

CHARTER AND BY-LAWS
The Monmouth College
Monmouth, Illinois

CHARTER

AN ACT to incorporate Monmouth College, in Warren County.

SECTION I. Be it enacted by the people of the state of Illinois, represented in the General Assembly, that there be and is hereby created and established at Monmouth, in the County of Warren, in this state, a collegiate seminary of learning for the instruction of youth in the various branches of science and literature, the useful arts, and the learned and foreign languages.

2. That the said college shall be called and known by the name and style of "The Monmouth College."

3. That J. C. Porter, H. Allen, H. M. Boggess, T. Eldridge, Thomas H. Gowdy, William Graham, William M. Hays, Chauncy Hardin, James G. Madden, J. R. McAllister, Samuel Miller, James Thompson, Matthew Bigger, P. Drennon, E. Elliott, A. Y. Graham, A. C. Harding, Wm. R. Jameson, Robert C. Matthews, David McDill, John McClanahan, James Pinkerton, Robert Ross and John A. Young, are hereby constituted a body politic and corporate, by that name and style of "The Monmouth College"; and by that name shall have perpetual succession, and a common seal, which seal they may alter at pleasure, may sue and be sued, plead and be impleaded, with power to purchase, receive and hold to them and their successors forever, any lands, tenements, rents, goods and chattels, of what kind soever, which may be purchased by or may be devised or given to them for the use of the said college; and to lease, sell, rent, or otherwise dispose of the same in such manner as shall seem most conducive to the advantage of said college; to elect and employ such president, professors, instructors and tutors, for the benefit of said college, as they may deem necessary; to select and employ a treasurer and such other officers, agents and servants as they may see proper; to make, ordain, establish and execute, or cause to be executed, all such by-laws, rules and ordinances, not inconsistent with the constitution and laws of the United States or of this state, as they may think necessary for the welfare of said college, the good government of the professors, instructors, tutors, agents and students of the same, and generally to do all acts necessary and proper to promote the welfare and prosperity of said college. Said trustees shall be so arranged in three classes that one third of their number shall go out of office in each successive year at the time of the regular annual meeting of the Synod of Illinois, of the Associate Reformed Presbyterian Church of North America, and as such vacancies occur they shall be filled, three-fourths of the number by the said synod, and the remaining one-fourth by the board of trustees themselves.

4. The President of said college, by and with the advice of said trustees, shall have power from time to time to ordain, regulate and establish the course and mode of instruction and education to be pursued in said college, and together with such professors, instructors and

tutors as the corporation may designate, shall be styled "The Faculty of the Monmouth College," and shall have power to adopt and enforce such rules as may be deemed expedient for the good government of the institution, which rules and regulations shall not be inconsistent with the constitution and laws of the United States or of this state, nor with the by-laws and ordinances of the corporation, and shall remain in force until disapproved of by the trustees present at any meeting, or a quorum of them, and no longer.

5. The said trustees shall have power to establish departments for the study of any and all the learned and liberal professions in the same; to confer such degrees as are usually conferred in similar institutions in the United States in the learned arts and sciences. The said trustees may also attach to said college an academical or preparatory department, and a female department.

6. The said trustees, or any six of them, shall have power and authority to meet at such times as they shall think necessary, for the examination of any candidate for literary degrees, and they are hereby authorized and empowered, upon recommendation of the faculty, to confer such degrees on such persons as in their opinion shall merit the same, in as ample a manner as any other similar institution can do, and under their common seal to grant testimonials thereof, signed by the faculty of the college. The said trustees, or a quorum of them, shall elect a president, who shall preside at all meetings of the board. The president and any eight of the trustees, shall at any time form a quorum for the transaction of business, or in the absence of the president, nine of the said trustees, of whom one shall be elected president, pro tempore, shall form a quorum; and should there be at any meeting less than a quorum, they shall have power of adjourning from time to time, until a quorum shall be had.

7. The said trustees, or a quorum of them, shall elect a treasurer, whom they may remove at pleasure, who shall give bond, with approved security, payable to the trustees by their name aforesaid, and their successors, faithfully to discharge the duties of his said office, and shall render an account of all moneys, goods and chattels received and expended by him on account of and for the use of said college, and on failure or refusal to do so shall be subject to the like proceedings as are prescribed by law in cases of county treasurers in this state. Provided, that no appropriation, payment or disbursement shall at any time be made by the treasurer, but such as shall be in pursuance of the directions or order of the trustees.

8. The said trustees, or a full quorum of them, shall have power to remove or suspend the president or any of the professors, instructors or tutors at any time; and when there shall be a vacancy in said board of trustees, occasioned by death, removal, resignation or refusal to act, the vacancy or vacancies, if of the one-fourth heretofore provided to be appointed by the board of trustees, shall be filled by the said trustees permanently, and if of the three-fourths heretofore provided to be filled by the Synod of Illinois, of the Associate Reformed Presbyterian Church, shall be filled by that body: Provided, that the trustees in office may appoint persons to fill vacancies in said three-fourths so appointed by said synod, whose term of service shall only continue until the said synod shall take action on the case.

The president of the board, with the concurrence of two of the trustees, or any three of the trustees, shall have power to call special meetings of the board.

9. Whenever any trustee shall absent himself for three successive regular meetings of the board of trustees, without assigning a sufficient reason at the fourth, the trustees of the said college, or a quorum of them, shall have power, by entering it on their minutes, to declare his seat vacant, and may elect a new trustee to fill such vacancy, who shall, if one of the said three-fourths, hold his office until said synod shall fill the vacancy permanently, and if of the one-fourth to be appointed by said trustees, permanently.

10. There shall be stated meetings of the said trustees, to be held at such times as the said trustees may appoint; Provided, that the said trustees shall have power to alter such day as to them shall seem expedient from time to time.

11. That the said board of trustees shall never be less than eleven nor more than thirty in number, and the said Synod of Illinois, from time to time, at any meeting, may, by appointment, create additional trustees, not exceeding in all the greater number specified in this section.

12. The tract of land on which the buildings of the said college may now or hereafter be erected, together with all the furniture, books, apparatus, and all property, real and personal, moneys, effects, notes, bonds, bills and evidences of indebtedness belonging to said college, shall be and is hereby exempt from all taxes.

13. Said corporation may issue certificates of scholarship, limited or perpetual, upon such terms as the corporation and the party contracting for the scholarship may agree; and the benefit of such scholarship shall inure to the holder thereof, his or her assigns, so long as the covenants therein agreed to by the person or persons contracting for or lawfully owning such scholarship shall continue to be faithfully performed, and no longer, except at the option of the corporation.

14. No misnomer of said corporation shall defeat or annul any gift, grant, bequest or devise to or for said corporation, for use and benefit of the Monmouth College or any department thereof: Provided, the intent of the party or parties making such gift, grant, devise or bequest be sufficiently manifest.

15. The trustees of said college are hereby fully authorized and empowered in their corporate name to collect all subscriptions and donations, devises or bequests which may have been made, or which shall hereafter be made to and for the use and benefit of the said college or for the purpose of founding and establishing the same.

16. This act shall be deemed a public act, and may be used as evidence without being specially pleaded, and without proof.

Approved February 16, 1857, Private Laws of Illinois 1857, pages 883-886.

AMENDMENTS

AN ACT to amend the charter of Monmouth College.

SECTION 1. Be it enacted by the People of the state of Illinois, represented in the General Assembly, that the charter of Monmouth College, in Warren County, be and is hereby amended, so that where the words, "Associate Reformed" are used, in the third and eighth sections of said charter, the word "United" shall be used in their stead.

2. That Synod of Illinois of the United Presbyterian Church of North America, be and is hereby vested with all the rights, in and under said charter, which were formerly enjoyed by the Synod of Illinois of the Associate Reformed Presbyterian Church of North America. This act to take effect from and after its passage.

Approved February 18, 1859.
Private Laws of Illinois 1859, page 369.

AN ACT to amend an act entitled "An act to incorporate the Monmouth College, in Warren County," approved February 16th, 1857, and an act amendatory thereof, approved February 18th, 1859.

WHEREAS, the General Assembly of the state of Illinois did, in an act approved February 16th, 1857, create and establish, at Monmouth, in the county of Warren, and state of Illinois, a collegiate seminary of learning, for the instruction of youth in the various branches of science and literature, the useful arts, and the learned and foreign languages, to be known and called by the name and style of "The Monmouth College"; and, whereas, the General Assembly vested the power of appointing three-fourths of the trustees of said college in the Synod of Illinois of the Associate Reformed Church, and by an act amendatory to the act aforesaid, transferred the aforesaid appointing power to the Synod of Illinois of the United Presbyterian Church; and, whereas, it is represented to this assembly that it is desired by the synod aforesaid to associate with it, in the direction and control of the college aforesaid, the Synod of Iowa of the United Presbyterian Church, and to obtain the necessary amendments to the act aforesaid; therefore,

SECTION 1. Be it enacted by the people of the state of Illinois, represented in the General Assembly, that the members of the Senate, hereinafter provided for, of the collegiate seminary of learning established at Monmouth, in the county of Warren, in the state of Illinois, by an act of the General Assembly, approved February 16th, A.D. 1857, shall constitute the body politic and corporate described in the act aforesaid, by the name and style of "The Monmouth College," and the said members of the Senate aforesaid, or their associates and successors, under the name and style aforesaid, shall have and exercise the rights, privileges and powers, all and singular, vested in the trustees of the aforesaid college, by the act aforesaid, in the manner and with the limitations provided in this act.

2. Ivory Quinby, A. Y. Graham, J. J. Glenn, Thomas Johnston, Sr., James Strain, Chauncey Hardin, David Graham and James G. Madden, under the name and style of trustees, and Marion Morrison, John Scott, Andrew Beveridge, Robert C. Matthews, John H. Nash, John M. Gordon, Robert W. McClaughry, J. A. Eadie, John H. Brown, J. R. McAlister, Draper Babcock, David McDill, James Thompson, John Turnbull, W. T. Moffet, A. C. Harding, Samuel Rankin, Wm. Robison, M.D., Samuel Millen, Robert Ross, W. P. Pressly, under the name and style of directors, or their associates and successors, met together as provided hereafter in this act, are hereby constituted "The Senate of the Monmouth College," with the rights, powers and privileges herein granted.

3. The said Senate shall also have power to establish departments in the aforesaid college for the study of any and all learned and liberal professions. The said Senate may also attach to said college an academical or preparatory department, and a female department.

4. The said Senate shall elect a treasurer, whom they may remove at pleasure, who shall give bond with approved security, payable to the Senate, by its name aforesaid, faithfully to discharge the duties of his said office; and shall render an account of all moneys, goods and chattels received and expended by him on account of and for the use of said college; and on failure or refusal to do so shall be subject to the like proceedings as are prescribed by law in case of county treasurer in this state: Provided, that no appropriation, payment, or disbursement shall at any time be made by the treasurer but such as shall be in pursuance of the directions or order of the board of trustees or Senate. The said Senate shall elect a secretary, who shall keep the records of both the board of trustees and the Senate, and perform such other duties as may be assigned him by the said board of trustees or Senate. The said officers described in this section shall be known, the first as the treasurer of the Monmouth College, and the second as the secretary of the Monmouth College. The said Senate shall also have power to determine the number of directors.

5. The said trustees shall be nine in number, and shall be so arranged in three classes that one-third of their number shall go out of office in each successive year, at the time of their regular annual meeting of the aforesaid Senate, and as such vacancies occur they shall be filled by the said Senate.

6. The president of the Monmouth College, and in his absence, the vice-president, shall be, ex-officio, president of the board of trustees and of the Senate; and the said president, with any four trustees, or any five trustees, without the president, shall constitute a quorum for the transaction of business. In the absence of the president, the trustees may appoint one of their own number as temporary chairman.

7. The said board of trustees shall have power to act on all references and appeals from the faculty of the college aforesaid, and their decision shall be final. They shall also have power to remove or suspend the president or professors and instructors or tutors, at any time, which act shall be final until reversed by the Senate. They shall also have power to fill vacancies that

may occur in the faculty or any other office of the aforesaid college not otherwise provided for, by pro tem. appointments, which shall expire at the meeting of the Senate next ensuing.

8. The said board of trustees shall have as full and complete power as the Senate itself to purchase, receive and hold to them and their successors forever, for the use and benefit of the said college, any lands, tenements, moneys, goods and chattels, of what kind soever, which may be purchased by, or may be devised or given to the said Monmouth College, and to loan, let, rent, sell, or otherwise dispose of the same, in such manner as shall seem to them most conducive to the advantage of the said college.

9. There shall be not less than eighteen directors, and they shall be so arranged in three classes that one-third of their number shall go out of office each successive year, on the first day of January. One-half of such vacancies shall be filled by the Synod of Illinois of the United Presbyterian Church, and one-half of the Synod of Iowa of the United Presbyterian Church, at their annual meeting next preceding the first day of January on which such vacancies occur. The synods aforesaid shall have power to admit other bodies, civil or ecclesiastical, to participate with them in the direction and control of said college, and the bodies thus associated shall have power to determine what number of said directors each shall appoint. In case of the failure of any body thus associated to appoint the number of directors to which it may be entitled, it shall be the duty of the Senate, at its meeting next following the first day of January at which such vacancies may occur, to fill the same.

In case of the withdrawal of the aforesaid Synod of Iowa, or any other body that may be associated with the aforesaid Synod of Illinois, as herein provided, from participation in the management and control of the aforesaid college, all the rights, powers and privileges which the aforesaid body may have enjoyed under this act shall revert to, and be enjoyed and exercised by the aforesaid Synod of Illinois. Any nine directors met, with a quorum of the trustees, in accordance with a regular call, shall constitute a quorum of the Senate for business.

10. The said trustees and directors, when met for the exercise of the powers and functions of the Senate, shall sit in joint session; but it shall require a majority of all the votes cast, by both the trustees and directors, counted separately, to adopt any resolve, ordinance, order, statute, or act in relation to the finances of the college aforesaid: Provided, however, that a majority of the votes cast by all the members of the Senate present shall be sufficient to elect any officer of said college, fill vacancies in the number of trustees or directors, and to adopt any resolve, ordinance, order, statute or act, respecting any other subject whatever, not pertaining to the finances of said college. The acts of the Senate shall be in the following form or style: "Be it resolved by the trustees and directors of the Monmouth College, in Senate assembled."

11. Whenever any trustee shall absent himself for three successive regular meetings of the board of trustees, without assigning a sufficient reason at the fourth, the trustees of the said college, or a quorum of them, shall have power, by entering it on the minutes, to declare

his seat vacant, and may elect a new trustee to fill such vacancy, who shall hold his office until the next meeting of the Senate, who shall permanently fill the same.

12. The board of trustees shall meet when called by the president of the college, the faculty, or any two members of the faculty, or of the board of trustees, and it shall have power to fix the time and place of its regular meetings.

The first annual meeting of the Senate shall be held in the college chapel, on the Tuesday preceding the last Thursday of June, A.D. 1869, and shall have power to fix the time and place of its annual and other meetings thereafter. The said Senate shall meet when called by the president, the board of trustees, or the faculty.

13. The president of the Monmouth College shall be chief executive officer of the same; he shall furnish the board of trustees and Senate, and each body associated in the direction of the college, such information as they may require of him; he shall also have power to require of any officer, professor, or instructor, a full report concerning the condition of any department entrusted to him, and his opinion in writing concerning any question pertaining to the government, instruction or discipline of the said college, or any department thereof; he shall also make to the trustees and directors, or Senate, at their annual meeting, a full report of the condition of the college, and recommend such action as he may judge fit and proper to be taken by the said Senate. The president aforesaid, together with such professors, instructors and tutors as the Senate may designate, shall be styled the faculty of the Monmouth College, and shall have power to ordain, regulate and establish the courses and modes of instruction and education to be pursued in the said college, and shall have power to adopt and enforce such rules and regulations as may be deemed expedient for the good government of the institution, which rules and regulations shall not be inconsistent with the constitution and laws of the United States or of this state, or with the by-laws and ordinances of the Senate; and such courses of study and education, the rules and regulations shall remain in force until disapproved by the Senate or board of trustees, and no longer. The said faculty shall have power, with the consent of the Senate, to confer literary degrees on such persons as they may judge to merit the same, in as ample a manner as any other institution can do, and to sign and grant, under the seal of the college, testimonials thereof.

14. This act shall be deemed amendatory of the act of the general assembly approved February 16th, 1857, for the establishment and government of the Monmouth College; and all acts and parts of acts inconsistent with this act are hereby repealed.

15. This act shall be deemed a public act, and may be used as evidence without being specially pleaded, and without proof, and shall be in force from and after its passage.

16. The corporate powers of Monmouth College shall continue to be exercised by the present officers thereof until such time as the powers herein granted shall take effect and go into operation.

Approved March 13, 1869. Private Laws of Illinois, 1869, Vol. 1, pages 44-48.

By-LAWS
of
THE MONMOUTH COLLEGE

ARTICLE I
Organization, Etc.

SECTION 1. **Organization:** The Monmouth College is a corporation, not for pecuniary profit, organized for the instruction of young men and women in the various branches of science and literature, the useful arts, and the learned and foreign languages, under special Charter granted by the General Assembly of the State of Illinois, February 16, A.D. 1857, as amended by Acts approved February 18, 1859, and March 13, 1869. The Charter of the College as referred to in these By-Laws means the special Charter as amended.

SECTION 2. **Affiliation:** The Monmouth College is an institution of learning affiliated with the United Presbyterian Church (USA).

SECTION 3. **Location:** The location of the College and its principal office is in the City of Monmouth, Warren County, Illinois.

SECTION 4. **Terms:** In these By-laws, the term "Charter Trustees" shall refer to "trustees," the term "Trustees" shall refer to "directors," and the term "Board of Trustees" (Board) shall refer to the "Senate," as the terms "trustees," "directors" and "Senate" are used in the Charter of the College.

SECTION 5. **Executive Committee:** The Charter Trustees, The Treasurer of the College, all Trustees who are past chairs of the Trustees, the current chair of the Trustees, and a maximum of three (3) additional Trustees who shall rotate off the executive committee after a three-year term, shall constitute the executive committee of the Board of Trustees. The Executive Committee shall meet contemporaneously with meetings of the Charter Trustees during intervals between regular and special meetings of the Board of Trustees.

ARTICLE II
Government

SECTION 1. **Government:** The corporate powers, government, and control of the College and its affairs are vested in the Trustees and the Charter Trustees, constituting the Board of Trustees of The Monmouth College, hereinafter designated as the Board of Trustees, with the Administrative Officers and Faculty of the College having certain delegated authority for managing and carrying on the work of the College as an institution of higher education.

ARTICLE III
The Board of Trustees

SECTION 1. Authority: The Board of Trustees of The Monmouth College is the supreme ruling power of the corporation and is the authority of final appeal in the management, conduct, and control of all College matters, subject only to the Charter of the College and the laws and Constitutions of the State of Illinois and of the United States of America.

SECTION 2. Composition: The Board of Trustees, designated in the Charter as the "Senate of The Monmouth College," is a body composed of not fewer than eighteen nor more than thirty-three Trustees, together with nine Charter Trustees as provided in the Charter and these By-Laws.

SECTION 3. Trustees: The Trustees shall be appointed or elected as follows:

(a) Up to thirty Trustees by the Board of Trustees with not more than ten of them to be appointed or elected each year to serve for a term of three years, commencing on the first day of January next following.

(b) Three Trustees by the alumni of the College, one of them to be appointed or elected each year, to serve for a term of three years, commencing on the first day of January next following and until their respective successors are elected and take office.

(c) In the event of a vacancy in the number of Trustees above the required minimum number of eighteen, the Board of Trustees may elect a Trustee to fill the same, and the Trustee so elected shall serve until the expiration of the term of the specific Trusteeship which the Trustee has been elected to fill.

(d) In the event of a vacancy in the number of Trustees below the required minimum number of eighteen, the Board of Trustees, at its next meeting after such vacancy occurs, shall elect a Trustee to fill the same, and the Trustee so elected shall serve until the expiration of the term for which a Trustee should have been so elected or appointed, and until the successor is duly designated and takes office, whichever first occurs.

SECTION 4. Term of Office: No Board of Trustees member shall be appointed or elected to serve a term commencing after attaining the age of 73 years. All Board of Trustees members shall retire as members of the Board of Trustees at the end of the calendar year in which they attain the age of 73 years.

SECTION 5. Annual Meeting: The regular annual meeting of the Board of Trustees shall be convened on such date between the first day of October and the thirtieth day of November as the President of the College may designate. Notice of the meeting shall be sent by the President to each member of the Board of Trustees at least ten days in advance by any

reasonable means likely to be received in time to attend the meeting unless such notice is waived, but failure of any member to receive such notice shall not affect the validity of any action taken at such meeting if a quorum is convened for the transaction of business.

SECTION 6. Special Meetings: Special meetings of the Board of Trustees shall be held when called by the President or the Charter Trustees. Notice of such meeting, setting forth the date, place, and time thereof, together with the statement of the matters to be considered at such meeting as then known, shall be given to each member of the Board of Trustees and to the President at least seven days in advance by any means reasonably likely to be received in time to attend the meeting unless such notice is waived, but failure of any member to receive such notice shall not affect the validity of any action taken at such meeting if a quorum is convened for the transaction of business. The statement of purposes given with the notice of a special meeting shall not preclude the consideration of other matters nor invalidate action taken with respect thereto.

SECTION 7. Waiver of Notice: A written waiver of notice signed at any time, whether before or after the time of meeting, by the person or persons entitled to notice, shall be deemed the equivalent of the giving of such notice in advance of the meeting.

SECTION 8. Place of Meeting: Unless otherwise specified by the Board of Trustees or Charter Trustees, all meetings of the Board of Trustees shall be held in Monmouth, Illinois. The Board of Trustees or Charter Trustees may designate any other place within or without the State of Illinois as the place where any annual or special meeting of the Board of Trustees shall be held.

SECTION 9. Voting: The Trustees and the Charter Trustees, when assembled for a meeting, shall sit in joint session; but it shall require a majority of all the votes cast by both the Trustees and the Charter Trustees, counted separately, to adopt any resolution, ordinance, order, statute, or act in relation to the finances of the College. This provision does not affect or have any bearing upon the transaction of the business of the College or upon any action taken by the Charter Trustees at any meeting of the Charter Trustees regularly called and held at which a quorum is present, to the extent permitted by the Charter. A majority of the votes cast by all the members of the Board of Trustees present shall be sufficient to elect any officer of the College, fill vacancies in the number of Charter Trustees or Trustees, and to adopt any resolution, ordinance, order, statute, or act respecting any subject not pertaining to the finances of the College. The acts of the Board of Trustees shall be in the following form or style: "Be it Resolved by the Charter Trustees and the Trustees of the The Monmouth College, in Board assembled."

SECTION 10. Quorum: Any nine Trustees, met with a quorum of the Charter Trustees as defined in Article IV, Section 7, in an annual meeting or in a special meeting of which due notice shall have been given as herein provided, shall constitute a quorum of the Board of Trustees for the transaction of business.

SECTION 11. Committees of the Board of Trustees: Before the close of each annual meeting of the Board of Trustees, the Board of Trustees shall appoint members of that body to the following regular committees to serve for the ensuing year and until their successors are appointed. At least one member of each such committee shall be selected from the Charter Trustees.

ACADEMIC AFFAIRS
DEVELOPMENT AND PUBLIC RELATIONS
FINANCE AND BUSINESS AFFAIRS
NOMINATIONS AND DEGREES
BUILDINGS AND GROUNDS
STUDENT AFFAIRS
ADMISSIONS
AUDIT

The Board of Trustees may also, at any time, appoint such other temporary, special, or standing committees of the Board of Trustees as it may consider desirable. Committee chairs shall be appointed by the Chair of the Board of Trustees in consultation with the President of the College.

ARTICLE IV The Charter Trustees

SECTION 1. Composition of the Charter Trustees: The Charter Trustees shall consist of nine members, divided into three classes of three each, so the term of office of three members of the Charter Trustees shall expire each year at the time the regular annual meeting of the Board of Trustees adjourns.

The Board of Trustees at each regular annual meeting thereof, shall elect three Charter Trustees to serve for a term of three years each, and if there should be any other vacancies because of the death, resignation, or withdrawal for any reason of one or more Charter Trustees, thus leaving an unexpired term, the Board of Trustees shall elect such additional Charter Trustees as may be required to fill such unexpired term or terms.

The seat as a Trustee of any Trustee elected a Charter Trustee shall automatically become vacant at the time of such election. Such a vacancy shall be filled in the manner hereinbefore provided.

SECTION 2. Vacancies: Whenever any Charter Trustee shall be absent for three successive regular meetings of the Charter Trustees, without assigning a sufficient reason for such absence at the fourth meeting, a majority of the Charter Trustees shall have power, by entering it in the minutes, to declare that seat vacant, and may elect a new Charter Trustee to fill such vacancy until the next meeting of the Board of Trustees when the Board of Trustees shall elect a Charter Trustee to fill any unexpired term.

SECTION 3. Powers and Authority: It shall be the duty of the Charter Trustees to meet and act as necessary during intervals between regular or special meetings of the Board of Trustees. The Charter Trustees shall have full charge, management, and authority over all the funds and properties of the College in accordance with the terms and provisions of the Charter under and by which the College was organized and exists.

The Charter Trustees shall have power to act on all references and appeals from the Administrative Officers and the Faculty of the College and their decision shall be final with respect thereto. They shall also have power to remove or suspend the President, any member of the Faculty, or any Administrative Officer at any time and such action shall be final unless reversed by the Board of Trustees at its next meeting. The Charter Trustees shall also have power to fill vacancies that may occur in the Faculty or any other office of the College by pro tem appointments which shall expire at the meeting of the Board of Trustees next ensuing.

The Charter Trustees shall have as full and complete power as the Board of Trustees itself to purchase, receive, and hold to them and their successors forever, for the use and benefit of the College, any lands, tenements, moneys, goods, and chattels of every kind which may be purchased by or may be devised or given to the College, and to loan, lease, sell, or otherwise dispose of the same in such manner as shall seem to them to be most advantageous to the College.

SECTION 4. Meetings: The Charter Trustees shall meet when called by the President of the College, or as provided by the Charter, and at such times and places for their regular meetings as the Charter Trustees may prescribe. All meetings shall be held on the premises of the College at Monmouth, Illinois, unless otherwise prescribed.

Whenever any special meeting is called, due notice shall be given to every Charter Trustee, to other members of the Executive Committee as set forth in Article III, Section 11, and to the President by any reasonable means likely to be received in time to attend the meeting and at least one day in advance, unless such notice is waived, but failure of any Charter Trustee to receive such notice shall in no wise affect the validity of any action taken at a special meeting if a quorum is present for the transaction of business. Such notice shall specify the particular purposes for which the special meeting is called, but the Charter Trustees are empowered to take action on any other matters within their authority which may come before them.

SECTION 5. Waiver of Notice: A written waiver of any notice of a special meeting signed by a Charter Trustee at any time, whether before or after the time of meeting, shall be deemed the equivalent of the giving of such notice in advance of the meeting.

SECTION 6. Committees of the Charter Trustees: At the first meeting of the Charter Trustees after December 1, in each year, the Charter Trustees may elect Committees for such functions and duties peculiar to the responsibilities of the Charter Trustees.

SECTION 7. Quorum and Voting: The President of the College with any four Charter Trustees or, without the President, any five Charter Trustees, shall constitute a quorum of the Charter Trustees for the transaction of business at any meeting thereof. The affirmative vote of a majority of the Charter Trustees present shall be sufficient to approve any resolution or action.

SECTION 8. Order of Business: The Order of Business at the regular meetings of the Charter Trustees shall be as follows:

- Call to order and prayer
- Roll call
- Reading, correction, and approval of minutes
- Report of the President
- Report of the Committees
- Unfinished business
- New business
- Adjournment

ARTICLE V The Faculty

SECTION 1. The Faculty: The President of the College, the Vice Presidents, the Dean of the College, together with the professors, instructors, and tutors, duly elected or appointed and in active duty, shall constitute the "Faculty of The Monmouth College." The President and other Administrative Officers who are members of the Faculty may not be granted tenure as members of the Faculty.

SECTION 2. Powers: Within budgetary limits established by the College Board of Trustees, the Faculty shall have power to ordain, establish, and regulate the courses and modes of instruction and education pursued in the College; and shall have power to adopt and enforce such lawful rules and regulations as may be deemed expedient for the good government of the institution, which rules and regulations shall not be inconsistent with the By-Laws, ordinances, orders, or directions of the Board of Trustees; and such courses of study and education, rules, and regulations shall remain in full force unless disapproved by the Trustees or the Board of Trustees. The President shall have the power to adopt and enforce such lawful rules and regulations; the Dean of the College, together with the professors, instructors, and tutors, duly elected or appointed and in active duty, may make recommendations to the President relating to the adoption and enforcement of such rules and regulations. The Faculty may make recommendations to the Board of Trustees or to the Charter Trustees for conducting the affairs of the College as they may deem fitting for the welfare and best interests of the institution. Such recommendations shall be made in writing after being acted upon by the Faculty in a duly convened meeting thereof and shall be signed by representatives of the Faculty authorized for that purpose.

SECTION 3. Degrees: The Faculty shall recommend to the Board of Trustees the conferring of the usual degrees in the learned arts and sciences upon such candidates for the

same as may merit them and as may have satisfactorily completed the work prescribed for such degrees. The Faculty may also make recommendations to the appropriate Committee for the conferring of honorary degrees.

ARTICLE VI Officers

SECTION 1. Officers: The Officers of The Monmouth College shall be the President, Vice Presidents, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer of the College and the Chair and Vice Chair of the Board of Trustees.

The President of the College and the Chair and Vice Chair of the Board of Trustees shall be elected by a majority of the votes cast by all members of the Board of Trustees present at a meeting duly convened and held. Such election shall be by voice vote or written ballot. The Officers thus elected shall hold their respective offices during the pleasure of the Board of Trustees. All other Officers of The Monmouth College shall be appointed by the President of the College with such appointments subject to ratification by the Board of Trustees at its next meeting duly convened and held.

SECTION 2. The President: The President of The Monmouth College is its Chief Executive Officer and, subject to the sole direction and control of the Board of Trustees, the President shall have general charge and supervision of all the interests and affairs of the College. The President's powers and authority shall always equal the President's responsibility, including the authority to appoint such Administrative Officers of the College as the President deems necessary. The President shall be ex-officio President of the Board of Trustees, of the Charter Trustees, and of the Faculty.

The President shall furnish the Board of Trustees and the Charter Trustees, and each body associated in the direction of the College, such information as they may request; the President shall have power to require of any officer, professor, instructor, tutor, or other person connected with the College, a full report concerning the conditions of any department or work entrusted to such person, together with that person's opinion in writing concerning any question pertaining to the government, instruction, discipline, work, or affairs of the College or any department thereof.

The President shall also make to the Board of Trustees, at its annual meeting, a full report of the condition, work, and affairs of the College, covering the various departments, instruction, and general management thereof, and recommend such action as the President may deem proper to be taken; and the President shall do and perform such other duties as from time to time may be assigned to the President by the Board of Trustees.

The President shall nominate new professors, instructors, tutors and teachers, or other employees for election by the Board of Trustees, and as occasion in the President's judgment may require, the President may recommend to the Board of Trustees or Charter Trustees the retirement or suspension of any professor, instructor, tutor, teacher, or other employee.

The President shall have power, on behalf of the Board of Trustees, to perform all acts and execute all documents to make effective the actions of the Board of Trustees or the Charter Trustees, and except as otherwise provided in these By-Laws, shall be ex-officio a member of all committees of the Board of Trustees without power to vote.

The Administrative Officers shall have such powers and shall perform such duties as may be assigned by the President with the approval of the Charter Trustees. In the absence or disability of the President, the duties of that office shall be performed by the Dean of the College or, in the absence or disability of that officer, by the Administrative Officer designated by the President and approved by the Charter Trustees.

SECTION 3. The Chair of the Board of Trustees: In the absence of the President or at the President's request, the Chair shall preside at meetings of the Board of Trustees. The Chair shall supervise the functions of all committees appointed by the Board of Trustees and shall report from time to time to the Board of Trustees. The authority and duties herein granted to the Chair shall at all times be subject to the sole direction and control of the Board of Trustees.

SECTION 4. The Vice Chair of the Board of Trustees: In the absence or disability of the Chair or in case of a vacancy in that office, the Vice Chair shall perform the duties of the Chair unless otherwise ordered by the Board of Trustees.

SECTION 5. The Secretary and Assistant Secretary of The Monmouth College: The Secretary, assisted by the Assistant Secretary, shall keep full and accurate minutes and records of all meetings of both the Board of Trustees and the Charter Trustees, and perform such other duties as they or the President may assign. The Secretary shall cause to be prepared instruments and documents when directed to do so by the Board of Trustees or the Charter Trustees and shall affix the seal of the College and attest the same by signature upon all documents required to be under the seal. The Secretary shall have charge of all books, documents, and papers properly belonging to the office and of such other books and papers as the Board of Trustees or the Charter Trustees may direct. The Secretary shall in general perform all the duties incident to the office of the Secretary.

SECTION 6. The Treasurer and Assistant Treasurer of The Monmouth College: The Treasurer, assisted by the Assistant Treasurer and under the direction and control of the Board of Trustees or the Charter Trustees, shall oversee and be generally responsible for the safe keeping and direct supervision and care of moneys, accounts, receipts, notes, bonds, mortgages, deeds, stocks, real estate, and other assets of the College and shall transact all local business of the College. The Treasurer shall cause to be kept such full and accurate current accounts of the receipts and disbursements of the various funds as will clearly exhibit the state of the College finances.

The Treasurer, or the Assistant Treasurer acting in the Treasurer's behalf, shall cause to be collected all moneys due the College whenever it shall be to the interest of the College to

make such collections; shall assure that investments made by the College are carefully guarded; and shall see that the annual interest on all notes receivable held by the College is collected promptly. The Treasurer shall provide for the prompt payment of the debts of the College and for the investment of the Endowment and other Funds, and, in general, use best efforts to promote the financial welfare and business interests of the institution.

Neither the Treasurer nor the Assistant Treasurer shall make any appropriation, payment, or disbursement which is not pursuant to the policies or directions of the Board of Trustees or the Charter Trustees, and the books and papers of the Treasurer shall at all times be open to the inspection of the Board of Trustees and Charter Trustees. The Treasurer, assisted by the Assistant Treasurer, shall have supervision over and direct the manner of keeping all the financial books and records of the College.

Each year the Treasurer, or the Assistant Treasurer acting in the Treasurer's behalf, shall have prepared a financial statement exhibiting the receipts and disbursements of the College during the previous fiscal year and the current status of the various funds of the College. Copies of this statement shall be sent to each member of the Board of Trustees promptly after it is prepared.

The Treasurer and/or the Assistant Treasurer may also make reports to the Board of Trustees or the Charter Trustees as they may request showing the financial condition of the College, receipts and disbursements during the preceding period, and such other information as may be requested.

SECTION 7. Bonds: The Treasurer, Assistant Treasurer, and any other officers or employees of the College who handle funds or securities of the institution shall be bonded as may be directed by the Board of Trustees or the Charter Trustees. The premiums on such bonds shall be paid by the College.

SECTION 8. Vice Presidents: Such Vice Presidents of The Monmouth College as may be elected by the Board of Trustees or the Charter Trustees shall have such powers, take charge of such matters, and perform such duties as may be assigned to them from time to time by the President, the Board of Trustees, or the Charter Trustees.

ARTICLE VII

Funds of the College

SECTION 1. Designation: The funds of the College shall be known as the Current Fund, Loan Fund, Endowment & Similar Funds, Annuity & Life Income Fund, Plant Funds, and Agency Funds, and such subsidiary funds as may be necessary to comply with generally accepted accounting principles.

SECTION 2. Current Fund: Those economic resources of the College which are expendable for any purpose in performing the primary objectives of the College and which are not designated by the Charter Trustees for other purposes shall constitute the Current Fund. Resources restricted by donors or other outside agencies for specific current operating purposes may be accounted for as a current restricted subsidiary fund.

SECTION 3. Loan Fund: All loans to students, faculty, or staff, and any resources available for such purposes shall constitute the Loan Fund.

SECTION 4. Endowment & Similar Funds: Funds with respect to which donors or other outside agencies have stipulated, as a condition of the gift instrument, that the principal is to be maintained inviolate and in perpetuity and invested for the purpose of producing present and future income which may either be expended or added to principal shall constitute the Endowment Funds. A quasi-endowment fund may be designated by the Charter Trustees by directing that certain assets be retained and invested as endowment, reserving the right to expend such assets at any time.

SECTION 5. Plant Fund: Unexpended funds to be used for the acquisition of physical properties for College purposes, funds set aside for the renewal and replacement of College properties, funds set aside for the retirement of indebtedness on College properties, and funds expended for and thus invested in College properties shall constitute the Plant Fund.

SECTION 6. Annuity & Life Income Funds: Funds acquired by the College subject to agreements and conditions to pay stipulated amounts or income earned to designated individuals or beneficiaries with such payments to terminate at some future time shall constitute the Annuity & Life Income Funds.

SECTION 7. Agency Funds: Funds held by the College as custodian or fiscal agent for others shall constitute the Agency Fund.

SECTION 8. Fiscal Year: The fiscal year of the College shall be July 1 to June 30 of the next succeeding calendar year, inclusive.

SECTION 9. Audit: The accounts of the College shall be audited annually by independent auditors. The Audit Committee shall annually recommend the engagement of an independent auditor, establish the scope of the audit, and review the audit findings. The certificate of such Auditor shall be incorporated in the annual financial report of the Treasurer, or the Assistant Treasurer acting in the Treasurer's behalf, which is sent to each member of the Board of Trustees as hereinabove provided.

ARTICLE VIII
Honorary Degrees

SECTION 1. Honorary Degrees: Selection, examination, and final recommendation of candidates for honorary degrees shall be a function of the Standing Committee on Nominations and Degrees of the Board of Trustees. The committee shall accept recommendations regarding candidates for honorary degrees from the President of the College, the Faculty Committee on Honorary Degrees, members of the Board of Trustees, alumni, and other appropriate sources; shall examine the qualifications of such candidates for said degrees; and shall recommend such candidates as it deems qualified to the Board of Trustees for its approval. No honorary degrees shall be conferred in absentia save by special action of the Board of Trustees.

ARTICLE IX
Student Aid

SECTION 1. Student Aid: Policies governing student aid shall be established from time to time by the Board of Trustees, and these policies shall be strictly adhered to.

ARTICLE X
Discrimination Prohibited

SECTION 1. Discrimination Prohibited: In administering its affairs, the College shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or mental or physical disability, as required by law.

ARTICLE XI
Indemnification

SECTION 1. Indemnification: Each Charter Trustee, Trustee, and Officer of the College shall be indemnified against all expenses actually and necessarily incurred by such Charter Trustee, Trustee, or Officer in connection with the defense of any action, suit, or proceeding, to which he or she has been made a party by reason of being or having been such Charter Trustee, Trustee, or Officer except in relation to matters to which such Charter Trustee, Trustee, or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XII
Amendments

SECTION 1. Amendments: These By-Laws may be amended by a majority vote of the members present at any meeting of the Board of Trustees of which notice has been duly given as provided in these By-Laws.

Amended October 11, 2002
Monmouth College Board of Trustees