



## Board of Trustees

### Bylaws of Providence College

#### Article I

##### Governance

##### Section 1.

Providence College is a Catholic, Dominican, liberal arts institution of higher education and a community committed to academic excellence in pursuit of truth, growth in virtue, and service of God and neighbor. The entire governance of Providence College (the College) shall be vested in the Corporation of the College and in the Board of Trustees of the College, each body having the duties, powers, privileges, and discretions herein set forth pursuant to the Charter (Charter) granted by the General Assembly of the State of Rhode Island at its January 1917 Session as amended, the applicable provisions of the General Laws of the State of Rhode Island relating to not-for-profit corporations, and the General Laws of the State of Rhode Island.

In the accomplishment of their respective functions, all members of the Corporation of the College and of the Board of Trustees of the College shall at all times conduct the affairs of the College in such manner as to promote and foster the mission of the College, the traditional and distinctive Catholic and Dominican orientation of the College, and the continuing presence of the Dominican Friars in the life of the College, particularly in the academic disciplines of philosophy and theology, and the pastoral apostolate within the College community, while at the same time respecting legitimate freedom of conscience and scrupulously observing the Charter's injunction that no person shall be refused admission to the College as a student, nor shall any person be denied any of the privileges, honors, or degrees of the College, on account of the religious beliefs one may hold.

#### Article II

##### The Corporation of Providence College

## Section 1. Powers

The Corporation shall possess and exercise all of the functions, rights, duties, powers, privileges, and responsibilities conferred upon or possessed by the College under its Charter and applicable law except insofar as such functions, rights, duties, powers, privileges, and responsibilities are herein delegated to the Board of Trustees. The following functions, rights, duties, powers, privileges, and responsibilities are specifically reserved to the Corporation:

- (a) To exercise general control over the ownership and disposition of property, real or personal, including the purchase, sale, construction and maintenance, lease as lessor or lessee, pledge, mortgage, and otherwise dealing in and with all of such property in every manner.
- (b) To authorize the execution of such contracts, agreements, and other undertakings on behalf of the College as it may see fit.
- (c) To elect members of the Corporation and of the Board of Trustees and when, in its sole discretion required for the good of the College, to remove the President of the College, or any member of the Corporation or of the Board of Trustees, excepting only the Roman Catholic Bishop of the Diocese of Providence (Bishop) and the Provincial of the Province of St. Joseph, Order of Preachers (Provincial).
- (d) To accept or to reject the recommendation for election to the Presidency of the College by the Board of Trustees.
- (e) To adopt and to amend these Bylaws, at any time and from time to time, in any and every respect not inconsistent with the Charter and all amendments thereto.

## Section 2. Membership

The membership of the Corporation shall consist of twelve (12) members, vis: (i) The Bishop (or if at any time there shall exist a vacancy in the Office of the Bishop, the Administrator); (ii) the President of the College; (iii) the Provincial; (iv) the Chairperson of the Board of Trustees; and (v) the Vice-Chairperson of the Board of Trustees, each of whom shall be ex officio; four (4) Dominican Friars elected by the Corporation; and three (3) lay persons elected by the Corporation.

## Section 3. Terms of Office

The terms of office of the Bishop, the President of the College, the Provincial, and the Chairperson and Vice-Chairperson of the Board of Trustees shall be coterminous with the respective incumbency of each. The terms of all other Corporation members shall be three (3) years. No member of the Corporation except ex officio members shall serve more than three (3) full terms of three (3) years. Any person may be reelected a member of the Corporation after the

expiration of two (2) years following the conclusion of a prior term. Any vacancy in the non ex officio membership of the Corporation shall be filled by election by the Corporation.

#### Section 4. Officers of the Corporation

The officers of the Corporation shall be a Chairperson and a Secretary. The Provincial shall ex officio be the Chairperson of the Corporation unless he declines to serve as such, in which case the Chairperson of the Corporation shall be elected by the Corporation from among its membership. The Secretary of the Corporation shall be elected from among its members for a term not to exceed three (3) years and shall serve no more than three (3) consecutive terms of three (3) years.

#### Section 5. Quorum

The presence of eight (8) members of the Corporation shall constitute a quorum for the conduct of its business. If less than such quorum is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. The affirmative vote of two thirds (2/3) of the members of the Corporation present at a meeting shall be necessary and sufficient for the taking of any action except with respect to (1) any amendment of these Bylaws and (2) the removal of any member of the Corporation (excepting the Bishop and the Provincial who may not be removed) or any member of the Board of Trustees, in which cases the affirmative vote of at least eight (8) members shall be required.

#### Section 6. Meetings

The Corporation shall meet annually in June of each calendar year (the Annual Meeting) or on such other date as may be designated by the Corporation for the purpose of the election of members of the Corporation and the Board of Trustees, and the transaction of such other business as may come before the meeting. The Corporation also may determine to provide by resolution the time and place for the holding of additional regular meetings without notice other than by such resolution. Special meetings may be called by the Chairperson, or at the request of five (5) members of the Corporation. The person or persons authorized to call special meetings of the Corporation may fix the notice and manner for holding any special meeting of the Corporation called by them. Whenever the Chairperson determines that he is unable to preside at any meeting, he shall designate a Dominican Friar from the Corporation to preside in his stead, such designee being invested with all of the powers which inhere in the office of Chairperson. Meetings of the members may be held in person or by telephone or other appropriate media, or by any combination thereof at the discretion of the Chairperson of the Corporation; physical presence or connection to such media shall constitute attendance at a meeting.

#### Section 7. Action Without a Meeting

Any action that may be taken by the Corporation at a meeting may be taken without a meeting if a consent or consents in writing setting forth the action so to be taken shall be signed before or after such action by all of the members of the Corporation. Such written consent or consents shall be filed with the minutes of the proceedings of the Corporation.

#### Section 8. Committees

The Corporation may, by resolution adopted by a majority of the members, appoint from the members thereof such committees as it deems appropriate, with such designations and duties as it may determine.

#### Section 9. Resignations

Any member of the Corporation may resign at any time by giving written notice to the Chairperson of the Corporation. The resignation shall take effect at the time specified in such notice, and the Board of Trustees' acceptance of the resignation shall not be necessary to make it effective.

#### Section 10. Vacancies

A vacancy caused by death, resignation, removal, disqualification, or otherwise, may be filled in the manner prescribed in these Bylaws for election or appointment to the office.

### Article III

#### Board of Trustees of Providence College

##### Section 1. Powers

The Board of Trustees of the College shall have the authority to perform and act as necessary or consistent in the exercise of its power and authority in the complete governance of the affairs of the College not otherwise reserved to the Corporation. A Trustee's relationship to, and role in, the affairs of the College shall be fiduciary in nature, requiring the Trustee's judgment to be exercised in the best interests of the College as a whole, as distinguished from representation of any particular interest.

##### Section 2. Membership

The Board of Trustees shall consist of not less than twenty-five (25) or more than forty-five (45) in number. Each member of the Corporation and the Executive Vice President of the College shall ex officio be members of the Board of Trustees. All other members shall be elected by the Corporation. The Board Affairs Committee (or its successor) of the Board of Trustees will send a list of candidates to the Corporation after the Board of Trustees has recommended transmittal of the list to the Corporation.

##### Section 3. Term of Office

The term of ex officio members of the Board of Trustees shall be coterminous with their respective offices. All other members of the Board of Trustees shall be elected for a term of three (3) years and shall serve no more than three (3) full consecutive terms of three (3) years. Any elected person having served three (3) full terms may be reelected to the Board of Trustees after the expiration of two (2) years following the conclusion of the third term. The Corporation retains the right to terminate an elected member of the Board of Trustees if such action shall be deemed by the Corporation, in its sole discretion, to be required for the good of the College.

##### Section 4. Trustee Emeritus

A Trustee whose term of service has been completed and who is deemed to have served with exceptional distinction may, on recommendation of the Board of Trustees, be named by the Corporation as a Trustee Emeritus. A Trustee Emeritus may participate in the meetings of the Board of Trustees but shall have no vote and shall not be counted among the members of the Board for purposes of the minimum and maximum number of members above specified, nor for purposes of establishing a quorum. A Trustee Emeritus may serve on Committees of the Board of Trustees in accordance with policies and procedures established by the Board of Trustees.

#### Section 5. Recommendation for Selection of President

The Board of Trustees shall submit to the Corporation the name of the person it recommends for election to the Presidency of the College, who shall be a Dominican Friar. In the event the Corporation shall fail to elect the recommendation of the Board of Trustees, the process shall be repeated until a person recommended by the Board of Trustees shall be elected. The Board of Trustees may also, for cause, recommend the removal of the President of the College to the Corporation who shall retain all authority with regard to removal of the President from office.

#### Section 6. Proposal of Lay Members of the Corporation

The Board of Trustees may submit to the Corporation a list of nominees proposed for the consideration of the Corporation for election as lay members of the Corporation whenever a vacancy exists.

#### Section 7. Elections of Officers

The Board of Trustees shall elect from its membership a Chairperson, who shall preferably, but not necessarily, be a layperson; Vice-Chairperson; Secretary; and any other officers it deems necessary. Such officers shall be elected for a term of three (3) years. In the case of the Chairperson and Vice-Chairperson, they shall serve as Trustees until their respective term of office shall expire and they will be included in the total number of elected members of the Board of Trustees. With the exception of the Chairperson and Vice-Chairperson, any officer who has served in an office for two (2) successive terms of three (3) years shall be ineligible for election to the same office until the expiration of one (1) year following the conclusion of the second term but shall nevertheless be eligible for election to any other office of the Board of Trustees without disability as to time.

#### Section 8. Meetings

The Board of Trustees shall meet annually in June of each calendar year (the Annual Meeting) or on such other date as shall be designated by the Board of Trustees for electing officers of the Board of Trustees and such other business as may come before the meeting. The Board of Trustees also may provide by resolution the time and place for the holding of regular meetings without notice other than by such resolution. Normally, the Board of Trustees shall have at least two (2) regular meetings in addition to the Annual Meeting during each year. Special meetings may be called by the Chairperson, or at the request of fifteen (15) members of the Board of Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix the notice and manner for holding any special meeting of the Board called by them. Meetings of the members of the Board will be held in person, or in exceptional circumstances approved by

the Chairperson, by means of telephone or other appropriate media, or any combination thereof; physical presence or connection to such media shall constitute attendance at a meeting. The members of the President's Cabinet, as well as the President of the Faculty Senate, may participate in the meetings of the Board of Trustees, but shall have no vote and shall not be counted among the members of the Board for purposes of the minimum and maximum number of members above specified, nor for purposes of establishing a quorum.

#### Section 9. Quorum

A majority of the membership of the Board of Trustees shall constitute a quorum for the conduct of its business. The affirmative vote of a majority of the Trustees present shall be necessary and sufficient for the taking of any action.

#### Section 10. Action Without a Meeting

Any action that may be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent or consents in writing setting forth the action so to be taken shall be signed before or after such action by all of the Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees.

#### Section 11. Presumption of Assent

A Trustee who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless such Trustee shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such written dissent by registered mail to the Secretary of the Board of Trustees immediately after the adjournment of the meeting. Such right to dissent shall not be available to a Trustee who voted in favor of such action.

#### Section 12. Resignations

Any member of the Board of Trustees may resign at any time by giving written notice to the Chairperson of the Corporation. The resignation shall take effect at the time specified in such notice, and the Board of Trustees' acceptance of the resignation shall not be necessary to make it effective.

#### Section 13. Vacancies

Any vacancy in the membership of the Board of Trustees because of death, resignation, removal, disqualification, or otherwise, may be filled in the manner prescribed in these Bylaws for election or appointment to the office.

### Article IV

#### Officers of the Board of Trustees

##### Section 1. Chairperson

The Chairperson of the Board of Trustees shall preside at all meetings of the Board and do and perform all duties incident to the office of Chairperson and such other duties as may be assigned to the Chairperson pursuant to these Bylaws or by the Corporation or the Board of Trustees and shall call special meetings of the Board as needed.

#### Section 2. Vice-Chairperson

In the absence of the Chairperson, or in the event of the Chairperson's death, inability, or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Chairperson. A Vice-Chairperson shall perform such other duties as are from time to time assigned to the Vice-Chairperson by the Chairperson or the Board of Trustees.

#### Section 3. Secretary

The Secretary of the Board of Trustees shall keep the minutes of the meetings of the Board of Trustees, shall certify all resolutions as required, and perform such other duties as are normal and customary in the office.

#### Section 4. Subordinate Officers

The Board of Trustees may elect or appoint such other officers and agents as it shall deem necessary or as legally required, each of whom shall hold office for such period, exercise such powers, and perform such duties as are provided in these Bylaws, or as the Board of Trustees, from time to time, may determine. Said subordinate officers need not be members of the Board of Trustees.

#### Section 5. Resignations

Any officer of the Board of Trustees may resign at any time by giving written notice to the Board of Trustees or to the Chairperson. The resignation shall take effect at the time specified in such notice, and the Board of Trustees' acceptance of the resignation shall not be necessary to make it effective.

#### Section 6. Vacancies

A vacancy in any office of the Board of Trustees because of death, resignation, removal, disqualification, or otherwise, may be filled in the manner prescribed in these Bylaws for election or appointment to the office.

### Article V

#### Committees of the Board of Trustees

##### Section 1. General

The Board shall establish such standing and special committees as it deems appropriate to discharge its responsibilities. In addition to the Standing Committees provided for herein, by resolution of the Board of Trustees, the Board may establish special committees from time to time, with such designations and duties as may be determined by the Board of Trustees. The

appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law. The Chairperson of the Board of Trustees shall appoint the Chairperson and the members, except as otherwise provided, of every Standing and Special Committee. The Chairperson of a Standing Committee must be a member of the Board of Trustees; members of committees, other than the Executive Committee and the Board Affairs Committee, need not be Trustees except as otherwise specifically provided herein. The Chairperson of the Board of Trustees and the President of the College shall be ex officio members of every committee. The Chairperson of each committee, in consultation with the President of the College, may make recommendations to the Chairperson of the Board with regard to the composition of the committee of which he or she is the Chairperson. The Chairperson of each committee will report to the Chairperson of the Board and may consult with the President of the College with respect to matters within the committee's jurisdiction. Each committee shall appoint a Secretary, who need not be a member of the committee, and may adopt its own rules concerning its method of operation, including the time and manner of meetings. The Chairperson of each committee reserves the right to conduct executive sessions that will include only Trustee committee members. Each committee shall evaluate annually its area of competence, and submit recommendations to the Board of Trustees, including, if necessary or desirable, minority reports with respect to such evaluation.

The number of Trustees on each committee shall always exceed the number of non-Trustees. Committee members who are not Trustees shall serve a term of three (3) years and may be reappointed to one (1) additional consecutive term. Any Committee member having served two (2) full terms may be reappointed to the Committee after the expiration of two (2) years following the conclusion of the second term.

Committee members only are entitled to vote on actions and resolutions to recommend to the Board of Trustees. Unless specified otherwise below, faculty who are to serve on committees will be recommended to the Chairperson of the Board by the Faculty Senate President, in consultation with the Provost. Similarly, students who serve on Board committees will be recommended by the President of Student Congress, in consultation with the Vice President for Student Affairs.

Members of the President's Cabinet who are members of a committee may recommend to the Chairperson of the committee the participation in committee meetings by non-voting College administrators who may serve as resources and provide additional expertise in committee deliberations.

## Section 2. Standing Committees

There shall be the following Standing Committees of the Board of Trustees: Executive, Board Affairs, Academic Affairs, Audit, Building and Property, Catholic and Dominican Mission, Development and Alumni Affairs, Diversity, Equity and Inclusion, Finance, Investment, Strategic Planning, Student Affairs, and Varsity Athletics. The Board may create other committees, as it deems necessary.



### Section 3. Executive Committee

The Executive Committee shall consist of the Chair of the Board of Trustees, who shall serve as the Chair of the Committee, the Vice-Chair, the Secretary of the Board of Trustees, the President of the College, the Executive Vice President of the College, the Chair of the Finance Committee, and two (2) members of the Board of Trustees who shall be elected by majority vote of the Chairs of the Standing Committees. A simple majority of the total Committee members shall constitute a quorum for the transaction of its business. The affirmative vote of a majority of the Executive Committee members present shall be necessary for the taking of any action.

The Executive Committee, between meetings of the Board of Trustees, shall have all the powers and functions of the Board of Trustees, except the power to recommend to the Corporation a person for the Presidency of the College, or to recommend the removal of the President of the College. All actions of the Executive Committee shall be reported to the Board of Trustees at the next meeting of the Board.

### Section 4. Board Affairs Committee

The Board Affairs Committee shall consist of at least five (5) members appointed by the Chairperson of the Board from among the members of the Board, at least two (2) of whom shall be Dominican Friars. It shall nominate one or more candidates from among the membership of the Board for each of the offices of Chairperson, Vice-Chairperson, and Secretary of the Board; and shall nominate for election to the Board suitable candidates to fill vacancies on the Board and transmit the same to the Corporation, together with appropriate information as to the qualifications of each candidate. The Committee shall maintain a subcommittee comprised of the Provincial, President of the College, Chairperson of the Board of Trustees, and Board Affairs Committee Chair, responsible for presidential succession planning and to fulfill the requirements outlined in the Corporation and Board of Trustees policy and procedures regarding presidential selection and reappointment. Whenever a vacancy shall exist or appear imminent in the office of President of the College, the Committee shall recommend to the Board a number of potential suitable candidates for the consideration of the Board. In accord with the mission of the College, the Committee shall nominate for election to the Board only such individuals who shall have previously committed themselves to promote the pursuit of sound scholarship and the principles of the Judeo-Christian heritage through the unique Catholic tradition of the Dominican Order.

The Committee shall develop and administer a program of orientation of new Trustees and committee members, as well as oversee annual reviews of the College President and of the Board's performance.

### Section 5. Academic Affairs Committee

The Academic Affairs Committee shall consist of the Senior Vice-President for Academic Affairs/Provost and at least nine (9) other members, including two (2) faculty members nominated by the Faculty Senate; one student nominated annually by the Student Congress; and five (5) members of the Board appointed by the Chairperson of the Board. The Academic Affairs Committee shall concern itself with academic policies and plans of the College and recommend measures deemed requisite to make the most effective use of the educational

resources of the College, including faculty, curriculum, library facilities, and related matters. The committee is responsible for monitoring (i) learning goals and outcomes; (ii) program quality, institutional and program accreditation and program review; (iii) enrollment, student retention, and graduation rates; (iv) policies and procedures related to faculty compensation, appointment, tenure, and promotion; (v) academic planning; (vi) the structure of academic programs; and (vii) budgets for academic programs and services.

#### Section 6. Audit Committee

The Audit Committee shall consist of the Senior Vice President for Finance and Business/Chief Financial Officer and at least six (6) members appointed by the Chairperson of the Corporation, including one **(1)** who shall be a Dominican Friar, one **(1)** who shall be a faculty member, and four (4) who shall be members of the Board. Each member of the Committee shall be independent and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member shall be a certified public accountant. The Chairperson of the Corporation, after consultation with the Chairperson of the Board of Trustees, shall appoint the members and Chairperson of the Audit Committee.

The Committee shall oversee the College's financial practices and standards of conduct and is responsible for (i) overseeing the external financial audit, (ii) reviewing and presenting for acceptance by the Board of Trustees and Corporation the annual audited financial statements, (iii) ensuring compliance with legal and regulatory requirements, and (iv) monitoring internal controls and risk-management systems. The Committee shall have authority, through its chair or a majority vote of its members, to address specific issues within the mandate of the committee, as well as the authority to engage independent legal counsel and other professional advisers to carry out its duties.

The Committee shall meet as often as it deems necessary, but not less than two (2) times annually and shall meet with the College's independent auditors at least annually. The Audit Committee also may act by unanimous written consent in lieu of a meeting.

#### Section 7. Building and Property Committee

The Building and Property Committee shall consist of the Senior Vice President for Finance and Business/Chief Financial Officer and at least six (6) other members appointed by the Chairperson of the Board, including one **(1)** faculty member, one (1) student, and four (4) members of the Board. The Building and Property Committee shall study and review the College's Space Plan for all facilities operated by the College; recommend that such Plan be updated to reflect changing educational goals, housing needs and expectations, and recreational, athletic, and social needs as approved by the Corporation of the College; review the College's Financial Plan for major construction and renovations projects; and review on an ongoing basis the process for the selection of campus planners, architects, consultants, and contractors hired by the College.

#### Section 8. Committee on Catholic and Dominican Mission

The Committee on Catholic and Dominican Mission shall consist of the Bishop of the Diocese of Providence, the Vice President for Mission and Ministry, the Prior of the Dominican Community, the Chaplain of the College, and at least eight (8) other members appointed by the Chairperson of the Board, including one (1) faculty member, one (1) student, and six (6) members of the Board. The Committee on Catholic and Dominican Mission shall be concerned with the preservation and enhancement of the distinctive educational mission of the College and its Dominican and Catholic heritage in all facets of the academic and social life of the College community.

#### Section 9. Development and Alumni Affairs Committee

The Development and Alumni Affairs Committee shall consist of the Senior Vice President for Institutional Advancement and at least six (6) other members, appointed by the Chairperson of the Board, including one **(1)** faculty member, one **(1)** student, and four (4) members of the Board. The Development and Alumni Affairs Committee shall provide Alumni and Institutional support and direction in connection with fundraising efforts of the College on a local and national scope. The Committee is responsible for (i) monitoring advancement plans and progress; (ii) developing fundraising policies and procedures; and (iii) participating in identifying, cultivating, and approaching major donors.

#### Section 10. Diversity, Equity, and Inclusion Committee

The Diversity, Equity, and Inclusion (DEI) Committee shall consist of the Executive Vice President, the Vice President for DEI, the Vice President for Mission and Ministry, and at least seven (7) additional members appointed by the Chairperson of the Board, including one **(1)** faculty member, two (2) students, one (1) member of the local Community Advisory Council, and four (4) trustees.

The Committee shall be concerned with ensuring that the College's commitment to diversity, equity, and inclusion, as inspired by Catholic teaching and St. Dominic's wide embrace of all people, informs all facets of the academic and social life of the campus community. This includes, but is not limited to, recruitment of diverse students, faculty, staff, and trustees; ongoing and transparent assessment of campus climate; assurance of an environment of equitable and inclusive policies and practices; and continuing progress toward the achievement of the DEI initiatives in the PC200 strategic plan.

#### Section **11**. Finance Committee

The Finance Committee shall consist of the Executive Vice President of the College, the Senior Vice President for Finance and Business/Chief Financial Officer, and at least five (5) other members appointed by the Chairperson of the Board, including one **(1)** faculty member and four members of the Board. The Committee shall oversee the business affairs of the College and shall make recommendations with respect to financial long-range planning. It shall review and present for acceptance by the Corporation proposals for the issuance of debt; the annual budget; and any other actions or resolutions related to the business affairs of the College. The Committee shall examine on a quarterly basis the College's Statement of Revenues and Expenditures in light of the approved budget and any other fiscal matters that should be brought to the attention of the

full Board. The Committee shall recommend periodically to the Board of Trustees a spending policy associated with the investment policy and send a report on this recommendation to the Investment Committee. In addition, the Finance Committee shall review and advise with respect to compensation, benefits, and all other matters affecting College employees, in such process consulting with, and giving due consideration to, the view of the appropriate faculty group with respect to all such concerns.

#### Section 12. Investment Committee

The Investment Committee shall consist of the Executive Vice President of the College, the Senior Vice President for Finance & Business/Chief Financial Officer, the Chairperson or another Board member from the Finance Committee, and at least four (4) other members appointed by the Chairperson of the Board, including one **(1)** faculty member and three members of the Board. The Investment Committee is charged with the oversight and management review of all of the College's investments, most especially its major investment portfolios. The Committee will formulate and annually review an Investment Policy Statement, which shall detail the investment objectives for the College's major investment portfolios and shall include a policy on socially responsible investing. This Investment Policy Statement shall be ratified by the Board of Trustees following its initial formulation and any periodic review.

#### Section 13. Strategic Planning Committee

The Strategic Planning Committee shall consist of the Executive Vice President, the President of the Faculty Senate (or his/her designee), the co-chairs of the College's Strategic Planning Committee, and at least seven (7) other members appointed by the Chairperson of the Board, including one **(1)** student, and six (6) members of the Board. The Strategic Planning Committee shall oversee the strategic planning efforts of the College and shall review and make recommendations with respect to the Administration's ongoing oversight of the Plan.

Specifically, the Committee will ensure that the planning process is both inclusive and comprehensive; that existing Plan objectives are regularly evaluated and refined, and new initiatives developed in light of changing circumstances; that Plan initiatives are aligned with the College's long-range financial plan and fundraising efforts; that objective and quantifiable metrics against which to measure success are established and annually evaluated; and that procedures are in place to facilitate effective communication and implementation of the Plan.

The Committee will review and evaluate ongoing assessment efforts related to the Plan and will make formal recommendation for approval of the Plan to the Board and Corporation.

#### Section 14. Student Affairs Committee

The Student Affairs Committee shall consist of the Vice President for Student Affairs, and at least ten (10) other members appointed by the Chairperson of the Board, including one **(1)** faculty member, and three (3) students (the Presidents of the Student Congress and Board of Multicultural Affairs, and one **(1)** other student), and six (6) members of the Board. The Student Affairs Committee shall be concerned with the matters affecting the quality of student life, and all extracurricular interaction with the College Administration, maintaining a close relationship with faculty, student leaders, and student organizations.

#### Section 15. Committee on Varsity Athletics

The Committee on Varsity Athletics shall consist of the Associate Vice President for Athletics/Athletic Director, and at least six (6) other members appointed by the Chairperson of the Board, including one **(1)** faculty member, one **(1)** student, and five (5) members of the Board. The Committee shall exercise oversight on all aspects of athletic programs and shall make recommendations to the Board on ways in which Athletics can better serve the overall mission and purpose of the College.

### Article VI

#### Indemnification

##### Section 1. Agreement of Corporation

In order to induce the Members of the Corporation and of the Board of Trustees and their respective officers to serve as such, the Corporation adopts this Article and agrees to provide the members of the Corporation, the members of the Board of Trustees, and the Administrative Officers of the College with the benefits contemplated by the indemnification provisions of Title 7, Chapter 6 of the General Laws of the State of Rhode Island 1956, (1985 Reenactment), as amended.

##### Section 2. Persons Entitled to Benefits

This Article will apply, and the benefits will be available, to each member of the Corporation and members of the Board of Trustees and their respective officers, as well as the Administrative Officers of the College, and all others who serve on Board committees without the need for other proof that the member, Trustee, or officer has accepted the provisions of this Article.

##### Section 3. Successors and Assigns

The provisions of this Article will be (a) binding upon all successors and assigns of the College, including any transferee of all, or substantially all, of its assets; and (b) binding on and inure to the benefit of the heirs, executors, administrators, and other personal representatives of the indemnified persons.

##### Section 4. Amendment

No amendment or terminations of this Article will be effective as to an indemnified person without the prior written consent of the indemnified person, and, in any event, will not be effective as to any covered act of the indemnified person occurring prior to the amendment or termination.

### Article VII

#### Effective Date of Bylaws

##### Section 1.

These Bylaws shall be and become effective on June 30, 1992, and on the following dates as amended: June 30, 1992; February 7, 1995; June 4, 1996; June 6, 1996; October 1, 1996; June 3,

1997; February 10, 1998; June 5, 2001; October 2, 2001; October 2, 2002; June 3, 2003; October 4, 2005; October 2, 2006; October **1**, 2010; September 30, 2011; February 7, 2013; February 7, 2014, September 30, 2016, February **11**, 2022, and June 9, 2023.