Chair of the Board, or any designee of such person, shall cause to be issued to each member of the Board at least seven (7) days notice of each Regular Board Meeting (a "Regular Board Meeting Notice"), stating the date, time, and place of the Regular Board Meeting. Each Regular Board Meeting notice shall be sent by mail, in accordance with the provisions of Section 6(e), below, or by electronic mail. If the Chair of the Board deems it necessary to change the date of a Regular Board Meeting, a minimum of ten days notice shall be given all members in writing.

(2) Notice of any Special Board Meeting called by the Chair of the Board pursuant to Section 6(b) must state the date, time, place, and purpose of the Special Board Meeting and must be given in writing to each member of the Board at least twenty-four (24) hours prior to the date of the meeting, in accordance with Section 6(e) below, or by electronic mail.

(3) Attendance or participation by a member of the Board at a Board Meeting shall waive any required Regular Board Meeting Notice or Special Board Meeting Notice and any and all objections to the place of the Board Meeting, the time of the Board Meeting, or the manner in which it has been called or convened, except when such Board member at the beginning of the Board Meeting (or promptly upon such Board Member's arrival) objects to holding the Board Meeting or transacting business at the Board Meeting and does not thereafter vote for or assent to action taken at the Board Meeting.

(e) *Notice Procedure.* Whenever notice is given to a Trustee by mail, the notice shall be sent first-class mail, including Express Mail or Priority Mail, by depositing the same in such post office or letter box in a postage prepaid sealed envelope addressed to the Trustee at such person's address as it appears on the books of the College. Notice can also be given by electronic means.

(f) *Quorum.* The presence of at least a majority of the Regular Trustees and Alumnae Trustees shall constitute a quorum necessary for the transaction of business at any Board Meeting.

(g) *Vote Required for Action.* Except as otherwise provided by statute or these Bylaws, the affirmative vote of a majority of the Regular Trustees and Alumnae Trustees present at a Board Meeting at which a quorum is present shall constitute the act of the Board of Trustees. All Regular Trustees and Alumnae Trustees shall have one vote in Board meetings. Trustees Emeriti and Ex-Officio Trustees shall have every right and privilege of Board membership with the exception of the right to vote.

(h) *Telephone Conference Calls.* At the discretion of the Chair of the Board, Trustees may participate in Board Meetings by means of conference telephone or similar communications equipment such that all Trustees participating in the Board Meeting can simultaneously hear one another during such Board Meeting, and participation in a Board Meeting pursuant to this Section shall constitute presence in person at such Board Meeting. Any vote taken at such Board Meeting shall be taken by oral roll call.

(i) *Minutes.* The Secretary shall keep minutes of all Board Meetings. Upon approval of such minutes by the Board, the Secretary shall have charge of such minutes, as set forth in Section 14.

**Section 8.** Attendance. It shall be the duty of every member to attend all meetings of the Board. When any member finds it impossible to attend any meeting and requests an excused absence, the member shall render a request for an excused absence to the Chair of the Board. The Chair of the Board shall determine in his or her discretion whether such excuse is approved or not. All approved absences shall be noted in the minutes and roll call of such meeting.

**Section 9.** Removal and Deemed Resignation. The Board of Trustees may remove any member of the Board in accordance with the provisions of these Bylaws.

(a) A member who is absent from a majority of the Regular Board Meetings held during the previous twelve (12) months, without an excuse approved by the Chair of the Board, shall be deemed to have automatically resigned from the Board. The Chair of the Board shall notify the Secretary and the affected board member if any such automatic resignation occurs.

- (b) Except as provided in (a) above, a member may be removed only for cause by an affirmative vote of a majority of the members of the Board present and voting, provided those present constitute a quorum as defined elsewhere in these Bylaws. Adequate cause for removal shall be related to the member's professional conduct and shall not include the member's exercise of constitutional or statutory rights. The Board also may not use removal procedures or the threat of removal to restrain members in the exercise of academic freedom or to unduly influence members religiously or politically. The following examples of cause are illustrative but not exclusive: failure to perform or ineffective performance of professional responsibilities; incompetence; conviction for the commission of a felony; conduct that involves moral turpitude; failure to comply with the Board's approved Code of Ethics.
- (c) A member for whom removal is sought shall be entitled to receive written notice of the reason or reasons at least seven (7) days prior to the meeting of the Board at which a vote will be taken on the removal action. The reason or reasons for removal shall be submitted to the Board at such meeting, and the member shall be entitled to attend the meeting and be heard.

**Section 10.** Rules of Order. The following rules shall govern the Board when in session:

Rule I: The Board shall be called to order by the Chair thereof, or in the Chair's absence by the Chair-Elect; and in the absence of both the Chair and the Chair-Elect, any Vice-Chair of the Board shall call the meeting to order, and the Board may proceed to elect a Chair pro tempore.

Rule II: The most recent edition of *The Modern Rules of Order* shall govern the parliamentary procedure of the Board.

Rule III: All proposals of amendments to existing policies, regulations, and Bylaws (including the Articles of Incorporation), all recommendations to the Board by committees that involve a change in existing policies or regulations, and reports of all officers and committees intended to add to, change or repeal any policy, regulation or bylaw of the College, shall be presented to the Board in writing and accompanied by the necessary written resolutions embodying the action, the change, addition or repeal proposed.

Rule IV: The following shall be the general order of procedure, with such variations as may be deemed appropriate by the Chair of the Board:

- (a) Opening of the meeting with prayer.
- (b) Calling or taking the roll noting any excused absences (with the minutes of each meeting to reflect the presence or absence of each member and any absences excused pursuant to Section 8 above).
- (c) Reading and approving minutes of previous meetings and of meetings of Executive Committee.
- (d) Hearing reports of the President of the College or other Representatives of the College.
- (e) Electing officers and Trustees and filling vacancies in the membership of the Board.
- (f) Hearing reports of committees.
- (g) Authorizing degrees.
- (h) Transacting general business.
- (i) Adjournment.

**Section 11. Officers of the Board.**

(a) *Composition.* The officers of the Board shall be a Chair, a Chair-Elect, three Vice-Chairs (1, 2, and 3, with each being a different position), a Secretary, and a Treasurer. The President of the College and the immediate past Chair of the Board shall be Ex-Officio officers. **[Revised May 20, 2011]**

(b) *Term.* Officers' elections will take place at the Spring meeting of the Board. All officers, except the President and Treasurer, shall be elected for a term of three (3) years. The term of each officer shall begin on the first day following the Spring meeting of the College at which such officer was elected and shall expire three (3) years after such date. With the exception of the President of the College and the Treasurer, no person shall serve as an officer for more than one (1) term in the same position. However, a person may serve as an officer for more than one (1) term as long as the person is serving in a position which is different from his or her previous position or as long as there is a break of three (3) years between service in the same position.



**Section 12.** Duties of the Chair. The Chair of the Board of Trustees shall exercise such executive functions as the character and purpose of the College may require. It shall be the duty of the Chair to (a) preside at all meetings of the Board, the Executive Committee and the Compensation Committee; (b) be a non-voting, Ex-Officio member of all other committees, (c) call Special Meetings of the Board pursuant to Section 6(b), (d) preserve order in the meetings of the Board, (e) ensure that actions of the Board are carried into effect, (f) be entitled to vote on all questions on which a vote is taken by the Board, and (g) having vacated the chair, may take part in any debate or discussion concerning any questions being considered by the Board. The Chair of the Board shall also have such other duties and responsibilities as may be specified in these Bylaws and as shall be directed from time to time by the Board of Trustees.

**Section 13.** Duties of the Chair-Elect and Vice-Chair The Chair-Elect and the three (3) Vice-Chairs of the Board shall, in that order, in the absence or disability of the Chair of the Board, perform the duties of the office of the Chair of the Board. In the event of a permanent vacancy in the office of the Chair of the Board, the Chair-Elect shall succeed to the office of the Chair of the Board to serve for the remainder of the unexpired term. If the Chair-Elect is unable to serve as Chair, the three (3) Vice-Chairmen shall, in order of seniority of service on the Board, succeed to the office of the Chair of the Board to serve for the remainder of the unexpired term.

**Section 14.** Duties of the Secretary.

(a) The Secretary shall reside within a convenient distance from the College.

(b) *Minutes.* It shall be the duty of the Secretary to keep, or cause to be kept, regular and full minutes and records of the meetings and actions of the Board, and records of the actions of all the meetings and actions of all Committees of the Board when they are reported to the Secretary. The minutes of the Executive Committee, when confirmed by the Board, shall be copied in the Minute Book of the Board.

(c) *Notices.* The Secretary shall arrange for the preparation and distribution of such notices concerning the affairs of the College as may be directed by the Board. The Secretary shall see that any bonds required of Trustees and employees of the College are filed and are in proper form and amount.

(d) *Custodian.* The Secretary shall be the custodian of the Corporate Seal, Officers' Bonds, Minute Book of the Board and other corporate records of the College, which may be deposited and left by the Secretary in the business office of the College for filing and safekeeping, or elsewhere with the approval of the Finance Committee.

(e) In the absence of the Secretary from any meeting or in the event of the Secretary's inability to act, the Chair of the Board shall delegate the duties of the Secretary to another officer.

**Section 15. Duties of the Treasurer.**

(a) It shall be the duty of the Treasurer to receive all monies due the College arising from fees, tuition, board, rents, leases and other sources, and to see that all monies due the College are systematically collected and accounted for. Unless otherwise directed, the Treasurer shall be the custodian of the monies, stocks, bonds, deeds, mortgages, notes and securities of the College, including security or securities held as collateral.

The Treasurer shall be in direct charge of the accounting and of the books of account of the College, and shall disburse the funds of the College. The Treasurer shall keep full and complete records of all financial matters pertaining to the operation of the College, and shall be in position upon request to furnish to any authorized person or persons full and complete data with reference thereto. The Treasurer shall be subject to the President of the College in all matters pertaining to the finances of the College and in making up an annual budget for submission to the Board.

It shall be the duty of the Treasurer to prepare a detailed financial report to be made by the Chair of the Finance Committee at each meeting of the Board of Trustees, and at such other times as may be directed. The Treasurer shall be subject to the direction and authority of the Finance Committee. All actions of the Treasurer and all books of account in the Treasurer's custody and reports prepared by the Treasurer shall be subject to audit by an independent firm of auditors to be designated by the Audit Committee.

The Treasurer shall be the custodian of the financial books and records of the College, which shall be maintained in the business office of the College for safekeeping or elsewhere with the approval of the Finance Committee.

(b) The Office of Treasurer of the Board shall be held by the Chief Financial Officer of the College.

**Section 16.** Standing Committees. There shall be ten standing committees of the Board:

1. Academic Affairs Committee
2. Audit Committee
3. Building and Grounds Committee
4. Committee on Trustees and Governance
5. Compensation Committee
6. Development Committee
7. Enrollment and Marketing Committee
8. Executive Committee
9. Finance Committee
10. Student Affairs Committee

In addition to the standing committees, there shall be from time to time such ad hoc committees as may be deemed by the Chair of the Board to be useful or necessary.

**Section 17.** General Procedure of Committees. The foregoing procedure shall apply to all Committees, whether standing or ad hoc.

(a) *Membership on Committees.* Unless otherwise specified in these Bylaws, the Chair of the Board shall be an Ex-Officio, non-voting member of all committees other than the Executive Committee and the Compensation Committee (in which the Chair of the Board is a full voting member). Unless otherwise specified in the Bylaws, the President of the College shall be an Ex-Officio, non-voting member of all committees except the Audit Committee and the Compensation Committee. Members of the Faculty Council shall be voting members of committees of the Board. Faculty committee members will be excused for executive sessions unless invited by the chairperson of the committee to remain.

(b) *Appointment and Term.* After consultation with the Chair of the Committee on Trustees, the Chair of the Board shall appoint a Chair and Vice-Chair of each committee, to serve for a one (1) year term. The Chair of each committee shall be a Regular Trustee or an Alumnae Trustee. The Chair of the Board shall appoint the members of all committees, including, as set forth below, any members of such committees who are not Trustees. All committee members shall serve for a one (1) year term.

(c) *Removal and Deemed Resignation.* The Board of Trustees may remove any member of a committee, with or without cause. A member of a committee who is absent

from a majority of the committee meetings held during the previous twelve (12) months of such person's term on the committee, without an excuse granted by the Chair of the Committee, shall be deemed to have automatically resigned from the committee. The Chair of the Committee shall notify the Secretary and the affected committee member if any such automatic resignation occurs.

(d) *Vacancies.* A vacancy occurring among any Committee Chair or Committee Vice-Chair may be filled for the unexpired term by the Chair of the Board after consultation with the Chair of the Committee on Trustees.

(e) *Compensation.* A member of any committee shall receive no compensation for his or her services.

(f) *Meetings.*

(1) Regular meetings of any committee (each a "Regular Committee Meeting") may be called by the Chair of the Committee. Members of a committee may hold Regular Committee Meetings at any place as the Chair of the Committee may from time to time establish for such Regular Committee Meetings, or as is set forth in the notice of such Regular Committee Meeting (as described below).

(2) Special meetings of any committee (each a "Special Committee Meeting") may be called by the Chair of the Committee, at any place as the Committee Chair may from time to time establish for such Special Committee Meetings, or as is set forth in the notice of such Special Committee Meeting (as described in Section 16(h)). No business shall be transacted at any Special Committee Meeting except that business which was described as the purpose of the Special Committee Meeting in the Special Committee Meeting notice.

(g) *Notice of Committee Meetings.*

(1) The Chair of a committee, or any designee of such person, shall cause to be issued to each member of the committee at least seven (7) days notice of each Regular Committee Meeting (a "Regular Committee Meeting Notice"), stating the date, time, and place of the Regular Committee Meeting. Each Regular Committee Meeting notice shall be sent by mail, in accordance with the provisions of Section 16(i) below, or by electronic mail.

(2) The Chair of the Committee, or any designee of such person, shall cause to be issued to each member of the committee at least twenty-four (24) hours notice of each Special Committee Meeting (a “Special Committee Meeting Notice”), stating the date, time, place and purpose of the Special Committee Meeting. Each Special Committee Meeting Notice shall be sent to each Committee Member by mail, in accordance with the provisions of Section 16(i), below, or by electronic mail.

(3) Attendance or participation by a member of a committee at a Committee Meeting shall waive any required Regular Committee Meeting Notice or Special Committee Meeting Notice and any and all objections to the place of the Committee Meeting, the time of the Committee Meeting, or the manner in which it has been called or convened, except when such Committee Member at the beginning of the Committee Meeting (or promptly upon such Committee Member’s arrival) objects to holding the Committee Meeting or transacting business at the Committee Meeting and does not thereafter vote for or assent to action taken at the Committee Meeting.

(h) *Notice Procedure.* Whenever notice is given to a member of a committee by mail, the notice shall be sent first-class mail, including Express Mail or Priority Mail, by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the member of the committee at such person’s address as it appears on the books of the College. Notice can also be given by electronic means.

(i) *Quorum and Vote.* The presence of at least a majority of the members of a Committee shall constitute a quorum necessary for the transaction of business at any Committee Meeting. Except as otherwise provided by statute or these Bylaws, the affirmative vote of a majority of the members of a committee present at a Committee Meeting at which a quorum is present shall constitute the act of the members of the committee. All Regular Trustees and Alumnae Trustees shall have one vote in Committee meetings. Trustees Emeriti and Ex-Officio Trustees shall have every right and privilege of Board membership with the exception of the right to vote.

(j) *Telephone Conference Calls.* At the discretion of the Chair of the Committee, members of a committee may participate in Committee Meetings by means of a conference telephone or similar communications equipment such that all members of the committee participating in the Committee Meeting can simultaneously hear one another during such

Committee Meeting, and participation in a Committee Meeting pursuant to this Section shall constitute presence in person at such Committee Meeting. Any vote taken at such Committee Meeting shall be taken by oral roll call.

(k) *Minutes.* The Chair of the Board, or other designation Officer, shall keep minutes of all Committee Meetings. Upon approval of such minutes by the Committee, the Secretary shall have charge of such minutes.

**Section 18.** Academic Affairs Committee.

(a) *Composition.* The Academic Affairs Committee shall consist of a minimum of eight (8) members, at least five (5) of whom shall be Trustees. Two members shall be representatives of Faculty Council.

(b) *General Powers.* The Academic Affairs Committee shall, in cooperation with the President and the Provost of the College, study and appraise the quality of the academic program; measure the program relative to other comparable colleges in terms of teaching load, class size, student to faculty ratios, research programs and other relevant factors; recommend salaries after review with other comparable colleges; recommend to the Board tenure decisions (upon recommendations from the President and the Provost of the College); recommend to the Board candidates for Honorary Degrees; and make such reports and recommendations to the Board relative to the foregoing as may be required.

**Section 19.** Audit Committee.

(a) *Composition.* The Audit Committee shall consist of a minimum of three (3) Trustees, all of whom shall be financially literate. At least one (1) Audit Committee Member shall also be a certified public accountant. No person shall serve both as a voting Audit Committee Member and as a voting Finance Committee Member. The President and Treasurer of the College shall not be Ex-Officio members of the Audit Committee, but may upon invitation of the Committee attend any meeting.

(b) *General Powers.* The Audit Committee shall assist the Board in discharging its oversight responsibilities relating to accounting, reporting, and financial practices of the College by (i) generally monitoring such practices, (ii) monitoring the integrity of the financial information provided by the College to the Trustees, any governmental body, or the public, (iii) monitoring the College's compliance with legal and regulatory financial requirements, (iv) monitoring the qualifications, independence, and performance of the

College's auditors, and the integrity of the systems of internal controls regarding finance and accounting that management and the Board have established, (v) having the sole authority to appoint, retain, compensate, evaluate, and replace with the College's auditor, in consultation with the Board of Trustees but without delegation of these responsibilities, (vi) periodically discussing with the College's auditors, without the staff being present, the completeness and accuracy of the College's financial statements and internal controls, (vii) making regular reports to the Board, reviewing with the Board any issues that arise with respect to the quality or integrity of the College's financial statements, the College's compliance with legal or regulatory requirements, internal controls, or the performance and independence of the College's auditors or the performance of the internal audit function, and (viii) if the Board determines it is in the best interests of the College, designating an employee of the College as a chief audit executive for the College, and reviewing and approving the appointment, replacement, or dismissal of such chief audit executive.

The Audit Committee shall examine and provide for the audit of the accounts and financial operations of the College, including the reports of the Treasurer, and shall study and promote in every way practical the financial prosperity of the College. It shall be its duty to employ an independent public accounting firm to audit the Treasurer's accounts and all other financial operations of the College and make a report showing in detail the condition of the College, its receipts and expenses, the condition and value of all property, including bonds, other securities and monies belonging to the College, belonging to the Endowment of the College and belonging to any trusts or funds in which the College has a beneficial interest.

**Section 20. Buildings and Grounds Committee.**

(a) *Composition.* The Buildings and Grounds Committee shall consist of a minimum of seven (7) members, at least four (4) of whom shall be Trustees. One member shall be a representative of Faculty Council.

(b) *General Powers.* It shall be the duty of the Buildings and Grounds Committee to review all new construction projects and major renovations of college facilities and to advise and consult with the President of the College as appropriate in completion of these projects. The Committee shall also review and advise on administrators' plans for the maintenance and care of the buildings, furnishings, grounds and technology equipment.

The Committee shall work with the Finance Committee, which is also responsible for the protection of College assets, in all significant purchases or sales of property by the College.

**Section 21.** Committee on Trustees and Governance.

(a) *Composition.* The Committee on Trustees and Governance shall consist of a minimum of five (5) Trustees.

(b) *General Powers.* The Committee on Trustees and Governance is charged with the recruitment, nomination, orientation, evaluation and retention of the Trustees for the Board (including the review and evaluation of Trustees for nomination to successive terms), and for the recruitment and nomination of the officers of the Board. The Committee on Trustees and Governance also serves to revise the Bylaws and Articles of Incorporation and will, at least annually, recommend additions, changes, and deletions to the Bylaws and Articles of Incorporation.

**Section 22.** Compensation Committee.

(a) *Composition.* The Compensation Committee shall consist of the Chair of the Board, the Chair-Elect, and the three (3) Vice-Chairs. The immediate past Chair of the Board shall be an ex-officio member of the Compensation Committee.

(b) *General Powers.* The Compensation Committee shall (i) at least annually, establish objectives of the President, which objectives once determined shall be reported to the Board of Trustees; (ii) conduct, at a minimum, an in-person annual review of the President's performance, during which no fewer than three (3) members of the Compensation Committee shall be present; (iii) determine a compensation and benefits package appropriate for the President, which shall include salary and benefits for the upcoming fiscal year of the College, or such other period determined by the Board; and (iv) ensure that the President's final written objectives, annual review, and approval of the compensation and benefits package shall be signed by at least three (3) members of the Compensation Committee, one of whom shall be the Chair of the Board.

**Section 23.** Development Committee.

(a) *Composition.* The Development Committee shall consist of a minimum of ten (10) members, at least six (6) of whom shall be Trustees. One member shall be a representative of Faculty Council.



(b) *General Powers.* The Development Committee is charged with the responsibility of studying and proposing to the Board the long range plans for the development of the College. In addition it shall give leadership to efforts to secure the necessary financial resources to enable the College to develop as projected by the Board.

**Section 24. Enrollment and Marketing Committee.**

(a) *Composition.* The Enrollment and Marketing Committee shall consist of a minimum of six (6) members, at least four (4) of whom shall be Trustees. One member shall be a representative of Faculty Council.

(b) *General Powers.* The Enrollment and Marketing Committee shall meet periodically with the President, the Vice President for Enrollment Services, and the Vice President for Administration to review the College's recruitment, retention, financial aid, public relations and marketing efforts; to establish goals and objectives; to offer advice and suggestions for changes and improvements; and to evaluate such programs. The Enrollment and Marketing Committee also shall make reports and recommendations to the Board as necessary.

**Section 25. Executive Committee.**

(a) *Composition.* The Executive Committee shall consist of all officers of the Board pursuant to Section 11(a) of these Bylaws, with the exception of the Treasurer.

(b) *General Powers.* The Executive Committee, during the time the Board of Trustees is not in session, shall be vested with all the power of the Board, and its action is as final and controlling as though it were the action of the Board of Trustees, provided such action is not inconsistent with the Charter or Bylaws or expressly reserved by the Board for its own action, provided; however, the Committee shall have no authority to (i) purchase, lease, or dispose of any real property, (ii) borrow money, (iii) appoint a President of the College, (iv) authorize the expenditure of funds of the College, except that the Executive Committee may authorize an expenditure of funds of the College in the event such authorization is in response to an emergency situation as determined by vote of (1) the Executive Committee, or (2) the Finance Committee.

**Section 26. Finance Committee.**

(a) *Composition.* The Finance Committee shall consist of a minimum of six (6) Trustees, a majority of whom shall be financially literate. Two members shall be

representatives of Faculty Council. No person shall serve both as a voting Finance Committee Member and as a voting Audit Committee Member. The Finance Committee may appoint from its members an Investment Subcommittee to assist with investment responsibilities. This subcommittee shall meet at least two times each year.

(b) *General Powers* The Finance Committee shall assist the Board in fulfilling its oversight responsibilities related to the protection of assets and ensuring that the College is and remains in good financial health. The Finance Committee shall have full power and authority to recommend to the Board ways to manage and control the College funds; to sell, transfer and convey property and securities in which the College funds may be invested; to invest and reinvest the College funds; and from time to time to change investments and reinvestments; all in the exercise of its judgment and discretion. It shall have supervision and control of all the financial interests and affairs of the College. It shall superintend and direct the work of the President and the Treasurer relative to the financial matters of the College.

Upon recommendation by the Finance Committee, the Board may by appropriate resolution delegate to the Treasurer the responsibility for carrying out the details of implementing its decisions relating to the financial affairs of the College to include selling, transferring and conveying personal property and securities, making contracts related to continuing operations of the College and opening savings, checking and investments accounts.

The Finance Committee shall be charged with the responsibility of providing and designating a safe and proper place for depositing, filing, storing and safekeeping of the Corporate Seal, corporate documents and records in the custody of the Secretary of the Board, and of the securities and financial documents and records in the custody of the Treasurer of the College, and shall have the authority to direct both the Secretary of the Board and the Treasurer of the College with reference thereto.

The fiscal year of the College shall end on June 30th of each year. The Finance Committee shall cause a budget of operations of the College to be prepared each fall, forecasting the revenues and expenditures of the College for the fiscal year beginning the next July 1st. The proposed budget shall be approved by the Board at the spring (May) meeting.

**Section 27.** Student Affairs Committee.

(a) *Composition.* The Student Affairs Committee shall consist of a minimum of seven (7) members, at least four (4) of whom shall be Trustees. Two members shall be representatives of Faculty Council.

(b) *General Powers.* It shall be the duty of the Student Affairs Committee to meet periodically with the President, the Provost of the College, the Dean of Students, and representatives of students and faculty to review and advise on the current student affairs, and to direct and suggest appropriate changes as needed.

**ARTICLE IV**

The College

**Section 1.** Officers of the College. The officers of the College shall be the President, Vice President for Academic Affairs/Provost of the College, Vice President for Business and Fiscal Affairs, Vice President for Enrollment Services, Vice President for Institutional Advancement, Dean of Students and the Chief Diversity Officer/Assistant Dean for Diversity, Equity and Inclusion. All officers of the College, other than the President, serve at the pleasure of the President. The duties of the officers of the College shall be as defined in these Bylaws, and if not specifically defined, shall be as established by the President of the College in consultation with the Board. The President of the College, with the approval of the Board of Trustees, shall establish such other administrative offices as the President may deem necessary for the carrying on of the work of the College, and shall appoint persons to hold such offices and shall define their duties. The President shall have authority also to appoint such committees, boards or councils from members of the administrative staff and faculty of the College as in the judgment of the President may be necessary.

**[Revised October 17, 2008]**

**Section 2.** President.

(a) The President of the College shall be elected by the Board of Trustees. The terms of employment and continuance in office shall be determined by the Board.

(b) The President shall be the Chief Executive Officer of the College, and as such shall be responsible to the Board for every aspect of the life of the College. The President

shall be given authority commensurate with the President's responsibility, and all other administrative officials of the College, faculty or other employees shall be subject to the President's direction within the limits set by the Articles of Incorporation and Bylaws of the College. The President shall be the channel of communication between the Board and the faculty and other administrative officials.

(c) The President shall be the professional adviser to the Board and shall report to the Board on every phase of the work of the College and make recommendations for Board decisions. **[Revised May 20, 2011]**

(d) The President shall be the presiding officer at all public functions of the College.

(e) The President shall be responsible for the academic program of the College and shall cooperate with the Provost and the faculty and give leadership to them in a constant search for higher standards of academic achievement. By virtue of this office, the President shall sign all diplomas to be awarded by the College.

(f) The President shall be responsible for the on-campus living conditions and the personal welfare of all students enrolled in the College. The President shall be responsible for, and exercise appropriate administrative and fiscal control over, the institution's intercollegiate athletics program.

(g) The President shall be responsible for the use and care of all physical properties belonging to the College and shall be responsible to the Board for all the financial affairs of the College. The President shall be responsible for the ultimate control of the institution's fund-raising activities.

(h) The President shall be responsible for the maintenance of good relations between the College and the public at large, the College constituency and the United Methodist Church.

(i) The President shall be an Ex-Officio, non-voting member of the Board and all committees except for the Audit Committee and the Compensation Committee.

**Section 3. Acting President.** In case of vacancy in the office of President of the College, or of the prolonged absence of the President, or of the President's inability to serve, the Board or the Executive Committee may appoint an Acting President of the College, whose duties and responsibilities shall be the same as those specified for the President.

**Section 4.** Duties of the Vice President for Business and Fiscal Affairs. It shall be the duty of the Vice President for Business and Fiscal Affairs to receive all monies due the College arising from fees, tuition, board, rents, leases and other sources, and to see that all monies due the College are systematically collected and accounted for. Unless otherwise directed, the Vice President for Business and Fiscal Affairs shall be the custodian of the monies, stocks, bonds, deeds, mortgages, notes and securities of the College, including security or securities held as collateral.

The Vice President for Business and Fiscal Affairs shall be in direct charge of the accounting and of the books of account of the College, and shall disburse the funds of the College. The Vice President for Business and Fiscal Affairs shall keep full and complete records of all financial matters pertaining to the operation of the College, and shall be in position upon request to furnish to any authorized person or persons full and complete data with reference thereto. The Vice President for Business and Fiscal Affairs shall be subject to the President of the College in all matters pertaining to the finances of the College and in making up an annual budget for submission to the Board.

It shall be the duty of the Vice President for Business and Fiscal Affairs to prepare a detailed financial report to be made by the Chair of the Finance Committee at each meeting of the Board of Trustees, and at such other times as may be directed. The Vice President for Business and Fiscal Affairs shall be subject to the direction and authority of the Finance Committee. All actions of the Vice President for Business and Fiscal Affairs and all books of account in the Vice President for Business and Fiscal Affairs custody and reports prepared by the Vice President for Business and Fiscal Affairs shall be subject to audit by an independent firm of auditors to be designated by the Audit Committee.

The Vice President for Business and Fiscal Affairs shall be the custodian of the financial books and records of the College, which shall be maintained in the business office of the College for safekeeping or elsewhere with the approval of the Finance Committee.

**Section 5.** The Faculty. The Faculty shall consist of the President of the College, the Provost, the Professors, the Associate Professors, the Assistant Professors, the Instructors, the Registrar, the Librarian and such others as shall be given Faculty status by the President with the approval of the Board of Trustees. The Faculty members shall be appointed by the President of the College, upon the recommendation of the Provost of the College.

The Faculty, subject to the approval of the President, shall prescribe requirements for admission, courses of study, conditions of graduation, degrees to be conferred, regulations for the conduct of the educational work of the College, and establish the basis for assignment of honors. Legislative action of the Faculty shall be determined by majority vote, except in curriculum matters where a two-thirds vote shall be necessary.

Should any measure passed by the Faculty fail to receive the approval of the President of the College, it may, by a two-thirds vote of the Faculty, be submitted for official decision to the Board of Trustees whose action shall be final. In case of such an appeal, the Faculty shall have the right to have their views laid before the Board by a representative or representatives of their own choosing.

The Provost and the Faculty, after having received from the Registrar certification that a student has fulfilled all the requirements for a degree in any course of study, must approve by a majority vote the awarding of the degree. **[Revised October 15, 2010]**

**Section 6.** Conferring Degrees. The President of the College shall confer degrees upon students who have completed satisfactorily the courses of study prescribed for such degrees. Before the conferring of such a degree, the Registrar must certify that the student has fulfilled all requirements, and the Provost and Faculty must approve the awarding of the degree.

Honorary degrees may be conferred only by the Board of Trustees at the second meeting of the academic year when favorable recommendation is received from the Academic Affairs Committee. In exceptional circumstances in the interim between the second board meeting and commencement, the Executive Committee has the authority to confer the Honorary Degree with a favorable recommendation from the Honorary Degree Committee.

The Honorary Degree Committee, comprised of the President of the College, the Vice President for Academic Affairs, Chair of the Board of Trustees, Chair of Faculty Council, Chair of Academic Affairs Committee, presents candidates to the Academic Affairs Committee.

An Honorary Degree shall be conferred on an individual in recognition of a career of extraordinary accomplishment that has benefited society through intellectual, artistic, scientific, professional or public service contributions consistent with the mission of the

College. Honorary Degrees are awarded only at commencement and are never awarded in absentia.

Faculty, administration, staff and Regular Trustees and Alumnae Trustees of the Board shall be ineligible to receive an honorary degree as long as their relationship with the College exists.

**Section 7.** Religious Life. It shall be incumbent upon the President of the College in the administration of every detail of the life and program of the College to uphold the tradition and purpose of the College as a Christian institution. The President shall promote among the faculty, staff and students the recognized standards of morality subscribed to and maintained by the United Methodist Church.

**Section 8.** Charges and Fees. All College charges and fees shall be fixed by the Board of Trustees upon recommendation of the President. Terms of payment shall be determined by the President in consultation with the Finance Committee of the Board.

**Section 9.** Alumnae Office. The President of the College shall appoint the Director of Alumnae Affairs and such assistants as shall be necessary in order to promote the interest of the Alumnae of the College. The Alumnae Office shall be included in the annual College Budget, and the Director of Alumnae Affairs shall render an annual report to the President of the College.

## ARTICLE V

### Indemnification and Interested Parties

**Section 1.** Indemnification.

(a) The College shall indemnify those persons whom it is entitled to indemnify under the Official Code of Georgia Annotated ("the Code") for those amounts authorized under the Code; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions.

(b) The College may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance against any liability asserted against such persons and incurred by such persons in any capacity, or arising out of such persons'

status as described in the Code, whether or not the College would have the power to indemnify such persons against such liability under the laws of the State of Georgia.

(c) The College may pay for or reimburse the reasonable expenses incurred by a Trustee, Officer, or member of a Committee who is a party to a proceeding by virtue of his or her service as a Trustee, Officer, or member of a Committee, in advance of a final disposition of the proceeding if the Trustee, Officer, or member of the Committee submits to the Secretary of the College a written request that complies with the requirements of such provisions set forth in the Code. The Secretary of the College shall promptly upon receipt of such a request for indemnification, advise the Board of Trustees in writing that such Trustee, Officer, or member of the Committee has requested indemnification, and the determination of the entitlement of such Trustee, Officer, or member of the Committee to indemnification shall be made within a reasonable time after the receipt of such written request by the Board of Trustees.

(d) The indemnification and advancement of expenses provided by or granted pursuant to this Section shall, unless otherwise provided when authorized or ratified, and consistent with the requirements of the Code, continue as to a person who has ceased to be a Trustee, Officer, or member of a Committee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## **Section 2. Conflicts of Interest.**

(a) *Fiduciary Responsibilities.* Officers and members of the Board of Trustees and officers of the College serve in a fiduciary capacity and have an obligation to conduct all affairs of the College in a manner consistent with that responsibility. All decisions of the Board and Officers of the College shall be made solely on the basis of a desire to promote the best interest of the institution and its constituents.

(b) *Conflicts of Interest.* A Trustee shall be considered to have a conflict of interest if:

(1) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of responsibilities to the College; or



(2) such Trustee is aware that a member of the Trustee's family or any organization in which such Trustee is an officer, director, employee, member, partner, trustee or controlling stockholder has such an existing or potential financial or other interest.

This policy is intended to apply primarily to the employment of relatives, favoritism toward relatives with regard to admissions, degrees, etc., and to financial conflicts involving the purchase of goods and services. However, any other interest which might reasonably impair a Trustee's unbiased judgment is also covered by this policy and must be disclosed as set forth below. For purposes of this policy, a relative includes a spouse, parents, siblings, children and grandchildren.

(c) *Compliance.* It is the duty of the Chair of the Board to see that these conflicts of interest requirements are followed.

(d) *Disclosure.* Not later than the February meeting of the Board, each Trustee shall complete an annual disclosure in the form adopted by the Board. In addition, all Trustees shall disclose fully at the earliest practicable time the precise nature of any conflict of interest that may arise thereafter. Such disclosure shall be in writing addressed to the Chair of the Board with copies to the Secretary and the Board attorney. No Trustees shall vote upon or participate in the consideration of any matter at a Board or committee meeting in which the Trustee has a conflict of interest. The minutes of such meetings shall reflect that disclosure was made and that the Trustee having a conflict of interest abstained from participation and voting. A Trustee who is uncertain as to the existence of a conflict of interest in any matter may request the Board to determine whether conflict exists, and the Board shall resolve the question.

(e) *Requirements.* Once a Trustee has disclosed a conflict of interest and has withdrawn from the deliberations pertaining to the matter, the Board may choose to contract with the Trustee, the Trustee's relative or an entity in which the Trustee has an interest, so long as the Board determines that it is in the best interest of the college to enter into such a contract.

(f) *Code of Ethics.* Officers and members of the Board of Trustees and Officers of the college are required to follow a Code of Ethics in a form adopted by the Board.

## ARTICLE VI

## Miscellaneous

**Section 1.** Deeds and Conveyances. All deeds, conveyances, transfers, leases and all other papers covering transactions affecting properties and assets of the College shall be signed in the name of Wesleyan College by the Chair of the Board of Trustees, or in the event that person is absent or unable to act, by the Chair-Elect, and where required, shall be attested by the Secretary or by the President of the College. The Board may from time to time, by resolution, authorize the execution and attesting of such documents by other officers.

**Section 2.** Debt Limitation. No mortgage, security or trust deed, or other encumbrance shall be placed upon any land, building or equipment which is part of the facilities of the College used for College purposes; provided that this prohibition shall not apply to any mortgage, security or trust deed, or other encumbrance, placed upon any of the properties of the College, including the land, building, equipment or other assets or income, for the purpose of securing any indebtedness incurred in connection with the construction of buildings or the acquisition of land, furnishings or equipment therefore, which are intended to become a part of the facilities used for College purposes.

**Section 3.** Policy Statements. Any statements of policy adopted by the Board shall be considered as the official policy of the College until they are revoked by the Board or supplemented by new statements regarding the same matter.

**Section 4.** Board of Visitors. A Board of Visitors shall be appointed by the President of the College from the business, professional and civic leaders, including alumnae. The purpose of the Board of Visitors is to provide the College with a broader base of understanding, support and influence. The Board of Visitors shall operate under guidelines submitted by the Development Committee and approved by the Board of Trustees. **(Revised May 17, 2019)**

**Section 5.** Partial Terms. A person who has served more than half of a term in any office described in these Bylaws shall be deemed to have served the full term for the purpose of determining eligibility to serve additional terms in any office.

**Section 6.** Inspection of Books and Records. The Board of Trustees shall have power to determine which accounts, books, and records of the College shall be open to inspection, except such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of

accounts, books, and records which by law or by determination of the Board of Trustees shall be open to inspection. Notwithstanding the preceding sentence, a summary report of all financial operations of the College shall be made at least annually to the Trustees and to the public, in such form as the Board of Trustees shall determine.

**Section 7.** Fiscal Year. The Board of Trustees is authorized to fix the fiscal year of the College and to change the same from time to time as it deems appropriate. Unless otherwise so determined, the fiscal year of the College shall begin on the first day of July in each year and shall end on the last day of June in the following year.

**Section 8.** Execution of Documents. No attestation by the Secretary shall be necessary to make any contract, conveyance, or other document valid and legally binding which has been executed by and on behalf of the College by an officer or officers thereunto duly authorized in the manner provided for in these Bylaws.

**Section 9.** Legal Counsel. The Board of Trustees shall retain, on behalf of the College, independent legal counsel to represent the College and advise it on legal matters as needed, including, without limitation (i) ensuring compliance with all laws and legal requirements, and (ii) reviewing and advising the College with respect to any legal instruments, contracts, statements to the press, employment matters, or other documents or matters which could impact the legal rights or obligations of the College.

**Section 10.** College Property. Title to all property of the College shall be held in the name of the College.

**Section 11.** Parliamentary Authority. The most recent edition of *The Modern Rules of Order* shall be the parliamentary authority governing each Board Meeting and each meeting of any Committee established pursuant to these Bylaws.

## ARTICLE VII

### Amendments

**Section 1.** Method of Amendment. The Bylaws of the College may be amended or repealed at any Regular or Special Meeting of the Board by a vote of two-thirds of all the members present, provided a majority of the Trustees shall be present and participating in the meeting, and provided notice of the proposed change or changes be given in the notice for the meeting.

**Section 2.** Prior Bylaws Repealed. All Bylaws heretofore established are hereby repealed.

This 13<sup>th</sup> day of February, 2015

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Hannah Allen  
Secretary of the Board