

## 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.

### 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 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.

## SECTION 3. Election:

The Trustees shall be elected as follows:

(a) Trustees shall be elected by the Board of Trustees for three-year terms, with one third of Trustees elected each year. Trustees' terms of service shall commence upon their election, or no later than the first day of January next following. Charter Trustees, who shall serve on the Executive Committee of the Board of Trustees, shall be elected in the same manner.

(b) 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, or in such manner as the Board of Trustees may choose prior to the next meeting, shall elect a Trustee to complete the term of the vacant Trusteeship, or until the successor is duly designated and takes office, whichever first occurs.

(c) In the event of a vacancy in the number of Trustees above the required minimum number of eighteen, the Board of Trustees, at its next meeting after such vacancy occurs, may elect a Trustee to complete the term of the vacant Trusteeship.

(d) Whenever any Trustee shall be absent for three successive meetings of the Board of Trustees, without assigning a sufficient reason for such absence at the fourth meeting, a majority of the Board of Trustees shall have power, by entering it in the minutes, to declare that seat vacant, and may elect a new Trustee to complete the term of the vacant Trusteeship.

## SECTION 4. Alumni Board Representatives:

The President of the Alumni Board of the College shall serve as an ex-officio non-voting member of the Board of Trustees. The Alumni Board may also elect up to two additional representatives to serve as ex-officio non-voting members of the Board of Trustees, whose term of service shall not exceed three years.

## SECTION 5. Term of Office and Retirement:

(a) Trustees may serve as active Trustees without an age of retirement limitation, having been first elected prior to attaining the age of 73 and subject to re-election by the Board of Trustees.

(b) The Chair and Vice-Chair of the Board of Trustees, Charter Trustees, and Chair and Vice-Chair of Committees of the Board of Trustees shall step down from leadership positions at the end of the calendar year in which they attain the age of 73 years.

(c) At the time of a Trustee's retirement, the Nominations Committee shall consider whether to recommend such Trustee be elected to Trustee Emeritus status by the Board of Trustees.

A Trustee shall have served on the Board no fewer than nine years to be eligible for Trustee Emeritus status.

The Nominations Committee shall consider, with respect to such Trustee: (i) attendance at meetings of the Board of Trustees, (ii) participation in Committees of the Board of Trustees or other College projects, and (iii) financial contributions to the College commensurate with their capacity to give.

Trustee Emeriti shall be entitled to attend meetings of the Board of Trustees and Committees of the Board of Trustees as ex-officio non-voting members.

#### SECTION 6. Annual Meeting:

The 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, in consultation with the Chair of the Board of Trustees, may designate. Notice of the meeting, setting forth the date, place and time thereof, with a statement of the matters to be considered at such meeting as then known, 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. 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 the matters to be considered provided with the notice of the Annual Meeting shall not preclude the consideration of other matters nor invalidate action taken with respect thereto.

#### SECTION 7. Special Meetings:

Special Meetings of the Board of Trustees shall be held when called by the President or the Chair of the Board of Trustees. Notice of such meetings, setting forth the date, place, and time thereof, with a statement of the matters to be considered at such meeting as then known, shall be sent by the President to each member of the Board of Trustees at least ten days in advance by any means reasonably likely to be received in time to attend the meeting. 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 the matters to be considered provided with the notice of a Special Meeting shall not preclude the consideration of other matters nor invalidate action taken with respect thereto.

#### SECTION 8. Place of Meeting:

All meetings of the Board of Trustees shall be held in Monmouth, Illinois, unless otherwise designated by the President, in consultation with the Chair of the Board of Trustees. The President, in consultation with the Chair of the Board of 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 of the Board of Trustees, shall sit in joint session. At such meeting, it shall require a majority of all the votes cast by both the Trustees and the Charter Trustees, respectively, to adopt any resolution in relation to the finances of the College, as described in Article IV, Section 3. In the event of doubt about majorities within each body of the Trustees and the Charter Trustees, the votes of Trustees and Charter Trustees regarding the finances of the College shall be counted separately, pursuant to a motion by a Trustee or Charter Trustee. As to all other matters at such meeting, it shall require a majority of all the votes cast to adopt any resolution or otherwise take action.

Resolutions of the Board of Trustees shall begin in the following form or style: "Be it Resolved by the Board of The Monmouth College, with Charter Trustees and Trustees in Board assembled, ...."

#### SECTION 10. Quorum:

Any nine Trustees, met with a quorum of the Charter Trustees as defined in Article IV, Section 5, for the Executive Committee, 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. Order of Business:

The Order of Business at meetings of the Board of Trustees shall be as follows, unless modified by the President of the College with the consent of the Board of Trustees:

- 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

#### SECTION 12. The Chair of the Board of Trustees:

The 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, and may be removed or succeeded in the same manner. 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 also supervise the functions of all Committees appointed by the Board of Trustees, and shall report from time to time to the Board of Trustees regarding Committee activity. 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 13. The Vice Chair of the Board of Trustees:

The 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, and may be removed or succeeded in the same manner. 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 directed by the Board of Trustees.

#### SECTION 14. Committees of the Board of Trustees:

The Chair of the Board of Trustees, in consultation with the President of the College and the Chair of the Nominations Committee, shall appoint Trustees to serve on the following standing Committees, as such Trustees may agree to serve.

- Academic Affairs
- Audit
- Buildings and Grounds
- Compensation
- Development and College Relations
- Enrollment Management

- Finance and Business Affairs
- Nominations
- Student Affairs

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

#### ARTICLE IV The Charter Trustees

##### SECTION 1. Composition of the Charter Trustees:

The Charter Trustees shall consist of nine members elected by the Board of Trustees. Charter Trustees shall serve three-year terms, with one-third elected each year.

If there should be any vacancies because of the retirement, death, resignation, or withdrawal for any reason of one or more Charter Trustees, thus leaving an unexpired term, the Board of Trustees shall, by majority vote, elect such additional Charter Trustee(s) as may be required to fill such unexpired term(s). In the event a Charter Trustee is elected Chair or Vice Chair of the Board of Trustees, the Board of Trustees shall, by majority vote, elect such additional Charter Trustee(s) as may be required to fill such unexpired term(s).

Election of a member of the Board of Trustees to Charter Trustee shall render the member's seat on the Board of Trustees vacant, which shall be filled in the same manner as prescribed by these By-Laws for election of Trustees.

Meetings of the Charter Trustees shall be coterminous with meetings of the Executive Committee.

##### SECTION 2. Composition of the Executive Committee:

The Executive Committee shall be comprised of the Charter Trustees and three additional 'At-Large' members elected from among members of the Board of Trustees by the sitting Executive Committee members. 'At-Large' members of the Executive Committee shall rotate off the Executive Committee after a three-year term. The Executive Committee shall also include, as ex-officio non-voting members, the Chair and Vice Chair of the Board of Trustees, past Chairs of the Board of Trustees, who are also active Trustees or Trustees Emeriti, and the President of the College. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee.

##### SECTION 3. Powers and Authority of the Executive Committee:

The Executive Committee shall meet, as necessary, during intervals between Annual or Special Meetings of the Board of Trustees.

The Charter Trustees shall have as full and complete power as the Board of Trustees 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; any such action shall be final unless reversed by

the Board of Trustees at its next meeting. The Executive Committee shall also have power to remove or suspend the President; any such action shall be final unless reversed by the Board of Trustees at its next meeting. The At-Large members on the Executive Committee may participate in consideration of these matters, but may not vote on decisions on these matters. Insofar as recommendations are made to the Board of Trustees on these matters and on all other matters, the entire Executive Committee may participate in consideration of, and may vote on, the recommendations.

#### SECTION 4. Meetings of the Executive Committee:

Meetings of the Executive Committee shall be called by the President of the College. Due notice shall be given to all Executive Committee members, by any reasonable means likely to be received in time to attend the meeting, and at least ten days in advance. Failure of any Executive Committee member to receive such notice shall not affect the validity of any action taken at such meeting of the Executive Committee if a quorum is convened for the transaction of business.

#### SECTION 5. Quorum and Voting of the Executive Committee:

Any five Charter Trustees, or four Charter Trustees with the President, shall constitute a quorum of the Charter Trustees for the transaction of business at any meeting thereof. A quorum of the Charter Trustees plus one of the At-Large members shall constitute a quorum of the Executive Committee. The affirmative vote of a majority of the Charter Trustees and/or the Executive Committee members present, as applicable, shall be sufficient to approve any resolution or action of the applicable body.

### ARTICLE V The Faculty

#### SECTION 1. The Faculty:

The President of the College, the Vice Presidents, the Dean of the Faculty, 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 establish the courses and modes of instruction and education, in consultation with the Dean of the Faculty, that should be pursued in the College. The President shall have the power to consider, adopt and enforce lawful rules and regulations to attain the Faculty's objectives. The Dean of the Faculty, 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.

#### 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 President of the College for the conferring of honorary degrees, which shall be forwarded to the Nominations Committee of the Board of Trustees for its consideration and action as the President shall determine.

## ARTICLE VI Administrative 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 final, absent disapproval 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 Executive Committee, and of the Faculty, and shall be an ex-officio non-voting member of all committees of the Board of Trustees.

The President shall furnish the Board of Trustees such information as they may request.

At meetings of the Board of Trustees, the President shall make 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. 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 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 Executive Committee, and except as otherwise provided in these By-Laws.

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

### SECTION 3. The Secretary and Assistant Secretary:

The Secretary, appointed by the President of the College, and assisted by the Assistant Secretary, shall keep full and accurate minutes and records of all meetings of both the Board of Trustees and the Executive Committee, 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 President, or as the

Board of Trustees or the Executive Committee may request, 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 President of the College may direct, or as the Board of Trustees or the Executive Committee may request. The Secretary shall in general perform all the duties incident to the office of the Secretary. In the absence or disability of the Secretary, or in case of a vacancy in that office, the Assistant Secretary shall perform the duties of the Secretary, unless otherwise directed by the President of the College.

#### SECTION 4. The Treasurer and Assistant Treasurer:

The Treasurer, appointed by the President of the College, assisted by the Assistant Treasurer and accountable to the Board of 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 Chief Financial Officer of the College shall serve as the Treasurer. In case of a vacancy in that office, the Assistant Treasurer shall perform the duties of the Treasurer, unless otherwise directed by the President of the College.

The Treasurer shall have supervision over and direct the manner of keeping all the financial books and records 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 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 Executive Committee, or the President acting on their behalf, and the books and papers of the Treasurer shall at all times be open to the inspection of the Board of Trustees and the Executive Committee.

Each year the Treasurer shall have prepared a financial statement showing the financial condition of the College, 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 in advance of their next meeting. The Treasurer shall also provide any financial information at any time as the Board of Trustees or the Executive Committee may request.

#### SECTION 5. 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 Executive Committee. The premiums on such bonds shall be paid by the College.

SECTION 6. Vice Presidents:

The President of the College may appoint Vice Presidents to assist in managing the affairs of the College. Vice-Presidents shall have such authority and perform such duties as may be assigned to them by the President.

ARTICLE VII  
Funds of the College

SECTION 1. Funds:

The funds of The Monmouth College shall be assigned into functional categories that reflect the College's financial management objectives and donors' intent.

SECTION 2. Fiscal Year:

The fiscal year of the College shall be July 1 to June 30 of the next succeeding calendar year, inclusive.

SECTION 3. 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:

The Nominations Committee of the Board of Trustees shall have sole authority to examine the qualifications of candidates for honorary degrees and to recommend such candidates as the Committee deems qualified to the Board of Trustees for its approval.

ARTICLE IX  
Discrimination Prohibited

SECTION 1. Discrimination Prohibited:

In administering its affairs, Monmouth College does not discriminate, or tolerate discrimination, against any member of its community on any of the grounds covered by state or federal civil rights laws, including race, religion, color, sex/gender, gender identity, national origin, ethnicity, disability, age, military service, marital status, sexual orientation, pregnancy or any other protected status.

ARTICLE X  
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 XI  
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 by The Monmouth College Board of Trustees, April 22, 2017