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THE BY-LAWS OF WESLEYAN UNIVERSITY

Chapter I. Trustees

Sec. 1. Election

(1) There shall be not less than twenty-nine nor more than thirty-three elected members of the Board of Trustees of whom the president of the University shall be one during his/her term in office. If not serving as an elected trustee, the chair of the board shall serve ex officio as a trustee (and, accordingly, the total number of trustees shall not exceed thirty-four), and in that capacity shall have full voting powers and shall be counted for purposes of a quorum.

(2) Trustees shall normally be elected at the board’s annual meeting by a majority vote of the current members of the board then in office. Trustees shall be elected for terms of six years and such terms shall expire on June 30 of a year. Any vacancy on the Board of Trustees caused by death, resignation, retirement, removal or any other cause may be filled by a majority vote of the current members of the board then in office at any meeting of the Board of Trustees.

(3) The alumni and members of the senior class, under rules established by the Alumni Council, shall elect annually three successor trustees to those previously elected by the alumni and members of the senior class whose terms shall expire the following June 30, for terms of three years and until their respective successors are duly elected and take office. At least one of such trustees shall be a member of a class of fifteen or fewer years past graduation at the time of the election and at least one of such trustees shall be a member of a class sixteen or more years past graduation at the time of election.

(4) In the event of any vacancy in the office of alumni-elected trustee, the alumni and members of the senior class shall elect a successor for the unexpired term. Trustees elected by the alumni and seniors, other than those elected to fill vacancies, shall not be eligible for reelection by the alumni.

(5) At each annual meeting of the board, the trustees may elect one or more trustees emeriti for those who have served as members of the board, and may designate terms as they see fit. Any trustee emeritus may be appointed by the chair of the board to serve on any special committee.

(6) In these by-laws, the term “trustee,” except when modified by the term “emeritus” or “emeriti,” means a member of the Board of Trustees.
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Sec. 2. Powers and Duties

The powers and duties of the board shall be as set forth in the charter and shall include the following:

(1) The board shall ordain and enact by-laws, ordinances, and regulations.

(2) The board shall elect the president of the University.

(3) The board may remove from office any member of the faculty and any other officer or employee of the University, all in accordance with the provisions of these by-laws.

(4) In case of death, resignation, removal, extended absence, or inability to act of the president, the board may elect an acting president to hold office for such period of time as the board may direct.

(5) The board, directly or through its duly authorized committees or agents, shall set and review the salaries and terms of employment of the president, members of the faculty, and of all other officers elected or appointed by the board, cabinet members, and other direct reports to the president of the University as determined from time to time; shall authorize and direct the allocation of all receipts of whatever nature and from whatever source; shall have power to determine and revise the courses of study after consultation with the faculty; shall direct and act in all other matters that relate to the proper government, discipline, and instruction of the students; shall manage all the affairs of the University, and execute all the powers and privileges conferred by the charter.

Sec. 3. Meetings and Voting

(1) The annual meetings of the Board of Trustees shall be held in Middletown, Connecticut, at such time within ten days preceding the annual Commencement as may be determined by the chair of the board.

(2) Other meetings of the board may be called by the chair of the board, and shall be called by him/her whenever eleven members of the board shall present a written request stating the purpose of the proposed meeting.

(3) A notice of the meeting shall be sent by mail, or by overnight mail service, or by hand, or by facsimile, or by electronic mail or by other electronic means to each trustee and trustee emeritus/a at least 48 hours before the date of each meeting of the board and shall state the time and place of said meeting. The notice of any meeting pursuant to the written request of eleven or more members of the board shall specify the object or objects for which the meeting is called, and the board shall be restricted at such meeting to the transaction of the business specified in the notice.

(4) A majority of the members of the board then in office shall constitute a
quorum for the transaction of business at any meeting of the board, but a lesser number may adjourn from time to time until a quorum is obtained.

(5) The act of a majority of the trustees present at a meeting at which a quorum is present at the time of the act shall be the act of the board, except as may otherwise be required by law or by the Certificate of Incorporation or the by-laws. Each trustee must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

(6) Any action required or permitted by the Connecticut Revised Nonstock Corporation Act (the “Nonstock Act”) to be taken at a board meeting may be taken without a meeting if the action is taken by all trustees. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each trustee and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last trustee signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(7) The board may permit any or all trustees to participate in a regular or special meeting of the board by, or conduct the meeting through the use of, any means of communication, by which all trustees participating may simultaneously hear each other during the meetings. A trustee participating in a meeting by this means is deemed to be present in person at this meeting.

(8) Trustees emeriti may attend meetings of the board and its committees and may speak on any matter pertaining to the business of the board but shall not vote.

(9) No officer or employee of the University, except the president or acting president, shall be eligible to serve as a trustee. Such officers of the University as the chair of the board may designate shall attend meetings of the board but shall not vote.

(10) The chair of the Alumni Association or his/her delegate may attend meetings of the board and its committees and may speak on any matter pertaining to the business of the board but shall not vote.

Sec. 4. Rules and Order of Business

(1) The rules of parliamentary procedure, as generally understood, shall govern the board in all cases to which they are applicable, and in which they are not inconsistent with special rules and orders of the board.

(2) The order of business for the board's meetings may include reports from the president or his/her designee[s], and other officers of the University and from committees of the board, the election or appointment of trustees, trustees emeriti, board officers, committee and subcommittee chairs and committee and subcommittee members, and other business within the power and duties of the
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board. A majority of the members of the board present at any meeting may determine the order of business at that meeting.

Sec. 5. Policy Governing Potential Conflicts of Interest

(1) The trustees of Wesleyan University assume that each and every trustee shall at all times act in a manner consistent with his/her responsibility for the well-being and reputation of the University, and will exercise particular care to avoid conflicts between his/her interests and those of the University.

(2) Whenever a trustee perceives a potential conflict of interest on any matter involving the University, he/she shall promptly disclose the potential conflict of interest to the rest of the Board of Trustees.

(3) Any such trustee having a duality of interest or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting, even where permitted by law.

(4) The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

(5) Although the trustee shall not vote nor shall he/she use his/her personal influence on the matter, said trustee shall not be prevented from briefly stating his/her position on the matter, nor from answering pertinent questions of other trustees, since his/her knowledge may be of assistance to the other board members.

Chapter II. Officers

Sec. 1. Officers of the Board

(1) Officers of the board shall consist of a chair, one or more vice chairs, and a board secretary, all of whom shall be elected from the trustees at an annual meeting and shall hold office for concurrent two-year terms commencing July 1 and until their successors have been elected and take office. The Board Governance Committee shall designate the order of seniority of the vice chairs if more than one vice chair is elected.

A trustee shall be eligible to be elected as chair of the board for a two-year term commencing July 1, and until his/her successor has been elected and takes office notwithstanding that such trustee's term as chair would extend beyond the expiration of such trustee's term as an elected trustee. Any such trustee so elected as chair shall be eligible to be elected as chair of the board for one or more additional consecutive two-year terms commencing July 1 and until his/her successor has been elected and takes office. In each such event, during any period in which such trustee is not also serving as an elected trustee, the chair of the board shall serve ex officio as a trustee, and in that capacity shall have full voting powers and shall be counted for purposes of a