# GORDON COLLEGE BY-LAWS

**Approved by**

**Board of Trustees**

**As Amended**

**May 15, 2025**

GORDON COLLEGE BYLAWS

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GORDON COLLEGE

BYLAWS

PREAMBLE

Gordon College was chartered by the Commonwealth of Massachusetts for the purpose of carrying on the educational work begun in 1889 by the Reverend Adoniram Judson Gordon and continued without interruption to the present time. In furtherance of that purpose, the following Mission Statement was approved by the Board of Trustees of the College on April 23, 2010: *Gordon College strives to graduate men and women distinguished by intellectual maturity and Christian character, committed to lives of service and prepared for leadership worldwide.*

*To that end, Gordon College, a Christian community of the liberal arts and sciences, is dedicated to:*

1. The historic, evangelical, biblical faith;
2. Education, not indoctrination;
3. Scholarship that is integrally Christian;
4. People and programs that reflect the rich mosaic of the Body of Christ;
5. Life guided by the teaching of Christ and the empowerment of the Holy Spirit;
6. The maturation of students in all dimensions of life: body, mind and spirit;
7. The application of biblical principles to transform society and culture.

ARTICLE I

Board Authority and Responsibilities

Section 1. Except as otherwise provided by the Massachusetts General Laws, the Restated Articles of Organization, as amended, or these Bylaws, the Board of Trustees shall have and exercise the entire charge, control and management of the College and its property. Its ultimate authority is affirmed through its general, academic and financial policy-making functions and its responsibility for the College’s financial health and welfare. The Board of Trustees shall exercise ultimate institutional authority as set forth in these Bylaws and in such other policy documents it deems to be appropriate. These Bylaws and other Board policy statements shall take precedence over all other institutional statements, documents and policies.

Section 2. The Board of Trustees shall have the authority to carry out all lawful functions which are permitted by the Massachusetts General Laws, the Restated Articles of Organization, as amended, or these Bylaws. This authority shall include but shall not be limited to these illustrative functions:

1. Determine and periodically review the College’s mission and purposes;
2. Appoint the president, who shall be the College’s chief executive officer and set appropriate conditions of employment, including compensation;
3. Establish the conditions of employment of other key institutional officers who serve at the pleasure of the president (in consultation with the Board as may be appropriate);
4. Work closely with the president and assess his or her performance;
5. Review and approve proposed changes in the College’s academic programs and other major enterprises consistent with the College’s mission, plans and financial resources;
6. Approve institutional policies bearing on faculty appointment, promotion, tenure and dismissal as well as personnel or antidiscrimination policies for other categories of employees;
7. Upon the recommendation of the Executive Committee, approve the annual budget and annual tuition/fees, regularly monitor the College’s financial condition and establish policy guidelines affecting all institutional assets including investments and the physical plant;
8. Contribute financially to the College’s fundraising goals, participate actively in strategies to secure sources of support, and authorize College officers to accept gifts or bequests on behalf of the College, subject to Board policy guidelines;
9. Authorize any need for debt financing and approve the securitization of loans;
10. Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, major renovations of existing buildings and other major improvements;
11. Authorize the purchase, sale and management of all land, buildings or major equipment;
12. Approve policies that contribute to the best possible environment for students to learn and develop their abilities, and that contribute to the best possible environment for the faculty to teach, pursue their scholarship and perform public service, including the protection of academic freedom;
13. Grant, in its discretion, all earned and honorary degrees as recommended by the faculty and president;
14. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the president and other responsible parties as the Board shall determine;
15. Periodically undertake or authorize assessments of the Board’s performance;
16. Exercise all powers granted to a nonprofit corporation under the provisions of Massachusetts General Laws chapter 180, and delegate the exercise of such powers to committees of the Board and the president (as needed);
17. Develop and maintain a Board policy manual, which shall contain Board policies, committee functions and procedures not included in these Bylaws. Such Board policy manual shall be submitted to the Board for review and adoption. The Board policy manual may be revised at any meeting of the Board of Trustees and should be reviewed regularly by the appropriate Board committees.

ARTICLE II

Membership of the Board of Trustees

Section 1. The Board of Trustees shall consist of not fewer than 20 nor more than 32 persons, as determined from time to time by the Board of Trustees.

Section 2. New trustees and incumbent members of the Board of Trustees who are eligible for re-election normally shall be elected at the Board’s annual meeting by a majority of the trustees present. Any trustee may resign, and his resignation shall be valid at the succeeding annual meeting unless the trustees previously accept it. Any unfulfilled term may be filled through a special election at any regular meeting of the Board of Trustees.

Section 3.Trustees shall serve four-year terms and shall be eligible for election to a maximum of four full consecutive terms, or a total of 16 years. Trustees elected to fill a vacancy created by a departure in the middle of a term shall be eligible for a full sixteen year appointment after completing the partial term. Trustees who have served for 16 consecutive years or more shall be eligible for reelection only after careful review by the Committee on Trusteeship. Normally reelection after four terms will occur only after a one-year hiatus. The Board officers, as set forth below, shall be exempt from this provision until at least one year has passed following completion of their term of office, or until the Committee on Trusteeship shall determine otherwise.

Section 4. All trustees serve at the pleasure of the Board. A trustee may be removed from office with or without cause by an affirmative vote of two-thirds of the trustees then in office.

Section 5. The Committee on Trusteeship shall recommend candidates for election or reelection to the Board through procedures adopted by the Board. A slate of candidates with biographical information shall be provided all trustees at least 30 days in advance of the annual or regular meeting of the Board of Trustees at which an election is scheduled.

Section 6. Each member of the Board of Trustees shall be:

1. A confessing Christian who has been saved by the grace of God through faith in Jesus Christ alone, and who is in agreement with both the Apostle’s and Nicene Creeds;
2. An Evangelical who is actively worshipping and serving in a Christian church;
3. A believer who gives unqualified mental assent to each and every statement contained in the College’s Statement of Faith, and so indicates by signing a written copy of that Statement, without equivocation or reservation, once a year at the time of the annual meeting;
4. An individual who is committed to the enterprise of Christian higher education and who agrees with and fully supports the College’s Mission Statement.

ARTICLE III

Trustees Emeriti

Upon recommendation of the Committee on Trusteeship, the majority of trustees may elect trustees who have served with distinction for at least three terms as trustees emeriti. Terms shall be four years and shall be renewable provided the total number of trustees emeriti does not exceed one-half of the total number of regular, voting trustees. Trustees emeriti shall be sent a notice of the board’s annual meeting and are encouraged to attend. They may be asked to accept special assignments that are helpful to the Board of Trustees and the College. They shall not have voting privileges at Board meetings and shall not be counted as part of quorum determinations.

ARTICLE IV

Officers of the Board

Section 1. The officers of the Board of Trustees shall be the chair, the vice chair, the clerk and the treasurer. All officers of the Board shall be trustees and shall serve at the pleasure of the Board.

Section 2. The terms of office for officerships will vary as provided elsewhere in these Bylaws. The Board may approve the appointment of other officers of the Board in its discretion or upon recommendation of the president.

ARTICLE V

Terms and Responsibilities of the Chair

and Vice Chair of the Board of Trustees

Section 1. The chair and vice chair shall be elected annually from among the candidates nominated by the Committee on Trusteeship and shall ordinarily serve for at least four consecutive years but not more than eight years. A chair or vice chair who has served for eight consecutive years may be reelected for up to four additional one-year terms by a vote of two-thirds of the trustees present at the meeting. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the designated annual meeting.

Section 2. The chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint committee chairs and vice chairs, determine the composition of all Board committees with the exception of the Executive Committee, and otherwise serve as spokesperson for the Board. He or she shall serve as chair of the Executive Committee, ex-officio as a member of all other standing committees of the Board, and have other duties as the Board may prescribe from time to time.

Section 3. In the absence of the chair, the vice chair shall perform the duties of the office of the chair including presiding at Board and Executive Committee meetings. He or she shall have other powers and duties as the Board may from time to time prescribe and may or may not be nominated to succeed the chair when a vacancy occurs in that officership as the Committee on Trusteeship shall decide.

ARTICLE VI

Term and Responsibilities of the Clerk

Section 1. The clerk shall be elected annually from among the candidates nominated by the Committee on Trusteeship and shall ordinarily serve for at least four consecutive years but not more than eight years. The Executive Committee may appoint assistant clerks to act during the absence or disability of the clerk if such appointments are deemed necessary and proper.

Section 2. The clerk shall assist the Board of Trustees to act in accordance with these Bylaws and to amend these Bylaws as necessary or proper. The clerk shall also ensure that minutes of Board and Executive Committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, and that Board policy statements and other official records are properly maintained. The clerk shall perform other duties as prescribed from time to time by the Board, and may be assisted in all duties by a staff person designated by the president.

ARTICLE VII

Term and Responsibilities of the Treasurer

Section 1. The treasurer shall be elected annually from among the candidates nominated by the Committee on Trusteeship and shall ordinarily serve for at least four consecutive years but not more than eight years. The Executive Committee may appoint assistant treasurers to act during the absence or disability of the treasurer if such appointments are deemed necessary and proper.

Section 2. The treasurer shall have overall responsibility for all financial management policy matters and the financial affairs of the College. He or she shall ensure that all trustees regularly receive appropriate and comprehensive financial statements from the College’s administration. The treasurer shall ensure that other financial reports including those for special or major Board-approved expenditures, College investments, and annual or special audits, are provided all trustees in a timely manner for review and discussion as appropriate. He or she shall work closely

with the College’s chief financial officer, Board-approved auditor, and the Investment and Audit Committees of the Board as appropriate or necessary.

ARTICLE VIII

Officers of the College

Section 1. The officers of the College shall be the president, executive vice president, vice president for finance and administration and provost. The president shall serve at the pleasure of the Board, and all other officers of the College shall serve at the pleasure of the president (in consultation with the Board as may be appropriate).

Section 2. The president of the College shall be ex-officio a member of the Board of Trustees without power to vote and his or her presence at meetings shall not be counted as part of quorum determinations. The other College officers shall not be members of the Board.

Section 3. The terms of office for officers will vary as provided elsewhere in these Bylaws. The Board may approve the appointment of other officers in its discretion or upon recommendation of the president.

ARTICLE IX

Term, Authority and Responsibilities

of the President of the College

Section 1. The president of the College shall serve at the pleasure of the Board of Trustees for such term and compensation, and with such conditions of employment, as the Board shall determine.

Section 2. The president shall be the College’s chief executive officer and the chief advisor to and executive agent of the Board of Trustees. His or her authority is derived from the Board of Trustees and includes responsibilities for all College educational and managerial affairs. The president is responsible for leading the College, carrying the Mission Statement, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to itspolicy-making and fiduciary functions, and serving as the College’s key spokesperson. He or she has the authority to execute all documents on behalf of the College and the Board of Trustees consistent with Board policies and the best interests of the College. The president serves ex-officio as a member of all Board committees except the Audit Committee.

ARTICLE X

Term, Authority and Responsibilities

of the Executive Vice President, Vice President for Finance and Provost

The executive vice president, vice president for finance and administration, and provost shall serve for such term(s) and have such authority and responsibilities as the president shall determine in consultation with the Board of Trustees. In the absence or disability of the president, the Board of Trustees shall determine which officer or other individual shall perform the president’s duties.

ARTICLE XI

Meetings

Section 1. The Board of Trustees shall have at least three regular meetings annually on such dates and at such places as the Board shall determine by a vote of the majority of its members at the annual meeting. Meetings of the Board may be held in or outside of the Commonwealth of Massachusetts. The annual meeting for the purpose of electing trustees, officers and at-large members of the Executive Committee shall be the first Board meeting, which shall be held between September 1 and December 1 of each year. Written notice of regular meetings shall be sent to all trustees by the chair or clerk of the Board of Trustees at least 10 days in advance with information provided by the Committee on Trusteeship at least 30 days in advance, as provided elsewhere in these Bylaws.

Section 2. Special meetings may be held at the call of the Board chair, the president or any five trustees. Written notice of such special meetings shall be sent to all trustees by the chair or clerk of the Board of Trustees with a clear statement of purpose(s) at least 10 days in advance of the special meeting. Business at such special meetings shall be confined to the stated purpose(s).

Section 3. A quorum for the transaction of business at meetings of the Board of Trustees shall consist of a majority of its regular, voting member trustees. Except as otherwise provided in the Massachusetts General Laws, the Restated Articles of Organization, as amended, or these Bylaws, a majority vote of those regular, voting member trustees present with a proper quorum shall constitute proper action.

Section 4. Meetings of the Board of Trustees may be held by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Meetings where a vote of the members is required by statute, however, shall not be held by telephone conference or similar communications equipment (for example, when the members are asked to vote to amend or restate the Articles of Organization, including but not limited to changing of name or purposes of the College, or to exchange or dispose of all or substantially all of the College’s property or assets, or to merge or consolidate with another charitable organization).

Section 5. Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting provided the Board or such committee acts by unanimous written consent. A unanimous written consent setting forth the action(s) taken and signed by each trustee or committee member shall be filed with the minutes of the proceedings as soon as practical. Such unanimous written consents shall be treated for all purposes as votes taken respectively at duly notified meetings of the Board or of a committee of the Board.

ARTICLE XII

COMMITTEES

Section 1. The Board shall establish an Executive Committee, a Committee on Trusteeship and an Audit Committee, and such other standing and ad hoc committees as it deems appropriate for the discharge of its responsibilities. Each committee shall have a written statement of purpose, role and scope as approved by the Board, and such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. Such statements shall be reviewed annually by each committee.

Section 2. After consultation with the vice chair and president, the chair of the Board of Trustees shall have the responsibility of appointing the chairs, vice chairs and members of all Board committees, except the Executive Committee, subject to approval by the Board.

Section 3. Each committee shall have a clearly designated officer of the College or member of the administrative staff, as determined by the president, to assist with its work. Each committee shall meet at least three times annually and regularly report on its work and recommendations to the Board of Trustees. Except for the Executive Committee, whose minutes of meetings are required, other committees shall decide whether written minutes are necessary and desirable, and how they should be distributed to the trustees.

Section 4. A quorum for the transaction of business at meetings of any committee of the Board of Trustees shall consist of a majority of its regular, voting member trustees. Except as otherwise provided by the Massachusetts General Laws, the Restated Articles of Organization, as amended, or these Bylaws, a majority vote of those members present with a proper quorum shall constitute proper action.

Section 5. Meetings of any committee of the Board of Trustees may be held by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE XIII

Composition, Purposes and Responsibilities

of the Executive Committee

Section 1. The Executive Committee shall have 10 members, nine of whom shall be voting trustees, and one of whom shall be the president of the College, who shall be ex-officio without vote and not counted as part of a quorum for the purpose of transacting business. The chair, vice chair, clerk and treasurer of the Board of Trustees shall be members along with the chairs of all Board standing committees (or designated committees if the number of committees is too extensive). In addition, to the extent that the 10 seats on the committee are not already filled, the Committee on Trusteeship shall nominate other trustees for election by the Board at the annual meeting to serve as at-large members on the committee.

Section 2. The purpose of the Executive Committee is twofold: 1) It shall serve at the pleasure of the Board as its agent in helping the president address business between regular Board meetings, to conserve time; and 2) it shall assist the chair and the president in their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work.

The Executive Committee shall have general oversight over the fiscal affairs of the College and shall have authority to act for the Board of Trustees between scheduled meetings on all matters, except for the following, which shall be reserved for the Board: presidential selection and termination; trustee and Board officer selection; changes in the Mission Statement; changes to the Statement of Faith, Charter, or Articles of Organization. Except as hereinafter stated, the Executive Committee shall have all power and authority to act for and in place of the Board of Trustees, including but not limited to the power and authority to sell College assets or tangible property; adopt the annual budget; and approve conferral of degrees. These Bylaws or the Board of Trustees may provide additional powers or authorize other actions to be taken by the Executive Committee, or, in contrast, may reserve certain powers or actions for the Board of Trustees.

In addition to the Executive Committee’s authority to act on matters between the Board’s scheduled meetings, the Executive Committee shall also oversee the work of other Board committees, the College’s planning process or progress on planning goals, and the Board’s responsibility to support the president, assess the president’s performance,and review annually the president’s compensation and conditions of employment.

Section 3. The committee shall meet as often as necessary to conduct its business as the chair and president shall determine, and ensure that minutes are taken and promptly distributed to all regular, voting trustees.

ARTICLE XIV

Composition, Purposes and Responsibilities

of the Committee on Trusteeship

Section 1. The Committee on Trusteeship shall have at least four members and not more than six, all of whom, except the president, shall be voting trustees. The committee’s chair, vice chair and members shall be appointed for renewable one-year terms by the chair of the Board of Trustees.

Section 2. The purpose of the Committee on Trusteeship is threefold: (1) It shall ensure that the Board’s membership and leadership consists of highly qualified and committed individuals; (2) it shall ensure that regular programs of new trustee and in-service education are maintained; and (3) it shall periodically recommend initiatives by which the Board shall assess its performance. It serves as the Board’s agent in reviewing the performance of incumbent trustees and Board officers who are eligible for reelection, maintains a list of qualified candidates for possible nomination, considers cultivation strategies for promising trustee candidates, and proposes and periodically reviews the adequacy of a statement of trustee responsibilities as adopted by the Board. It shall establish its own rules of procedure in consultation with the Board chair, president and the Board of Trustees.

Section 3. The committee shall meet as often as necessary to conduct its business, but no fewer than two times annually. It shall seek the assistance of all trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedures as adopted by the Board of Trustees.

ARTICLE XV

Indemnification

The College shall, to the extent legally permissible, set forth in the Restated Articles of Organization, as amended, and as further set out herein, indemnify each person who may serve or who has served at any time as a trustee or officer of the College, or who at the request of the College may serve or at any time has served as a trustee, officer, or trustee of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties, and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding that was (a) voluntarily initiated by such person unless he or she is successful on the merits, (b) authorized by the College, or (c) seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the College; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the College, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the College of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if the 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 or otherwise not entitled to indemnification, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

Where indemnification hereunder requires authorization or approval by the College, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a trustee of the College approves the payment of indemnification, such trustee shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the trustees consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of two or more trustees who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection trustees who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the College) appointed for the purpose by vote of the trustees; or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the trustees may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the College of a written request therefor from the person to be indemnified, unless with respect to a claim for indemnification the College shall have determined that the person is not entitled to indemnification. If the College denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder by legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation or, if by agreement, another similar Christian dispute-resolution organization or service and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the College.

The right of indemnification under this article shall be a contract right inuring to the benefit of the trustees, officers, and other persons entitled to be indemnified hereunder, and no amendment or repeal of this article shall adversely affect any right of such trustee, officer, or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of a trustee, officer, or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the College, apply to the trustees, officers, and other persons associated with constituent Colleges that have been merged into or consolidated with the College who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the College.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such trustee or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which College employees or agents other than trustees and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

The College shall maintain appropriate trustee and officer liability insurance coverage for the purposes of this Article.

ARTICLE XVI

Conflict of Interest

A trustee shall be considered to have a conflict of interest if (a) such trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his or her responsibilities to the College, or (b) such trustee is aware that a member of his or her family, or any organization in which such trustee (or 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. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the trustee. All trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, the trustee shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the trustee having a conflict or possible conflict abstained from voting. Any trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question in his or her absence by majority vote. Each trustee shall complete and sign a disclosure form provided annually by the clerk of the Board of Trustees.

ARTICLE XVII

Fiscal Year

The fiscal year shall begin on July 1 and end on June 30. The treasurer shall close his books on June 30 and submit a statement of his accounts at the next annual meeting of the Board of Trustees.

ARTICLE XVIII

Execution of Instruments

Section 1. All deeds, leases, transfers, contracts, bonds, notes and other obligations, including purchases or sales of securities, authorized to be executed by an officer of the College on its behalf, shall be signed by the president or the treasurer, except as the Board of Trustees or the Executive Committee may generally or in particular cases otherwise determine.

Section 2. Checks, drafts and other instruments for the payment of money drawn or endorsed in the name of the College may be signed by any officer of the Board, or by any officer of the College, or by such person or persons as are authorized by the Board of Trustees or Executive Committee to sign. No officer or person shall sign any such instrument as aforesaid unless authorized by the Board of Trustees or the Executive Committee to do so.

ARTICLE XIX

Voting of Securities

Except as the Board of Trustees or the Executive Committee may otherwise designate, the president or treasurer may waive notice of, and may appoint any person or persons to act as proxy or attorney in fact for the College (with or without the power of substitution) at any meeting of the stockholders or shareholders of any other corporation or organization, the securities of which may be held by the College.

ARTICLE XX

Clerk’s Certificate

A certificate by the clerk or an assistant clerk as to any matter relative to the Restated Articles of Organization, as amended, these Bylaws, the records of proceedings of the Board or any committee of the Board, or as to any action taken by any person or persons as a trustee, officer or agent of the College, shall as to all persons who rely thereon in good faith be conclusive evidence of the matter so certified.

ARTICLE XXI

Review and Amendment of Bylaws

Section 1. These Bylaws may be changed or amended at any regular meeting of the trustees by a two-third majority of the trustees then in office, provided the proposed amendment is sent to all trustees at least 30 days before the meeting.

Section 2. The Mission Statement and the Statement of Faith may be amended at any regular meeting of the trustees by a three-quarters vote of trustees then in office provided the proposed amendment is sent to all trustees at least 30 days before the meeting.

Section 3. These Bylaws shall be reviewed periodically by the clerk of the Board of Trustees and the Executive Committee, who shall recommend any necessary changes to the Board of Trustees.

Adopted by the Board of Trustees on September 15, 2000, effective immediately.

Amended: September 24, 2010

Amended: October 2, 2020

Amended: May 15, 2025