

BYLAWS OF GOUCHER COLLEGE BALTIMORE, MARYLAND

ARTICLE I. FOUNDING OF THE COLLEGE

As stated in its earlier Bylaws, Goucher College (“the College”) “was founded by incorporators, a majority of whom were members of the Methodist Episcopal Church, who, while not intending to found or operate a sectarian institution, were concerned that the supreme purpose of the institution should be to foster the cause of education based upon a concern for the worth of the individual. This purpose remains a dominant intention of the Board of Trustees. To fulfill this purpose it is required that every member of the Corporation and every teacher and officer of the College shall be a person of exemplary character and life and sympathetic with the purpose of the College.”

ARTICLE II. BOARD OF TRUSTEES

SECTION 1. AUTHORITY AND RESPONSIBILITIES.

The Board of Trustees (“the Board”) shall have the full authority and responsibility for the operation, functions, business, and government of the College in accordance with its corporate charter, as amended, and shall have the power and authority to do and perform, or cause to be performed, all acts within the limits of the law and not inconsistent with its corporate charter and these Bylaws. The Board’s authority is final, notwithstanding any policies, procedures or other enactments of any departments, divisions, units, or entities within the College. The authority of the Board shall be exercised through Board action as described in these Bylaws. Any power of the Board may be delegated to the Executive Committee.

SECTION 2. COMPOSITION.

The Board shall consist of no fewer than twenty-five and no more than fifty Trustees, including three Trustees (“AAGC Trustees”) nominated by the Alumnae and Alumni of Goucher College (“AAGC”) or its successor, and three Recent Graduate Trustees, as provided below. In addition, and as provided in the corporate charter, the President of the College and the President of the AAGC shall serve as Trustees ex officio, with voting rights, and, as permitted by the corporate charter,

the Chair of the Faculty and Faculty Member-At-Large shall serve as Trustees ex officio, without voting rights.

SECTION 3. ELECTION.

Upon nomination by the Executive Committee, Trustees shall be elected to the Board by a majority vote of all Trustees eligible to vote. Nominations shall be made according to procedures established by the Board, with the exception of AAGC Trustees whose nomination shall occur as described in Section 5 below. Regular elections of Trustees for full terms shall be held at the annual meeting of the Board. Elections of Trustees to fill vacancies may be held at any regular or special meeting of the Board.

SECTION 4. TERM.

A. Initial Term.

Each Trustee shall be elected by the Board to serve a term of four years, with the exception of AAGC and Recent Graduate Trustees, who are elected for a term of three years. The terms of Trustees shall be staggered so that, insofar as practicable, the terms of one-quarter of the Trustees shall expire each year. The term of all Trustees elected at the annual meeting shall begin on the July 1 immediately following the meeting, or upon their election if elected at some time other than the annual meeting, and shall expire on June 30 of the final year of the term for which they were elected, or at the time their successors are duly elected and take office, if later. In the case of a vacancy caused by the death, resignation, or removal of a Trustee before the expiration of his or her term, the Trustee elected to fill the vacancy shall serve only for the balance of the same term.

B. Reelection.

Each Trustee shall be eligible for reelection at the expiration of his or her term. AAGC and Recent Graduate Trustees serve only one three-year term in that capacity, but may be reelected as regular Trustees. No Trustee who has served three consecutive terms shall be eligible to serve as a Trustee during the next succeeding year. Time served as an officer of the Board, or by the AAGC President as a Trustee ex officio, is not included in the calculation of three consecutive terms.

C. Reelection after term as officer or Trustee ex officio.

When the Chair's term is completed, the Chair is eligible for election as a Trustee for the remainder of his or her three four-year terms not served prior to election as Chair or for one additional four-year term, whichever is longer. All other officers, upon completion of their terms, are eligible for election as Trustees for the remainder of their three four-year terms not served prior to election as an officer. A Trustee who is elected AAGC President during his or her term as Trustee is,

upon no longer being AAGC President, eligible for election for the remainder of his or her three four-year terms not served prior to election as AAGC President. The President of the College serves as a Trustee ex officio for the duration of his or her service as President. The Chair of the Faculty and Faculty Member-At-Large serve as Trustees ex officio for the duration of their service in such positions.

SECTION 5. AAGC TRUSTEES.

One Trustee shall be elected each year from a list of nominations provided to the Executive Committee of the Board by the AAGC, according to procedures established by the College and the AAGC. Any vacancy caused by the death, resignation, or removal of an AAGC Trustee before the expiration of his or her term shall be filled according to procedures established by the College and the AAGC.

SECTION 6. RECENT GRADUATE TRUSTEES.

One Trustee shall be elected to the Board each year from among the graduating class of students. Nominations for such Trustees shall be made according to procedures established by the Board.

SECTION 7. REMOVAL.

All Trustees serve at the pleasure of the Board. Upon recommendation of the Executive Committee, any member of the Board, including ex-officio members except the College President, may be removed at any Board meeting by a majority vote of all Trustees eligible to vote, provided that the notice of such meeting includes specific notice of the proposed removal. Any Trustee subject to such action shall be provided an opportunity to be heard prior to a vote to remove. Trustees may be removed for three successive unexcused absences from Board meetings, for non-performance of Trustee duties, or for actions contrary to the best interest of the Board or the College. In no case shall a Trustee be removed solely in order to achieve a decrease in the number of Trustees required by an amendment to Section 2 of Article II of these Bylaws.

ARTICLE III. TRUSTEES EMERITI

SECTION 1. ELECTION.

Trustees Emeriti may be elected from time to time at any regular or special meeting of the Board, by a majority vote of all Trustees eligible to vote. Any person who has provided meritorious service as a member of the Board shall be eligible for election as a Trustee Emeritus of the College. There shall be no limit to the number of Trustees Emeriti. Such Trustees shall be elected for an indefinite term and shall serve at the pleasure of the Board.

SECTION 2. PRIVILEGES.

Trustees Emeriti have and may exercise all the rights and privileges of members of the Board, save and except the right to vote. These include the right to have notice of all Board meetings, to be present at and participate in all Board meetings, to have the privilege of the floor at all meetings of the Board or any Board committee, and to serve on committees of the Board, with the exception of the Executive Committee. Trustees Emeriti shall not be counted for the purpose of establishing a quorum.

ARTICLE IV. MEETINGS

SECTION 1. NUMBER.

There shall be three regular meetings of the Board each year, one of which shall be designated the annual meeting, to be held at such times as may from time to time be fixed by the Board Chair in consultation with the College President. Special meetings may be called by the Board Chair, the President, or by one-fourth of the Trustees then serving.

SECTION 2. NOTICE AND AGENDA.

Notice of the time, place, and agenda of each regular and special meeting shall be given, when practicable, at least three days before the meeting. Such notice may be in writing or delivered by electronic transmission. At each meeting, after the completion of the agenda any member may bring before the meeting such other business as may be proper for consideration and action, regardless of whether such business has been included in the notice of the meeting.

SECTION 3. VOTING, QUORUM AND BOARD ACTION.

Each Trustee shall have one vote. Trustees may vote only in person or as specified in Sections 4 and 6 below. There shall be no voting by proxy. A majority of the Trustees currently serving on the Board constitutes a quorum. In the presence of a quorum, and unless otherwise required by law or these Bylaws, the vote of a majority of the Trustees present and eligible to vote shall constitute the act of the Board.

SECTION 4. PRESENCE AT MEETINGS.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The Board may invite members of the Faculty and of the administration, or other persons, to attend its meetings.

SECTION 5. EXECUTIVE SESSION.

The Board or any committee thereof may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting Board members. Other individuals may be invited to attend all or portions of an executive session as deemed appropriate by the Board or committee chair, as applicable.

SECTION 6. ACTION IN LIEU OF MEETING.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or by electronic transmission to the action. Such consent shall be filed in paper or electronic form with the minutes of proceedings of the Board or committee.

ARTICLE V. OFFICERS OF THE BOARD

SECTION 1. GENERAL.

The officers of the Board shall be the Chair, the Vice Chair, the Secretary, one or more Assistant Secretaries, the Treasurer and one Assistant Treasurer. The officers shall be Trustees, except that one Assistant Secretary may be a member of the administrative staff of the College and the Vice President for Finance and Administration shall serve as the Assistant Treasurer. All officers shall serve at the pleasure of the Board.

SECTION 2. ELECTION.

The officers shall be elected at the regular annual Board meeting. One Assistant Secretary who is a member of the administrative staff of the College and serves without vote, may be elected by the Board at the regular annual meeting or, if not so elected, appointed by the Chair with the approval of the Executive Committee. In case of the removal or death of any officer of the Board, the Executive Committee shall have the power to fill such vacancy until a new officer may be regularly elected by the Board.

SECTION 3. TERM.

The Chair shall be elected for an initial term of three years, and is eligible for reelection for additional one-, two- or three-year term, subject to a term limit of six years. All other officers shall be elected for terms of one year, and are eligible for re-election for an unlimited number of one-year terms. All officers shall hold office until their successors are elected and take office.

SECTION 4. REMOVAL.

All officers serve at the pleasure of the Board. Upon recommendation of the Executive Committee, any officer of the Board, including ex-officio members except the College President, may be removed from office at any Board meeting by a majority vote of all Trustees eligible to vote, provided that the notice of such meeting includes specific notice of the proposed removal. Any officer subject to such action shall be provided an opportunity to be heard prior to a vote to remove. An officer may be removed for non-performance of such officer's duties or for actions contrary to the best interest of the Board or the College.

SECTION 5. CHAIR.

The Chair of the Board oversees all Board operations. The Chair shall preside at all meetings of the Board and Executive Committee; have the right to vote on all questions; determine the composition of all Board committees except as otherwise provided in these Bylaws; appoint committee chairs, vice chairs, and members in consultation

with the President; and serve as spokesperson for the Board. The Chair shall serve as chair of the Executive Committee, an ex-officio member of all other Board committees, and have such other powers and duties as the Board may prescribe from time to time. The Chair may delegate any of his or her powers to the Vice Chair.

SECTION 6. VICE CHAIR.

In the absence or incapacity of the Chair, the Vice Chair shall preside at meetings of the Board and Executive Committee, and shall perform any other duties of that office. In the absence of both the Chair and Vice Chair, the Trustees present shall elect a presiding officer. The Vice Chair shall have such other duties as the Board or the Chair may prescribe from time to time.

SECTION 7. SECRETARY AND ASSISTANT SECRETARIES.

The Secretary shall ensure that minutes of Board and Executive Committee meetings are recorded accurately, are presented for approval, and are distributed appropriately; that meetings are properly scheduled and Trustees notified; and that official records of the Board are properly maintained. The Secretary shall perform such other duties as the Board may prescribe from time to time, and may be assisted in all duties by a staff member designated by the Chair in consultation with the President. The Secretary may delegate any of his or her powers to an Assistant Secretary. The Assistant Secretaries shall, at the direction of the Chair or the President upon delegation of the Chair, attest the corporate seal when affixed to legal or other documents and perform such other duties as the Board may prescribe from time to time.

SECTION 8. TREASURER AND ASSISTANT TREASURER.

The Treasurer serves as the Board's key advisor on all financial management policy matters and is an ex officio member of all Trustee committees related to such matters. The Treasurer shall coordinate with committee chairs to ensure that financial reports, including those for special or major Board-approved expenditures, College investments, and annual or special audits, are provided to all Trustees in a timely manner for review and discussion as appropriate. The Treasurer consults with the College's chief financial officer, Board-approved auditor, and other committees of the Board as appropriate or necessary. The Assistant Treasurer will perform such duties as may be delegated by the Treasurer, in addition to performing duties as chief financial officer of the College.

ARTICLE VI. COMMITTEES

SECTION 1. ESTABLISHMENT.

The Board shall establish such standing and special committees as it deems appropriate to the discharge of its responsibilities. Standing committees shall include the Executive Committee and the Audit and Governance Committee. Each standing or special committee shall have a written statement of primary responsibilities as approved by the Board. Each committee shall review such statements for their appropriateness and adequacy regularly.

SECTION 2. MEMBERS.

Following the regular annual meeting, the Chair of the Board, in consultation with the President, shall appoint the chairs, vice chairs, and members of all Board committees. All committee chairs, vice chairs, and a majority of each committee's members shall be Trustees. The Chair and the President shall be *ex officio* members of all committees, except that the President shall not be a member of the Audit and Governance Committee or the committee to nominate a new President provided for in Section 2.B of Article VII of these Bylaws. Each committee shall have one or more officers of the College or members of the administrative staff, as designated by the President, to assist it with its work.

SECTION 3. VOTING RIGHTS AND QUORUM.

All Trustee members with voting rights, faculty and student committee members and *ex officio* members may vote in committee deliberations. In addition, upon consultation with the chair of the Audit and Governance Committee and approval by the Executive Committee, the Chair of the Board may assign voting rights to a non-Trustee or Trustee Emeritus member at the time of appointment to a committee, provided that Trustees with voting rights constitute a majority of the committee membership as provided in Section 2. A majority of the voting members of a committee shall constitute a quorum at any meeting.

SECTION 4. EXECUTIVE COMMITTEE.

A. Composition.

The Executive Committee shall consist of the Chair of the Board, the Vice Chair, the President, the Treasurer, the Secretary, the President of the AAGC and chairs of all standing committees, as members *ex officio*. The Chair of the Board shall chair the Executive Committee. The members of the Executive Committee shall hold their offices until their successors are appointed and qualified.

B. Authority and Responsibilities.

Unless specifically prohibited in these Bylaws, any power of the Board may be delegated to the Executive Committee. The Executive Committee shall have full authority to transact any and all business of the Board which may arise between meetings of the Board, and to designate the appropriate officers or others who may sign financial and legal documents on behalf of the College.

C. Meetings.

Meetings of the Executive Committee may be called by the Chair of the Board, by the President, or by three members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum at any meeting. Minutes of all meetings of the Executive Committee shall be recorded and copies of such minutes shall be distributed to all Board members.

SECTION 5. AUDIT AND GOVERNANCE COMMITTEE

A. Composition.

Members of the Audit and Governance Committee shall be independent of any financial interest in the College and shall not include the President, chief financial officer, or any other employee of the College. The Board Treasurer shall be a member of the Audit and Governance Committee.

B. Authority and Responsibilities.

The Audit and Governance Committee provides oversight of the College's financial practices, internal controls, risk management, and standards of conduct. The Audit and Governance Committee selects independent external auditors to perform the annual audit, reviews the audit plan and report, evaluates any recommendations for changes based on the report, and recommends the Board's acceptance of or response to the report; periodically reviews the College's internal financial and other controls and updates them as needed; periodically reviews the College's risk management practices, regulatory compliance, and insurance coverage; and periodically reviews and monitors implementation of the College's conflict of interest policy, including review of annual disclosure forms.

ARTICLE VII. OFFICERS OF THE COLLEGE

SECTION 1. GENERAL.

The administration of the College shall be governed by the President and the Faculty.

SECTION 2. PRESIDENT.

A. Authority and Responsibilities.

The President shall be the chief executive officer of the College. The President is an ex officio member of the Board and is also a member, and the presiding officer, of the Faculty. The President's authority is vested through the Board and includes responsibilities for all College educational and managerial affairs. The President is responsible for leading the College; implementing all Board policies; keeping the Board informed on appropriate matters; consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions; serving as the official medium of communication among the Trustees, the Faculty, and all other members of the College community; and serving as the College's key spokesperson. The President has the authority to execute all documents on behalf of the College and the Board consistent with Board policies and the best interests of the College.

B. Election.

The President shall be elected by the Board upon nomination by a search committee. The search committee and process shall be as determined by the Board, but shall include consultation with representatives of all College constituencies, including but not limited to the Faculty, alumnae/i, administrative staff, and students. The President is elected by a majority vote of all Trustees eligible to vote. The President serves at the pleasure of the Board for such term, compensation, and with such other terms of employment, as it shall determine.

C. Absence or Incapacity.

In the temporary absence or incapacity of the President, the Executive Committee will appoint an individual to act on his or her behalf. Should the incapacity be prolonged or the office of President become vacant for any reason, such individual shall immediately become Acting President, with the authority and responsibilities of that office, pending action by the Executive Committee. The Executive Committee may establish a temporary allocation of executive powers and responsibilities, pending the election of a new President.

SECTION 3. PROVOST.

The President, with the approval of the Executive Committee, shall appoint a Provost. The Provost is a member of the Faculty. The Provost serves at the pleasure of the President and has such authority and responsibilities as the President shall determine in consultation with the Executive Committee.

SECTION 4. VICE PRESIDENT FOR FINANCE AND ADMINISTRATION

The President, with the approval of the Executive Committee, shall appoint a Vice President for Finance and Administration. The Vice President for Finance and Administration shall be the chief financial officer of the College and shall serve as Assistant Treasurer to the Board. The Vice President for Finance and Administration reports to the President and serves at the pleasure of the President. The Vice President for Finance and Administration shall be responsible for the operating and capital budgets, accounting and auditing functions, facilities management, and such other financial and other responsibilities as delegated by the President.

SECTION 5. VICE PRESIDENTS.

The President, with the approval of the Executive Committee, may create additional senior administrative positions, including other vice president positions. All such senior administrators are appointed by and serve at the pleasure of the President and have such authority and responsibilities as the President shall determine.

ARTICLE VIII. FACULTY

SECTION 1. COMPOSITION, MEETINGS, AND AUTHORITY.

The Faculty shall consist of the President, the Provost, the Professors, Associate Professors, Assistant Professors, Instructors and such other members of the staff or administration as may be designated by the President. The Faculty shall recommend candidates for degrees and for fellowships, may make recommendations on matters of appropriate professional concern, and may act on such other questions of professional concern as the President may lay before it. The Faculty committee system, as defined by Faculty Legislation, is the vehicle by which the Faculty presently carries out its role in the shared governance of the College's academic administration. The Faculty shall meet at least four times during the academic year. Additional meetings may be called at any time by the President and as otherwise determined by the Faculty.

SECTION 2. COMMITTEES.

A. Committee on Reappointment, Promotion, and Tenure (RPT).

There shall be a Faculty RPT Committee, the policies and procedures of which shall comply with these Bylaws and any policies and procedures concerning appointment, reappointment, promotion, and tenure adopted by the Board. The RPT serves in an advisory role to the President.

B. Committee on Dismissals.

There shall be a Faculty Committee on Dismissals, the policies and procedures of which shall comply with these Bylaws and any policies

and procedures concerning dismissal or termination adopted by the Board. The Committee on Dismissals serves in an advisory role to the President.

C. Other.

All other Faculty committees shall be as determined by the Faculty or the President from time to time.

SECTION 3. APPOINTMENT, REAPPOINTMENT, TENURE, PROMOTION.

The policies concerning appointment, reappointment, tenure, and promotion shall be as determined by the Board from time to time, upon consultation with the Faculty. Final authority to bestow tenure and to promote rests with the Board.

SECTION 4. TERMINATION.

The policies concerning termination shall be as determined by the Board of Trustees from time to time upon consultation with the Faculty. Final authority to terminate tenured members of the Faculty rests with the Board of Trustees.

ARTICLE IX. DEGREES

SECTION 1. REQUIREMENTS.

The requirements for the attainment of degrees shall be determined by the Faculty. All diplomas shall be in such format and contain such information as is determined by the Board from time to time.

SECTION 2. UNDERGRADUATE DEGREES.

The President, under authority of the Board, shall confer the appropriate undergraduate degree upon each student who is recommended by the Faculty to the Board as having satisfactorily completed the requirements for graduation.

SECTION 3. GRADUATE DEGREES.

The President, under authority of the Board, shall confer the appropriate graduate degree upon each student who is recommended by the Faculty to the Board as having satisfactorily completed the requirements of postgraduate study.

SECTION 4. HONORARY DEGREES.

The Board, on the recommendation of the President, may from time to time confer honorary degrees upon those persons who in the opinion of the Board merit the distinction.

ARTICLE X. AMENDMENTS

Amendments to these Bylaws may be made by the Board of Trustees at any regular or special meeting, upon thirty days written notice of the substance of the proposed amendment. Amendments require approval by a majority vote of all Trustees eligible to vote.

ARTICLE XI. INDEMNIFICATION

To the maximum extent permitted by law as from time to time amended, the College shall indemnify its currently acting and its former Trustees and officers of the College.

ARTICLE XII. NONDISCRIMINATION

The College shall not discriminate on the basis of race, color, national origin, ethnicity, sexual orientation, gender identity, genetic information, religion, sex, age, marital status, or disability in its employment and educational policies.

ARTICLE XIII. CONFLICT OF INTEREST

The Board shall maintain, implement, and periodically review a policy prohibiting conflicts of interest for all Trustees, officers of the College, and other individuals in the College community, as appropriate.

ADOPTED BY THE BOARD OF TRUSTEES ON FEBRUARY 18, 2006

AMENDED BY THE BOARD OF TRUSTEES ON FEBRUARY 21, 2009

AMENDED BY THE BOARD OF TRUSTEES ON MAY 24, 2014

AMENDED BY THE BOARD OF TRUSTEES ON OCTOBER 22, 2016

AMENDED BY THE BOARD OF TRUSTEES ON OCTOBER 21, 2017

AMENDED BY THE BOARD OF TRUSTEES ON MAY 10, 2018