

EARLHAM BY-LAWS

ARTICLE I

EARLHAM BOARD OF TRUSTEES

“As Amended. October 20, 1989”

Section 1. INTRODUCTION

The Board of Trustees of Earlham exercises the responsibilities and powers vested in it by the Charter of Earlham College and serves as the ultimate legal authority over the operations, activities and properties of the College, including the Earlham School of Religion and the Conner Prairie.

Reference to “Earlham” in these By-Laws includes the undergraduate College, the School of Religion and Conner Prairie, unless the sense indicates otherwise.

Section 2. MEMBERSHIP OF THE BOARD

The Board shall consist of up to twenty-four (24) members, each serving for three-year terms, selected as follows:

Six (6) appointed by Indiana Yearly Meeting of Friends

Six (6) appointed by Western Yearly Meeting of Friends

Four (4) elected by the Earlham Alumni Association

Up to seven (7) Trustees-at-Large nominated by Earlham Board of Trustees and approved by Indiana and Western Yearly Meetings.

A Trustee-at-Large who has served for three successive three-year terms is not eligible for nomination again as a Trustee-at-Large until after a one-year absence from the Board, as is the practice of each Yearly Meeting in making its appointments, and of the Earlham Alumni Association in electing Alumni Trustees. A Trustee completing the third consecutive three-year term in any category may immediately be appointed or elected in another category.

Should any Trustee die or resign, a successor may be appointed to complete the unexpired term. Any successor shall be appointed in the same manner as that by which the Trustee who died or resigned was selected.

One (1) Ex-officio Member— The President of Earlham

While the official Board shall consist of the above-mentioned members, and only they are considered in determining both a quorum and official Board actions, the Board of Trustees is authorized to appoint Honorary Lifetime Trustees. Six (6) years membership on the Board of Trustees shall be a prerequisite to such appointment.

Such Honorary Lifetime Trustees shall be entitled to attend and participate in all Board meetings and to receive materials sent to members of the Board.

Section 3. BEGINNING OF THREE-YEAR TERM

Each three-year term shall begin at the first regular Fall meeting of the Board following the Trustee's selection.

Section 4. THE OFFICERS OF THE BOARD

The officers of the Board of Trustees shall consist of a Chairman, a Vice Chairman, and a Secretary — said officers to be selected from members of the official Board, each for a term of one (1) year or until a successor is selected. At the option of the Board, an Assistant Secretary of the Board and of the College, not a Board member, may be appointed. The Board may also appoint such other officers or assistant officers as they may, from time to time, desire, said persons to serve at the pleasure of the Board.

The officers of the Board of Trustees shall be selected at the Spring meeting and take office July 1st following the Spring meeting, unless otherwise provided by the Board. Nominations for officers shall be presented by the Nominating Committee as provided for in Section 7. Nominations from the floor may also be considered, in which case, the selection shall be determined by a majority of the members present. Vacancies in any office may be filled at any regular meeting of the Board in accordance with the procedure provided for in this section.

- (a) The Chairman of the Board. The Chairman shall preside at meetings of the Board and shall have such other duties as these By-Laws or the Board may prescribe. The Chairman is authorized to sign all legal documents which require official signatures and such documents as may be presented by the Earlham Foundation for official signature.
- (b) The Vice Chairman of the Board. The Vice Chairman shall be vested with all the powers and perform all the duties of the Chairman during the latter's absence or disability and with such duties as the Chairman may delegate.
- (c) The Secretary of the Board and Earlham. The Secretary of the Board shall also be Secretary of the Corporation. The Secretary or the Assistant Secretary, shall be responsible for having appropriate minutes prepared of the meetings of the Board and Executive Committee of the Board, and may perform such other duties as the Board may direct.

Section 5. MEETINGS OF THE BOARD

- (a) Regular Meetings. There shall be three regular meetings of the Board of Trustees each year; one in the Fall, one in the Winter, and one in the Spring. At the Spring meeting, the dates for the next year's meetings shall be determined. The President of the College shall notify all members of the calendar date and hours of each of the regular meetings at least ten (10) days prior thereto, and shall indicate as far as possible the matters to be considered at the meeting. All regular meetings of the Board shall be held on the campus or at Conner Prairie, unless otherwise indicated in the authorized notice.
- (b) Special Meetings. The Chairman of the Board may, upon application of five (5) members thereof, the same to be made in writing, call special meetings of the Board at any time, provided ten (10) days written notice thereof shall be sent by mail to all members of the Board. Special meetings of the Board shall be held on the College campus unless otherwise indicated, and the notice thereof shall set forth the matters to be considered at any special meeting.

Section 6. QUORUM

A majority of the Board shall constitute a quorum for the transaction of business at any regular or special meeting thereof, provided not fewer than two (2) Trustees representing each Yearly Meeting shall be present.

Section 7. COMMITTEES OF THE BOARD

- (a) Executive Committee. This committee shall periodically meet to confer respecting the administration of Earlham and the functioning of the Board, including planning for Board meetings and the performance of the decisions and directions of the Board. The Executive Committee is authorized to act for the Board with respect to any matters referred to it by the Board or requiring attention or decision before the next regularly scheduled meeting of the Board. This authority includes approval of proposed expenditures not covered in a Board-approved budget. At the discretion of the Chairman, the Executive Committee may perform the function of the Nominating Committee with respect to any particular appointment or nomination needed to be made. No action may be taken by the Executive Committee unless a majority of its members have participated in the consensus. The Executive Committee shall inform the Board of any actions taken by it no later than by the next regularly scheduled meeting of the Board. The Chairman of the Board shall serve as chair of this committee. In addition to the Chairman its members shall include the Vice-Chairman, the Secretary, the chairs of the six (6) operating and mission committees, and the President of Earlham.

(b) Nominating Committee. At the Fall meeting, the Chairman of the Board shall appoint a Nominating Committee for the current year. The Nominating Committee shall propose to the Board at the Spring meeting names of Board members to serve as Board officers and as chairmen and members of committees of the Board for the following year. The Nominating Committee shall also be responsible for identifying and recommending qualified individuals to serve as trustees-at-large.

(c)Investment Committee. This committee shall be responsible for the prudent investment of review and report on the performance of investments. This committee is authorized to select and employ investment counsel and managers. The members of the Investment Committee shall be the same individuals then serving as the nine (9) directors of the Earlham Foundation.

Standing Operating Committees.

(d)Education Committee. This committee shall exercise general oversight for the quality and criteria for hiring, promotion, and tenure of Faculty, admission and retention of students, student life, and curriculum policies and programs including accreditation. This committee shall make recommendations to the Board regarding promotion and tenure of individual Faculty members.

(e)Property and Finance Committee. This committee shall exercise general oversight for the p of any assets. The fiscal year for Earlham shall begin on July 1st and end on the following June 30th. At each Winter meeting of the Board, the Property and Finance Committee shall recommend a schedule of fees and other charges and a projection of anticipated expenses designed to effect a balanced budget for the next fiscal year. At each Spring meeting of the Board, this committee shall recommend a final and detailed budget of anticipated revenues and expenses for the next fiscal year. The Property and Finance Committee shall review the annual reports of audit by the certified public accountants retained by Earlham.

This committee shall report at each regular meeting of the Board on the performance of operations to current budget and at each Fall meeting on the previous fiscal year's performance to budget.

(f) Development Committee. This committee shall have general oversight of policies and activities intended to encourage financial and other support for the College, School of Religion, and Conner Prairie. The Development Committee shall regularly report to the Board regarding the status of gifts, grants, and other forms of assistance provided to Earlham and shall recommend to the Board policies and measures designed to enhance the sources and amounts of funds available to support Earlham programs and operations. This committee shall also review and recommend efforts to

increase financial giving by trustees and other donors, and to strengthen relationships between Earlham and its major constituencies so as to sustain their interest and support.

Standing Mission Committees.

(g)College Committee. This committee shall exercise general oversight for the well-being of the College, to increase public recognition of its quality and foster supportive relationships among its constituencies. This committee shall inform itself and the Board regarding the quality of community life, needs of the College, and important initiatives and concerns of the Faculty and students. At least annually, this committee will report to the Board on the state of Earlham College and its progress in achieving its mission.

(h)School of Religion Committee. This committee shall exercise general oversight for the well-being of the School of Religion, for advising the Board of Trustees on how the School of Religion can improve its service to the Society of Friends and cultivate support for its programs among Meetings and individuals. This committee shall inform itself and the Board regarding the quality of community life, needs of the School of Religion, and important initiatives and concerns of the Faculty and students. At least annually, this committee will report to the Board on the state of the Earlham School of Religion and its progress in achieving its mission.

(i)Conner Prairie Committee. This committee shall exercise general oversight for the well-being of Conner Prairie, to maintain Conner Prairie as an important cultural and educational resource within Indiana and to cultivate public support for its programs and operations. This committee shall inform itself and the Board of the quality of Conner Prairie's museum programs and operations,

the needs of Conner Prairie, and the perspectives of Conner Prairie staff, volunteers, and visitors. At least annually, this committee will report to the Board on the state of Conner Prairie and its progress in achieving its mission.

Other Provisions.

(j)Trustee Membership. Each standing operating and mission committee shall have a minimum members of all standing committees.

(k)Other Committee Members. The Provost and Academic Dean shall be a member of the C for Institutional Advancement shall be the advisor to the Development Committee. The Dean of the Earlham School of Religion shall be a member of the School of Religion Committee. The Executive Director of Conner Prairie shall be a member of the Conner Prairie Committee.

The Chairman of the College Board of Visitors, or a designated representative, shall be a member of the College Committee. The Chairman of the Conner Prairie Advisory Council or a designated representative, shall be a member of the Conner Prairie Committee. The Clerk of the ESR Board of Advisors, or designated representative, shall be a member of the School of Religion Committee.

(l)Participation by Invitation. Each standing committee may invite other individuals to attend the particular institution for which they bear responsibility, including volunteer boards, faculty, staff, students, alumni, Meetings, benefactors, local community leaders, and others. The operating committees shall maintain good communications with committees or individuals bearing related subject matter responsibility within Earlham for matters within the particular operating committee's oversight.

(m)Acting Committee Chairmen. In the absence of a committee chairman from a meeting of

(n)Other Committees. The Board of Trustees may create any additional temporary or continu By-Laws, provided that any such committee will not be considered a standing committee of the Board.

(o)Retention of Board Authority. No committee of the Board, including any standing commit

Section 8. APPOINTMENT OF DIRECTORS TO THE EARLHAM FOUNDATION

The Articles of Incorporation and By-Laws of the Earlham Foundation (created in 1931 by Earlham College, and which has title to and invests certain endowment assets of Earlham) provides for a board of nine (9) directors, four (4) of whom are

appointed by the Earlham Board of Trustees, two (2) by Indiana Yearly Meeting, two (2) by Western Yearly Meeting, and the Vice President for Financial Affairs of Earlham. The directors appointed by the Earlham Board shall each be appointed for two-year terms, and beginning with the appointments made in 1980, no such director shall serve continuously for more than five (5) consecutive terms.

ARTICLE II

THE FACULTY

Section 1. ORGANIZATION OF THE FACULTY

The members of the Earlham Faculty shall be classified as follows:

1. Administrative officers, responsible for organization and carrying forward the work of Earlham.
2. Instructional staff, consisting of professors, associate professors, assistant professors, instructors, and lecturers.

Section 2. RESPONSIBILITIES OF THE FACULTY

The Faculty for the purpose of the transaction of business shall consist of both the administrative and instructional personnel. The Faculty is authorized and empowered to prescribe courses of instruction, to adopt academic methods and to carry on all of the educational functions of the institution for the best interest thereof, except where the Board may take general or special action in reference thereto. The Faculty shall have oversight of the non-academic life on the College campus with such delegation of responsibility to committees or organizations from the Earlham community, including its student body, as is deemed appropriate.

Section 3. RESPONSIBILITIES OF THE PRESIDENT

The President shall be named by the Board of Trustees to serve as the chief executive officer of Earlham. The President shall appoint the other administrative officers of Earlham subject to other provisions of the By-Laws. The President shall attend the meetings of the Board of Trustees, with the full power and responsibility of a Trustee except that the President shall not vote when personally concerned. The President shall be the Board's principal advisor on all matters pertaining to the educational programs and the general welfare of Earlham and shall make recommendations for the proper conduct of the institution. The President may act with freedom from interference by the Board within the lines of general policy laid down by the Board, but, upon any particular matter upon which the Board may have passed, the President shall follow the specific action taken.

Section 4. ADMINISTRATION OF EARLHAM

A major role of leadership in the educational and museum program must inevitably rest with the President, under the policies of the Board of Trustees. In the administration of that educational and museum program, as with the fiscal and developmental aspects, however, responsibilities must be shared among other administrative officers and faculty committees. The President shall present to the Board once a year a report on the organizational, administrative, and committee structures and their functioning, along with the names of those on each committee and in each major position.

Care shall be taken to see that there are clear delegations and responsibility and authority for establishing and maintaining educational and museum standards, for supervising the curriculum and the work of the Registrar, for maintaining close and helpful associations with the members of the Faculty in their teaching capacity, their research and field projects, and in relation to their salaries and working conditions, and for supervision of the fiscal and developmental activities.

- (a) Provost and Dean of Academic Affairs. The Provost and Dean of Academic Affairs shall be named by the Board of Trustees on recommendation of the President after Board consultation, and shall serve in the place of the President in the absence or inability of the President to serve. Under the general direction of the President, the Provost shall coordinate the recruiting of the teaching faculty and provide leadership in all matters of personnel management affecting the teaching faculty, working closely with the President, department conveners, and faculty committees. The Provost shall maintain liaison with departmental conveners and directors of special programs, the Librarian, and other academic administrators in the preparation of departmental and program budgets. The Provost shall be intimately involved in educational policy development, working with the appropriate faculty committees, the President, and the Board of Trustees.
- (b) The Vice President for Financial Affairs. The Vice President for Financial Affairs shall be named by the President subject to the approval of the Board of Trustees, and shall serve as the chief financial and business officer of Earlham, and Treasurer of Earlham College, under the general direction of the President, and shall receive and have general charge of all the funds of Earlham (except those endowment funds which are held and managed by the Directors of the Earlham Foundation) and shall invest such funds in accordance with the guidelines established by the Investment Committee of Earlham. The Vice President for Financial Affairs shall pay out money only upon the general or special authorization of the Board or the Executive Committee, and said authorizations, if not given by the Board, to be recorded

nevertheless with the minutes of the Board, and shall keep full and accurate accounts of the receipts and disbursements of funds belonging to Earlham and shall make a full and complete annual accounting showing all assets of the corporation, together with all receipts and disbursements of funds or properties received or paid out during the last preceding year, and shall tender to the Board of Trustees at regular meetings of the Board, and whenever they may request it, an account of all financial transactions and of the financial condition of Earlham. The Vice President for Financial Affairs shall employ such assistants as may be deemed necessary, and the Vice President for Financial Affairs and they shall each be bonded in an amount and with sureties satisfactory to the Board of Trustees for the faithful performance of duties and for the restoration to Earlham at the termination of office or in case of death, resignation, or removal from office, of all its books, papers, vouchers, money or other property of whatever kind in the possession or control of the Vice President for Financial Affairs. The Vice President for Financial Affairs shall have supervision of the auxiliary services and of all the buildings, grounds, and lands belonging to the institution, except as may otherwise be specified by action of the Board. The Vice President for Financial Affairs shall attend meetings of the Property and Finance Committee, and is invited to sessions of the full Board.

- (c) Vice President for Institutional Advancement. The Vice President for Institutional Advancement shall be named by the President subject to the approval of the Board of Trustees, and shall have, under the general direction of the President, responsibility for:
1. furthering the institutional advancement program, cooperating with the Development Committee of the Board, and servicing the various volunteer and faculty and student committees and individuals who work toward building up the resources of Earlham through bequests, annuity funds, scholarships, or gifts for endowment, buildings, or equipment;

2.alumni, public, and press relations, community relations, and official Earlham publicatio

- (d) Vice President of Earlham and Executive Director of Conner Prairie. The Vice President of Earlham and Executive Director of Conner Prairie shall be named by the President after consultation with the Conner Prairie Advisory Council, subject to approval of the Board of Earlham, and shall serve as administrative officer of the museum under the general direction of the President. The Executive Director of Conner Prairie shall attend meetings of the Conner Prairie Committee of the Board and is invited to attend sessions of the full Board.

- (e) Vice President of Earlham and Dean of the Earlham School of Religion (ESR). The Vice President of Earlham and Dean of the Earlham School of Religion (ESR) shall be named by the President after consultation with the ESR Board of Advisors, subject to the approval of the Board of Earlham. The Dean shall have the usual responsibilities of a dean, subject to definitions and prescriptions in Minutes of this Board. The Dean of ESR is invited to attend meetings of the full Board.

ARTICLE III

DEGREES

All candidates for degrees shall be reported by the Faculty to the Board of Trustees with recommendation for action thereon.

ARTICLE IV

BEQUESTS AND GIFTS

All assets coming to Earlham by bequests, gifts, deferred gifts, and any other form of donation shall be made a matter of record in the books of accounts of Earlham; the Board to authorize disposition of same, subject to the directions of the donor.

ARTICLE V

INDEMNIFICATION

Each Trustee and Officer of Earlham and all volunteer members of the Conner Prairie Foundation Board, Earlham Foundation Board, Earlham School of Religion Board of Advisors, and Conner Prairie Advisory Council shall be indemnified by Earlham against all reasonable expenses actually incurred by such Trustee or Officer or volunteer in connection with the defense of any action, suit, or proceeding to which the Trustee or Officer or volunteer has been made a party by reason of being or having been a Trustee or Officer or volunteer except in relation to matters as to which such Trustee or Officer or volunteer shall be adjudicated in such action or proceeding to be liable for fraud or willful misconduct in the performance of duty, and the singular shall include the plural where applicable.

ARTICLE VI

These By-Laws may be amended at any meeting of the Board at which a quorum is present.

— October 1989 —