

CORPORATE BYLAWS
Of
NEW ENGLAND COLLEGE

ARTICLE I

Board of Trustees

Section 1. Powers and Prerogatives. The Board of Trustees shall be the governing body of the Corporation exercising all of the powers, rights and prerogatives appertaining to the Corporation under the laws of the State of New Hampshire and of the United States. The Board shall, in these bylaws, and in other policies established by the Board, determine the manner in which it shall govern the Corporation and its operations. There shall be no inherent or presumed power or authority in any other agent, employee, instrumentality or body that operates in the name of or under the authority of the Corporation or the Board, or within the governance structure of the Corporation. The Board may provisionally delegate such of its authority as it shall deem convenient and prudent, provided, that the Board shall always reserve to itself the final and ultimate power and authority to act at any time on any and all matters essential to the proper functioning of the Corporation. Any policy, operating statement or grant of authority adopted by any person or entity acting in the name of or under the authority of the Board or within the governance structure of the Corporation, whether presently existing or hereafter created, that is inconsistent with the reserved powers of the Board established herein, shall not be binding on the Board or the Corporation.

Section 2. Primary Duties and Responsibilities. The primary functions of the Board of Trustees shall be to direct and control the executive and management operations of the Corporation. It shall formulate and establish the general, educational and financial policies as it shall deem necessary, appropriate and convenient for the proper development and management of the Corporation in pursuit of its established purposes. The specific duties of the Board shall include, without implication of limitation, the duties to:

- (a) Determine and periodically review the purposes and mission of the College.
- (b) Determine and periodically review the educational programs of the College, to ensure that they appropriately support the mission of the College.
- (c) Determine and periodically review the organizational structure of the College, including its divisions, schools, programs and offices to ensure that it appropriately supports the mission of the College.
- (d) Select, appoint, continue and remove the officers of the Corporation and of the College.

- (e) Establish and revise from time to time the general terms and conditions of employment of all faculty and other employees of the Corporation.
- (f) Approve and authorize all earned and honorary degrees and diplomas to be awarded by the College.
- (g) Establish and authorize all tuition and fee policies to be applicable within the College.
- (h) Approve, oversee and establish policies for the approval of changes to the budget of the College, and establish policies for the management of the endowment and investments of the College.
- (i) Periodically evaluate the performance of the Trustees, officers of the Corporation and such employees as the Board shall determine is necessary and appropriate to the proper management of the College.
- (j) Establish and oversee a plan for the development and maintenance of the physical assets of the Corporation.
- (k) Authorize and approve the conduct of any activities of the Corporation not in the ordinary course of business, including without implication of limitation, the acquisition, hypothecation or disposal of real property or major items of personal property, the incurring of long-term or non-trade debt, the construction of new physical facilities or the major renovation of existing physical facilities, and the establishment of policy for the acceptance of gifts.
- (l) Authorize all contracts, the general incurring of debts or any other form of obligation that: (i) requires the Corporation to pay money, expend sums or distribute assets, or otherwise is reflected as a liability or expense within the Corporation's financial books and records in excess of Twenty Five Thousand Dollars (\$25,000) in any single fiscal year; or (ii) binds or purports to bind the Corporation for any period of time in excess of eighteen (18) months, whether consecutive or otherwise.

ARTICLE II

Membership of Board of Trustees

Section 1. Number. The Board shall consist of no fewer than fifteen (15) persons and no more than Thirty (30) persons, plus the President of the College as an ex-officio member of the Board.

Section 2. Classes, Terms and Reelection. Members of the Board, other than the President, shall be assigned to three classes of approximately equal numbers of members whose terms shall begin on July 1 following their election and end on June 30 three years thereafter, except that the term of a Trustee elected to fill a vacancy shall begin immediately upon election (which may occur at any meeting of the

Board). One class shall be elected each year at the commencement meeting of the Board, in accordance with Article XIII, Section 2, to take office the following July 1.

Section 3. Removal. Any member of the Board may be removed from such office, for cause, at any meeting of the Board by affirmative vote of two-thirds (2/3) of the Trustees then in office. Failure to attend three consecutive meetings of the Board shall constitute prima facie cause for removal.

Section 4. Age Eligibility. No person shall be eligible for election as a Trustee prior to attaining the age of eighteen (18) years.

ARTICLE III

Trustees Emeriti

Emeritus status shall be reserved for those retired Trustees with records of unusual and distinctive service. A Trustee who has served for a minimum of two (2) continuous three-year terms and attained the age of seventy (70) years, or has served a minimum of three three-year terms, shall be eligible for election as a Trustee Emeritus. Trustees Emeriti shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board and Executive Committee, and to be members of all committees except the Executive Committee. They shall have the power to vote in meetings of any committee on which they may serve, but shall not have voting powers in meetings of the Board. A Trustee Emeritus shall not be counted as a member of the Board for any purpose. A Trustee Emeritus may be removed from such office, for cause, at any meeting of the Board by affirmative vote of two-thirds (2/3) of the Trustees then in office.

ARTICLE IV

Offices and Officers

Section 1. Officers of the Corporation and College. The Trustees shall designate those offices and officers of the Corporation and the College as it shall deem necessary and appropriate to the organization and management of the Corporation from time to time. The officers of the Corporation shall be the Chair of the Board of Trustees, the two Vice Chairs of the Board of Trustees, the Immediate Past Chair of the Board of Trustees, the Chair Elect of the Board of Trustees, the Treasurer of the Corporation and the President of the Corporation, all of whom shall be elected by and shall serve at the direction and pleasure of the Board, and shall exercise those powers and perform those functions described in these bylaws and, unless otherwise restricted, such powers and functions as are common to like positions under the rules and practices of corporate governance in the State of New Hampshire. The Board may also establish from time to time, with the advice of the President, additional officers and offices of the College, which shall be administrative and managerial positions reporting to the President, and unless otherwise provided by the Board, shall be hired by and subject to removal by the President.

Section 2. Terms, Reelection and Vacancies. The Chair and the Vice Chairs shall be elected at Commencement Meetings of the Board with terms to begin on July 1 thereafter. The Chair Elect shall be elected at the Commencement Meeting at the beginning of the last year of the final term of the Chair. The term of the Chair shall be three years, and of the Vice Chairs and Chair Elect one year. Any vacancy in these positions may be filled for the remainder of the term by election at any Board meeting, and any person so elected shall immediately take office. The term of the Immediate Past Chair shall continue until the sitting Chair becomes the Immediate Past Chair.

Section 3. Removal. The Chair, the Chair Elect, the Vice Chairs, and the President shall hold office at the discretion of the Board and shall be subject to removal by affirmative vote of a majority of the Trustees then in office. All other Officers of the College shall hold office at the discretion of the President and shall be subject to removal by the President in consultation with the Executive Committee.

Section 4. Presidential Search Committee. In the event of an actual or potential vacancy in the office of the President, the Board shall appoint a special Presidential Search Committee to submit nominations of candidates for that office.

Section 5. The Faculty. College faculty members share in the management and administration of the College in areas of academic policy and administration. They lend their expertise to the management and administration of other areas of College operations such as finances, personnel management, regulatory compliance, and athletics administration. Faculty members play an essential managerial role of primary influence in the formulation and effectuation of academic policy. This includes the primary role and effective participation in the development and administration of policies concerning: grading, classroom student conduct, student progress, degree requirements, curricular content, course offerings, admission standards, departmental staffing, educational policies and standards, faculty promotion, faculty tenure, faculty appointment and retention, and faculty professional development. This participation is exercised in accordance with established governance processes and those processes established or directed by the President or the Board of Trustees from time to time. The faculty may seek approval from the Board of Trustees from time to time to organize as a consultative and advisory committee of the whole to provide advice and counsel on matters within the purview of the faculty or on matters for which faculty advice and counsel is requested by the President or the Board. The organization and operation of the faculty in such capacity shall be in accordance with bylaws approved by the Board, and in no event shall that authorization be deemed to establish such faculty organization, or authorize it to act as a representative of the faculty with respect to terms and conditions of employment, nor shall any authorization or actions of such body be construed or deemed to have established any such status by acquiescence, estoppel or otherwise.

ARTICLE V

Powers and Duties of the Chair

The Chair shall preside at all meetings of the Board; shall be the official spokesperson for the Board; shall have the right to vote on all questions; shall appoint the members, chairs and vice chairs of all Board

committees; shall be an ex-officio member of all standing committees; and shall have such other powers and duties as the Board from time to time may prescribe.

The Chair may refer to the Trusteeship Committee for its consideration, and if appropriate, its recommendation for Board action, an issue that in the Chair's opinion may constitute improper activity on the part of any Trustee.

ARTICLE VI

Powers and Duties of the Vice Chairs

In the absence of the Chair, the Vice Chairs shall perform the duties of the office of Chair. The Vice Chairs shall receive notices of and may attend all meetings of standing committees. The Chair may assign other duties to the Vice Chairs as determined by the Chair in his or her discretion.

The Vice Chairs, acting individually or collectively, may refer to the Trusteeship Committee for its consideration and, if appropriate, its recommendation for Board action, an issue that in the Vice Chair's opinion may constitute improper activity on the part of any Trustee.

ARTICLE VII

Powers and Duties of the Board of Trustees Secretary

The Board Secretary shall be an employee of the College, typically the Assistant to the President. The Board Secretary shall have custody of the seal of the College and shall attest to and affix the seal to documents as required in the business of the College; shall act as Secretary of the College when such is required; shall give proper notice of all meetings of the Board; shall keep a record of the appointment of all committees of the Board; shall keep or cause to be kept a record of the minutes of all meetings of the Board and each of its committees; and shall distribute minutes of Board meetings to the College library. Any of the duties or powers of the Board Secretary may be performed by an Assistant Board Secretary who shall be appointed by the President with the approval of the Board. The President will supervise the Board Secretary on a day-to-day basis but the Chair or Vice Chairs, in the absence of the Chair, shall coordinate the Secretary's work in conjunction with the President.

ARTICLE VIII

Powers and Duties of the President

The President of the College shall be the Chief Executive Officer of the College and the official adviser to and executive agent of the Board and its Executive Committee. The President shall, as educational and

administrative head of the College, exercise a general superintendence over all the affairs of the institution; shall bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in order to meet its decision making responsibilities; shall exercise the powers and duties specified for the President's performance elsewhere in these Bylaws; shall have power, on behalf of the Trustees, to perform all acts and to execute all documents to make effective the actions of the Board and its Executive Committee; and shall recommend to the Board for its approval candidates for appointment as a Vice President and as Treasurer of the College. The President, in consultation with the Executive Committee, may designate any appointed officer to act in his or her stead during his or her temporary absence, which shall not exceed 30 days. The President shall be ex-officio a member of the Board and of all its standing committees. Should the President be rendered incapable of performing his or her duties, the Board shall determine by a majority vote who shall perform such duties.

ARTICLE IX

Powers and Duties of the Treasurer

The Treasurer shall be the Chief Financial Officer of the College. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements and act in accordance with the duly established policies and practices of the College respecting its funds, property, and accounts; shall be responsible for the preparation of such corporate financial reports as may be required by departments of government; shall, in the name of the College, give receipts for monies or property, deposit funds as directed by the Board, and safeguard the money and the financial assets of the College; shall cooperate with any independent auditors or certified public accountants retained by the Board for the purpose of conducting audits of the accounts of the College; shall make reports at meetings of the Board and the Finance and Investment Committees with respect to the financial condition of the College, at such times and in such forms as the Board or the committees may require and in such manner as to provide analyses of prevailing conditions in the economy and their probable impact on the financial operations of the College. The Treasurer shall give a bond to the College, in such amount as the Finance and Investment Committee shall direct, faithfully to perform the duties of the office and to account for other assets that may come into his or her possession by virtue of that office.

ARTICLE X

Meetings

Section 1. Regular Board Meetings. There shall be three regular meetings of the Board annually, which shall be held in the fall and winter and at commencement on such dates and places as may be designated either by the Board or by any two (2) of the following officers: the Chair, the Vice Chairs, and the President.

In-person attendance is expected at regular board meetings. In rare circumstance, when either an exceptionally important topic or motion must be discussed and/or voted at a full board meeting, or when

personal circumstances of a board member make it impossible to attend a regular board meeting in person, phone-in attendance may be allowed. Such phone-in attendance is determined, on an individual basis, by the Board Chair. Board members who cannot attend in person must submit their reason in writing to the Board Chairs so that he/she can make a decision whether to permit or deny phone-in attendance.

Section 2. Special Board Meetings. Special meetings of the Board may be held at the call of: (i) any two (2) of the following officers – the Chair, the Vice Chairs, and the President, or (ii) upon written request signed by no fewer than eight (8) members of the Board and delivered to the Chair and a Vice Chair which notice shall specify the purpose of the meeting. It shall be the duty of the Chair or the Vice Chair to call such special meetings of the Board within thirty (30) calendar days of said written notice made by eight members of the Board.

Section 3. Notice of Board Meeting. Written notice of all meetings of the Board shall be sent by the Board Secretary to each Trustee at least ten days before the date of the meeting. In the case of special meetings, the notice shall state the purpose of the meeting, and no business shall be transacted at such special meeting that does not relate to the purposes stated in the notice.

Section 4. Waiver of Notice. Whenever notice is required to be given under the provisions of statutes, the Charter or these Bylaws, a written waiver of notice signed at any time by the persons entitled to notice shall be deemed equivalent thereto. Attendance at any meeting by a Trustee or committee member shall be conclusively deemed a waiver of notice of that meeting unless the Trustee or committee member objects at the meeting to the absence of proper notice.

Section 5. Quorum; Voting. A majority of the members of the Board then in office at Board meetings, and of committee members (other than ex-officio members) at committee meetings, as the case may be, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Trustees present at a duly called meeting of the Board, and of committee members and Committee Associates present and eligible to vote at a committee meeting, as the case may be, shall be the act of the Board or that committee, except as may be otherwise provided by statute, the Charter or these Bylaws. Any reference within these Bylaws to a “two-thirds” (2/3) majority vote” shall mean and shall require, unless otherwise specified in these Bylaws, a two-thirds (2/3) majority vote of the Trustees or committee members, as the case may be, participating in said meeting (so long as a quorum is otherwise present) and shall not mean and shall not require a two-thirds (2/3) majority vote of all of the members then in office.

Section 6. Board Associates. The Chair shall appoint annually four Board Associates, representing respectively the faculty, staff, students and alumni, who shall be entitled to attend each meeting of the Board except when the Board is in Executive Session. Board Associates may participate in the meetings but shall not be entitled to vote.

Section 7. Governing Rules. Meetings shall be conducted in accordance with *Robert's Rules of Order* to the extent not contrary to statute, the Charter or these Bylaws or procedures adopted by a majority vote of the Board or committees at the commencement thereof. Any Trustee may participate in a meeting of the Board or any committee, as the case may be, at the discretion of the Chair of the Board or said Committee.

ARTICLE XI

Action Without In-Person Attendance

Attendance at regular meetings of committees may be in-person or via telephone. In-person attendance is expected at regular board meetings. In rare circumstances, phone-in attendance at regular board meetings may be allowed upon the recommendation of the Chair and by a majority vote of the Executive Committee.

Any action of the Board or a committee may be taken without a meeting. Such actions may be undertaken by mail, telegram, cable, telephone, facsimile, electronic communication, or in any other way the Trustees shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the committee, or, alternatively, a minute of action must be accepted at the next formal meeting of the Board or the committee. Where Board or committee action is taken by telephone, the Chair of the Board or the committee, as the case may be, must ascertain that all participants may simultaneously hear each other and take part in the discussion.

ARTICLE XII

Committees

Section 1. Standing Committees. The standing committees of the Board shall be those specified in Sections 8 through 11 of this Article. The Board may at any time discontinue any standing committee for such time as it may designate, in which case the Executive Committee shall perform the duties of the committee during such discontinuance.

Section 2. Special Committees. The Board may establish and discontinue special or ad hoc committees from time to time for the discharge of particular specified duties.

Section 3. Appointment of Members, Chairs and Vice Chairs; Voting Power. Members, chairs and vice chairs of all committees shall be appointed annually by the Chair at or following the commencement meeting of the Board. Every member of a committee, including ex-officio members and Trustees Emeriti, if any, and every Committee Associate, to the extent provided in Section 6 of this Article XII, shall be entitled to vote in committee meetings.

Section 4. Membership of Standing Committees. Each standing committee shall consist of the Chair and President as members ex-officio, as provided in Articles V and VIII; at least three additional Trustees; and such additional members, who need not be Trustees, as the Chair may appoint; provided, that the chair and vice chair of the committee and a majority of its members shall be Trustees.

Section 5. Liaison. For each standing committee, the President shall appoint an Officer or administrative staff member to serve as liaison between the committee and the office of the President, and to assist the committee in performing its duties.

Section 6. Committee Associates. The Chair shall appoint annually four Committee Associates, representing respectively the faculty, staff, students and alumni, for special committees as described in the supplement to the Bylaws. Committee Associates shall be entitled to attend and participate in each meeting of their respective committees, except when the committee is in Executive Session or is acting in a quasi-judicial capacity, as determined by the committee chair. Committee Associates shall be entitled to vote, as if they were members, on matters before the committee during their attendance, except those relating to finances, personnel and audit. The Chair may appoint Committee Associates to such additional committees as the Chair may from time to time deem appropriate.

Section 7. Meetings. All Standing and Special committees shall meet at least two (2) times annually, and shall make reports and submit recommendations to the Board except the Executive committee, which shall meet no fewer than four (4) times per year.

Section 8. Executive Committee.

- (a) The Executive Committee shall be composed of the Chair who shall be the chair of the Committee, the Vice Chairs, the Chair Elect, and the Immediate Past Chair, as well as the President, and at least five (5) other Trustees including, to the extent feasible, the chairs of the standing and special committees.
- (b) The Executive Committee shall meet as often as necessary to conduct its business, but generally between meetings of the Board, on call of the Chair or on the written request of at least three (3) of the members of the Executive Committee to the Chair, who shall notice the meeting.
- (c) The minutes of the meetings of the Executive Committee shall be distributed after each meeting to each member of the Board. At each meeting of the Board, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board. Between meetings of the Board, the Executive Committee shall have general oversight of the administration and property of the College and may take such actions as the Board could properly take on all matters, except that, unless specifically empowered by the Board to do so, it may not (i) take any action inconsistent with a prior act of the Board, (ii) award degrees, (iii) amend the charter or bylaws, (iv) authorize the construction of permanent buildings, (v) elect members of the Board (vi) appoint or remove the Chair, Vice Chairs, Chair Elect, Immediate Past Chair or President, nor (vii) take any action which the Board has expressly reserved to itself.
- (d) The Executive Committee shall review the Bylaws on an annual basis and provide the Board with any recommended revision thereto.

Section 9. Finance and Investment Committee.

- (a) The Treasurer shall be ex-officio a member of the Finance and Investment Committee, without power to vote and without being counted as a member of the Committee for any purpose.
- (b) The Finance and Investment Committee shall periodically review the general financial condition of the College and shall recommend guidelines and policies, which may provide sound management of the resources of the College. The Committee shall advise on matters dealing with financial long-range planning, budgeting, tuition, and fees; shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations to the Board; and shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board as appropriate.
- (c) The Finance and Investment Committee, acting within the scope of investment policy guidelines established by the Board, shall have charge of the investment of all funds of the College, including the power to effect purchases, sales or exchanges of securities and other investment assets of the College. The Committee may employ investment counsel and may delegate authority to purchase or sell securities for the account of the College to such investment counsel or to any Officer of the College subject to such limitations as the Committee may impose. The Committee shall report changes in investments to the Board at each Board meeting.
- (d) The Finance and Investment Committee shall periodically appraise the financial control and accounting systems of the College and recommend any changes it deems appropriate. The Committee may request any designated independent auditor or any Officer or employee of the College to appear before it to report on the financial condition of the College and answer any questions the Committee might have.
- (e) The Finance and Investment Committee shall review matters affecting the welfare of the administrative and supporting staff of the College, including salaries, pensions and other benefits, and personnel policies and practices.

Section 10. Trusteeship Committee. The Trusteeship Committee shall recommend to the Board nominees for the offices of Trustee, Trustee Emeritus, Chair, Vice Chairs, and Chair Elect, in accordance with the provisions of Article XIII, and shall set forth in its recommendation the background and qualifications of each nominee. The Committee shall maintain an ongoing file of potential nominees for Trustees from which to draw in making its nominations for that office. The Committee shall also make an assessment of the performance of each incumbent Trustee in the second year of his or her term, which the chair of the Committee shall furnish to the Chair of the Board at or before the winter meeting of the Board. It shall evaluate the performance of the Board as a group, in concert with the evaluation of the President. It shall provide education and orientation for new Trustees, including clearly defined expectations, performance and basic information about New England College and its environs. It shall also provide continuous education of Trustees concerning their role in the governance of the College.

Upon the referral from the Chair or a Vice Chair of any issue that in either the Chair's or Vice Chair's opinion may constitute improper activity on the part of any Trustee, the Trusteeship Committee shall consider such issue, and if appropriate, recommend to the Board appropriate action from censure of the Trustee in question up to and including the removal of the Trustee from office. All deliberations and actions of the Trusteeship Committee in response to any such referral shall be undertaken in Executive Session and in compliance with applicable provisions of these bylaws and law and shall exclude any member of the Committee who is the subject of or implicated in the referral. The deliberations and actions of the Committee shall be maintained in confidence and reported only to the Board as a whole. The disclosure and disposition of any Committee records, actions, and recommendations shall be subject to the control of the Board.

Section 11. Audit Committee. The Audit Committee arranges and oversees the regular audits of the College's financial practices and standards of conduct. It recommends to the Board the designation of an independent auditor and causes to be prepared and submitted to the Board annually audited statements of the financial condition of the College as of the close of the fiscal year and of the receipts and expenditures for such year. It reviews financial statements to assure the Board that they reflect the institution's financial condition. It determines the adequacy of internal controls surrounding the College's financial information systems and ensures adherence to the Board's conflict-of-interest policy.

ARTICLE XIII

Nominations and Election

Section 1. Notice to Trustees. The name of each nominee to an office and information relating to his or her background and qualifications, shall be forwarded to all members of the Board for their due consideration at least two (2) weeks prior to the Board meeting at which the election for the office is to be held.

Section 2. Election of Classes of Trustees. The Trusteeship Committee shall recommend nominees for the next class of Trustees. Such nominees shall include, if possible, one or more graduates of the College. After notice to Trustees, the election shall be held at the Commencement meeting of the Board. Unless the Board votes to dispense with such procedure, the election shall be by written ballot listing all nominees, each of whom shall be voted on individually.

Section 3. Election of Trustees to Fill Vacancies. Any vacancy in the Board may be filled for the remainder of the term by election, at any meeting of the Board, by the remaining Trustees.

Section 4. Election of Trustees Emeriti. Trustees Emeriti may be elected at any meeting of the Board.

Section 5. Election of Board Officers. The Chair, Vice Chairs and Chair Elect shall be nominated from among sitting Trustees and shall be elected at the commencement meeting of the Board, as provided in Article IV, Section 2. Nominations for such offices may be made from the floor, provided that notice of intention to make the nomination and the identity of the nominee in each case is given no later than the

opening session of the Board at the commencement meeting and that the nominee in each case has agreed to serve if elected. A written ballot shall be required if any member requests it.

Section 6. Election of President. The President may be elected at any meeting of the Board, for an indefinite or limited term as specified by the Board, following the report of the Presidential Search Committee.

ARTICLE XIV

Indemnification

Each Trustee and Officer of the College shall be indemnified by the College against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding, including the amount of any judgment or settlement, to which such person has been made a party by reason of being or having been a Trustee or Officer, except in relation to matters as to which the Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for (i) gross negligence or willful misconduct in the performance of duty, (ii) violation of the College's Conflict of Interest Policy or (iii) as otherwise specified within New Hampshire RSA Chapter 292 as amended. As a condition of such indemnification, however, the Trustee or Officer shall have notified the College promptly in writing after receiving information of the institution (potential or otherwise) or pendency of the action, suit, or proceeding.

ARTICLE XV

Conflicts of Interest

The College's policy concerning transactions which may involve a conflict of interest, or which in fact present a conflict of interest, are set forth within the Conflicts of Interest Policy adopted by the Board, as the same may be amended from time to time. A Trustee shall be considered to have a conflict of interest if the Trustee (a) has existing or potential financial or other interests which impair or might reasonably appear to impair the Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the College, or (b) is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parent, sibling, child, and any other relative if such other relative resides in the same household as the Trustee), any organization in which the Trustee (or a member of his or her family) is an officer, director, employee, member, partner, Trustee, or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. Furthermore, the Trustee shall recuse himself from discussion of and abstain from voting on any matter in which he or she has a conflict of interest. The minutes of the meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether s/he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote.

ARTICLE XVI

Discrimination Prohibited

In the conduct of its operations, the College will abide by all applicable federal, state and local non-discrimination laws, rules and ordinances.

ARTICLE XVII

Amendment of Bylaws

These bylaws may be amended at any meeting of the Board by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all the Trustees at least ten days before the meeting.

ARTICLE XVIII

Execution of Contracts, Papers, Etc.

So long as all other approvals, procedures and requirements set forth within these Bylaws have been satisfied, all leases, contracts, any instruments purporting to involve in any manner an interest in real estate, loan documents, bonds, notes, and other obligations made on behalf of, for or to be endorsed by a representative of the College shall be signed by the President and Chair or Vice Chair, except as the Board may otherwise authorize.

**AMENDMENTS TO BYLAWS
OF
NEW ENGLAND COLLEGE
2001 -- 2016**

Revised: February 2001 [throughout]

Revised: May 2002

Article X, Section 6 [add: “staff” to Board Associates]

Article XII, Section 6 [add: “staff” to Committee Associates]

Revised: May 2004

Article I, Section 2 [add letter: “l. Authorize all contracts, the general incurring of debts or any other form of obligation that: (i) requires the Corporation to pay money, expend sums or distribute assets, or otherwise is reflected as a liability or expense within the Corporation’s financial books and records in excess of Twenty-Five Thousand Dollars (\$25,000) in any single fiscal year; or (ii) binds or purports to bind the Corporation for any period of time in excess of eighteen (18) months, whether consecutive or otherwise.”]

Article XII [add: “Section 11, Audit Committee. The Audit Committee arranges and oversees the regular audits of the College’s financial practices and standards of conduct. It recommends to the Board the designation of an independent auditor and causes to be prepared and submitted to the Board annually audited statements of the financial condition of the College as of the close of the fiscal year and of the receipts and expenditures for such year. It reviews financial statements to assure the Board that they reflect the institution’s financial condition. It determines the adequacy of internal controls surrounding the College’s financial information systems and ensures adherence to the Board’s conflict-of-interest policy.”]

Article XII, Section 8 [add sub-section (e)]

Article XII, Section 9 [move language to Section 11]

Article XII, Section 6 [add the word “audit” to sentence 3]

Revised: November 2004

Article XIV [add: (ii) and “the College” and add (iii) “potential and otherwise”]

Article XV [add new first sentence: “The College’s policy concerning transactions which may involve a conflict of interest, or which in fact present a conflict of interest, are set forth within the Conflicts of Interest Policy adopted by the Board, as the same may be amended from time to time.”]

Revised: February 12, 2005 [throughout]

Revised: February 17, 2007

Article II, Section 1 [to temporarily lower the minimum number of Trustees required from twenty (20) to fifteen (15), in order that the Committee (on Trusteeship) may review and evaluate prospective Trustees expeditiously without compromising the need for due and careful consideration,

with said amendment to expire once the composition of the Board of Trustees reaches twenty-two (22) members.]

Revised: November 10, 2007

Article V [add: paragraph 2. “The Chair may refer to the Trusteeship Committee for its consideration, and if appropriate, its recommendation for Board action, an issue that in the Chair’s opinion may constitute improper activity on the part of any Trustee.”]

Article VI [add: paragraph 2. “The Vice Chair may refer to the Trusteeship Committee for its consideration and, if appropriate, its recommendation for Board action, an issue that in the Vice Chair’s opinion may constitute improper activity on the part of any Trustee.”]

Article XII, Section 10 [add: paragraph 2. “Upon the referral from the Chair or Vice Chair of any issue that in either the Chair’s or Vice Chair’s opinion may constitute improper activity on the part of any Trustee, the Trusteeship Committee shall consider such issue, and if appropriate, recommend to the Board appropriate action from censure of the Trustee in question up to and including the removal of the Trustee from office. All deliberations and actions of the Trusteeship Committee in response to any such referral shall be undertaken in Executive Session and in compliance with applicable provisions of these bylaws and law and shall exclude any member of the Committee who is the subject of or implicated in the referral. The deliberations and actions of the Committee shall be maintained in confidence and reported only to the Board as a whole. The disclosure and disposition of any Committee records, actions, and recommendations shall be subject to the control of the Board.”]

Revised: May 10, 2008

Article II, Section 2, sentence 2 [“Trustees shall be eligible for re-election to two successive three-year terms, for a total of nine years of consecutive service. Upon completing a third consecutive term, a Trustee shall not be considered for re-election until one full year after completion of a third term. If a Trustee fills the remainder of another member’s vacant term, that term shall not count toward the three term limit, meaning that a Trustee may serve three successive terms following the completion of another member’s partial term. If re-elected to the Board after the one year period, a Trustee shall be eligible for re-election to two more successive terms, for a total of nine additional years.”]

Article II, Section 4 [delete to read: “no person shall be eligible for election as a Trustee prior to attaining the age of eighteen (18) years.”]

Revised: May 14, 2010

Article XI [strike the existing title “**Action Without Meeting**” and replace it with the following: “**Action Without In-Person Attendance**.”]

Article XI [Insert the following paragraph at the beginning of the article: “Attendance at regular meetings of committees may be in-person or via telephone. In-person attendance is expected at regular board meetings. In rare circumstances, phone-in attendance at regular board meetings may be allowed upon the recommendation of the Chair and by a majority vote of the Executive Committee.”]

Article XI [keep existing text as second paragraph.]

Revised: January 12, 2016 [throughout to remove amendment sections]

[Create a separate document listing bylaw amendments]

Article II, Section 2, sentences 2, 3, 4, and 5 [delete: “Trustees shall be eligible for re-election to two successive three-year terms, for a total of nine years of consecutive service. Upon completing a third consecutive term, a Trustee shall not be considered for re-election until one full year after

completion of a third term. If a Trustee fills the remainder of another member's vacant term, that term shall not count toward the three term limit, meaning that a Trustee may serve three successive terms following the completion of another member's partial term. If re-elected to the Board after the one year period, a Trustee shall be eligible for re-election to two more successive terms, for a total of nine additional years.”]

Article IV, Section 2, sentence 3 [delete: “A Chair who has been elected to two (2) successive full three-year terms shall not normally be eligible for re-election to the next succeeding term of that office.”]

Revised: June 22, 2016

Article IV, Section 1, sentences 2 and 3 [Insert: “two,” and “the Immediate Past Chair of the Board of Trustees, the Chair Elect of the Board of Trustees,” to sentence 2] and delete: “the Secretary of the Corporation.” and Insert: “additional” to sentence 3]

Article IV, Section 2, sentences 1, 2, and 3 [Insert: “and”; delete: “and the Secretary” to sentence 1]; [Insert: “The Chair Elect shall be elected at the Commencement meeting at the beginning of the last year of the final term of the Chair.” as sentence 2]; and [Insert: “Chair Elect” and delete “Secretary” to sentence 3].

Article IV, Section 2, sentence 5 [Insert as sentence 5: “The term of the Immediate Past Chair shall continue until the sitting Chair becomes the Immediate Past Chair.”]

Article VI, paragraph 1 [delete sentence 2: “A Vice Chair shall supervise the Board of Trustee Secretary.”]

Article VI, paragraph 2, sentence 1 [insert: “acting individually or collectively,” and “Chair’s”].

Article VII [delete the existing title: “**Powers and Duties of the Board of Trustees Secretary**” and replace it with the following: “**Powers and Duties of the Secretary.**”]

Article VII, paragraph 1, sentences 1, 2, 3, and 4 [delete: “Board” and insert “shall be an employee of the College, typically the Assistant to the president.” to sentence 1]; [insert “The Board Secretary” and delete “and members of the administrative and teaching staffs” to sentence 2]; [insert “Board” and “who shall be appointed by the President with the approval of the Board” to sentence 3]; and [insert as sentence 4: “The President will supervise the Board Secretary on a day-to-day basis but the Chair or Vice Chairs, in the absence of the Chair, shall coordinate the Secretary’s work in conjunction with the President.”]

Article X, Section 1, [delete “and” and “and the Secretary”]

Article X, Section 2, sentence 1 and 2 [insert “and,” delete “and the Secretary,” insert “a Vice Chair,” and delete “Secretary.” to sentence 1], and [insert “Vice Chair” and delete “Secretary” to sentence 2]

Article X, Section 3, sentence 1 [insert “Board”]

Article XII, Section 8, Executive Committee (a) [delete: “the Secretary,” and insert: “the Chair Elect, and the Immediate Past Chair, as well as”]

Article XII, Section 8, Executive Committee (b) [delete: “Secretary” and insert: “Chair” and delete: “call” and insert: “notice”]

Article XII, Section 8, Executive Committee (c) [change “of” to “or” in section (iii)] and [delete: “Secretary” and insert: “Chair Elect, Immediate Past Chair” in section (vi)]

Article XII, Section 10, Trusteeship Committee [delete: “Secretary” and insert: “Chair Elect” in sentence 1]

Article XIII, Section 5, Election of Board Officers [delete: “Secretary” and insert: “Chair
Elect”]