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2 The Bylaws of Saint Anselm College  
3 *approved 27 January 2009, as amended and restated September 15, 2015*  
4 *and as amended and restated February 6, 2017,*  
5 *and as amended and restated May 26, 2019 and October 29, 2019,*  
6 *and as amended and restated on November 10, 2020*  
7  
8  
9

10 ARTICLE I

11 Name

12  
13 The name of this Corporation shall be "Saint Anselm College."  
14  
15

16 ARTICLE II

17 Place of Business

18  
19 The place of business of this Corporation shall be at Goffstown, in the County of Hillsborough,  
20 and State of New Hampshire.  
21  
22

23 ARTICLE III

24 Purpose & Definitions

25  
26 The object and aim of this Corporation is the institution of learning, known as Saint Anselm  
27 College. Saint Anselm College is an educational corporation, established by charter granted on 1  
28 August 1889 and is an independent, private, Catholic institution. As such, it is thoroughly  
29 committed to the teaching of the Roman Catholic Church and maintains communion with the  
30 Holy See and the Roman Catholic Bishop of Manchester. As the primary work and object of the  
31 ongoing stewardship of the Members of the Corporation, Saint Anselm College fulfills its  
32 mission in accord with the principles and ideals of the Rule of Saint Benedict. The purposes of  
33 the Corporation are exclusively charitable, educational, religious, and scientific within the  
34 meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the  
35 corresponding provision of any future United States Internal Revenue Law ("Section 501(c)(3)").  
36 In furtherance of such purposes, the Corporation shall have the same powers as an individual to  
37 do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in  
38 its charter and these Bylaws, including all power and authority granted by the laws of New  
39 Hampshire within and subject to the limits of Section 501(c)(3).  
40

41 To aid in the interpretation of these Bylaws, certain definitions and rules of construction are  
42 provided in Article XIX.  
43  
44  
45  
46

1 ARTICLE IV

2 Mission

3  
4 Saint Anselm is a Catholic, Benedictine College providing all its students a distinctive liberal  
5 arts education that incorporates opportunities for professional and career preparation. It does so  
6 in a learning community that encourages the lifelong pursuit of the truth and fosters intellectual,  
7 moral, and spiritual growth to sustain and enrich its graduates' personal lives, work, and  
8 engagement within local, national, and global communities.

9  
10 All Members of the Corporation and of the Board of Trustees of the Corporation shall at all  
11 times conduct the affairs of the Corporation in such a manner as to promote and foster the  
12 mission of the Corporation, its status as a Catholic Institution, the traditional and distinctive  
13 Benedictine orientation of the Corporation, and the continuing presence of the Members of Saint  
14 Anselm Abbey and their apostolate in the life of the Corporation, particularly in roles at all levels  
15 of the academic disciplines offered by the Corporation and in the administration of the  
16 Corporation.

17  
18  
19 ARTICLE V

20 Seal of the Corporation

21  
22 The seal of the Corporation shall be a circular disc with the arms of Saint Anselm College  
23 surrounded by the words *Sigillum Collegii Sancti Anselmi 1889*.

24  
25  
26 ARTICLE VI

27 Membership

28  
29 Members of the Chapter of Saint Anselm Abbey in good standing shall be *ipso facto* Members of  
30 the Corporation.

31  
32  
33 ARTICLE VII

34 Officers of the Corporation Members

35  
36 The officers of the Corporation Members shall be the Chair of the Members, Vice-Chair, and  
37 Secretary.

38  
39 1. The Chair of the Corporation Members

- 40  
41 a. The Abbot of Saint Anselm Abbey shall be the Chair. The Abbot of Saint Anselm Abbey  
42 or, in his absence or if he is unable to serve, the Administrator of said Abbey in the town  
43 of Goffstown, County of Hillsborough and State of New Hampshire shall be *ex officio* the  
44 Chair of the Corporation Members. It is the Chair's right and power to appoint, name or  
45 remove the other officers of the Corporation Members. The Chair of the Corporation  
46 Members shall have the duties set forth in these Bylaws.

- 1  
2 b. The Chair of the Corporation Members shall also be *ex officio* Chancellor of Saint  
3 Anselm College. The role and duties of the *ex officio* Chancellor of Saint Anselm  
4 College are solely ceremonial. He shall preside at commencements, convocations, and  
5 other such assemblies of the College.  
6  
7 c. The Chair of the Corporation Members shall call and preside over the annual meeting and  
8 all other meetings of the Members.  
9  
10 d. He shall present important matters relating to the Reserved Powers as set forth in Article  
11 IX to the Corporation Members for consideration and necessary action.  
12  
13 e. He shall have custody of and affix the seal of the Corporation to all papers which may  
14 require it.  
15  
16 f. Upon completion of the applicable procedure for selecting a President established in  
17 Article XII.7, he shall present a candidate for President of the College to the Board of  
18 Trustees; following approval by the Board of Trustees, he shall immediately thereafter  
19 appoint the President of the College.  
20  
21 g. He shall cause to be made each year a report by the President of the College on the state  
22 of Saint Anselm College, a report by the Treasurer of the College on the financial state of  
23 Saint Anselm College and a report by the Chair of the Board of Trustees to the  
24 Corporation Members.  
25  
26 h. The Chair of the Corporation Members, or his duly authorized designee, shall have the  
27 authority to execute and sign all documents pertaining to the exercise of the Reserved  
28 Powers set forth in Article IX of these Bylaws. For purposes of execution and signature  
29 relating to the transfer of real property, the President shall be the duly authorized  
30 designee of the Chair of the Corporation Members who may execute such documents  
31 upon notice by the Chair of the Corporation Members to the President that the  
32 Corporation Members have approved the transfer pursuant to Article IX.2.  
33

34 2. The Vice-Chair of the Corporation Members

- 35  
36 a. The Vice-Chair of the Corporation Members shall be appointed by the Chair of the  
37 Corporation Members.  
38  
39 b. He shall perform those duties assigned to him by the Chair of the Corporation Members.  
40

41 3. The Secretary of the Corporation Members

- 42  
43 a. The Secretary of the Corporation Members shall be appointed by the Chair of the  
44 Corporation Members.  
45  
46 b. He shall keep the minutes of the meetings, when approved, as permanent records.

1 ARTICLE VIII

2 Meetings of the Corporation Members

- 3
- 4 1. An annual meeting of the Corporation Members shall be held each year at such a time as  
5 determined by the Chair of the Corporation Members for the purpose of transacting any  
6 business which may come before the meeting.
- 7
- 8 2. Other meetings of the Corporation Members may be called at any time by the Chair of the  
9 Corporation Members.
- 10
- 11 3. All regular and special meetings of the Corporation Members shall be held at Saint Anselm  
12 Abbey in Goffstown, New Hampshire, or at such other place within or outside of the State of  
13 New Hampshire as shall be fixed in the notice of the meeting.
- 14
- 15 4. Written notice stating the place, date, and hour of the meetings of the Corporation Members  
16 shall be delivered to each member either personally, by mail, or by any other method of  
17 communication at least two (2) calendar days in advance of the meeting. In the case of  
18 meetings held without previous notice, a written waiver of notice, executed before or after  
19 the meeting, shall be deemed equivalent to notice of the meeting. The notice shall include an  
20 agenda for the meeting. A copy of the notice and agenda shall be provided to the Chair of  
21 the Board of Trustees and the President of the College.
- 22
- 23 5. The Chair of the Corporation Members shall call and preside at the meetings of the  
24 Corporation Members.
- 25
- 26 6. Except as otherwise provided in these bylaws, a majority of the Corporation Members  
27 resident at Saint Anselm Abbey as defined in Article VI shall constitute a quorum for the  
28 conduct of business. Actions may be taken by a majority vote (or such other greater  
29 percentage vote as is required by these bylaws) of those Corporation Members present at a  
30 meeting at which a quorum is present.
- 31
- 32 7. The Secretary shall keep minutes of the meetings of the Corporation Members and give due  
33 and proper notice of meetings to Corporation Members. A copy of the minutes shall be  
34 provided to the Chair of the Board of Trustees and the President of the College. Any actions  
35 proposed by the Corporation Members relating to the Reserved Powers shall be  
36 communicated to the Chair of the Board of Trustees and the President of the College as soon  
37 as reasonably practical after the meeting of the Corporation Members unless otherwise  
38 specified herein.
- 39
- 40

41 ARTICLE IX

42 Reserved Powers of the Corporation Members

43

44 The following matters relating to the mission and identity of Saint Anselm College are reserved  
45 to the Corporation Members:

46

- 1 1. Changes to and interpretation of the fundamental mission and identity of the institution,  
2 which is a college of higher education providing a distinctive liberal arts education  
3 committed to the teachings of the Roman Catholic Church and to the principles of its  
4 Benedictine identity;  
5
- 6 2. Authorization for purchase, sale, or long-term (one (1) year or longer) lease of any campus  
7 real property from or to a third party in excess of the amount provided in the annual budget  
8 approved by the Board of Trustees and approved at the annual meeting of the Corporation  
9 Members;  
10
- 11 3. Approval of a campus master plan, the construction and siting of significant new campus  
12 buildings or roadways, and any substantial change to the physical environment of the  
13 campus. Any authority exercised hereunder shall be subject to the budget established for such  
14 improvement by the Board of Trustees;  
15
- 16 4. Authority to repeal or change the Bylaws reserved to them pursuant to Article XX.2,  
17 consistent with RSA 292:6 (2020);  
18
- 19 5. Merger or consolidation, or dissolution, of the Corporation, provided that such action shall be  
20 recommended by a two-thirds (2/3rds) vote of the Board of Trustees;  
21
- 22 6. The election of Members of the Corporation to the Board of Trustees; and  
23
- 24 7. When the Chair of the Corporation Members determines that a proposal or matter being  
25 considered by the Board of Trustees may fall within the Reserved Powers, the Chair of the  
26 Corporation Members shall notify the Chair of the Board of Trustees and thereafter meet  
27 with the Chair of the Board of Trustees and, if determined advisable by the Chair of the  
28 Board of Trustees, the Officers of the College identified under Article XII and/or the Chair of  
29 the Board Committee on Catholic and Benedictine Mission and Identity, to discuss the  
30 matter. If the Chair of the Corporation Members and the Chair of the Board of Trustees agree  
31 that the proposal falls within the Reserved Powers, the Chair of the Corporation Members  
32 will forward the proposal to the Corporation Members for their consideration and vote. Two-  
33 thirds majority of the Corporation Members resident at Saint Anselm Abbey as defined in  
34 Article VI shall constitute a quorum of the Corporation Members for purposes of voting  
35 pursuant to this Article IX.  
36

37 If the Chair of the Corporation Members and the Chair of the Board do not agree that the  
38 proposal falls within the Reserved Powers, the following process will take place:  
39

40 The Chair of the Corporation Members will meet with the Corporation Members for  
41 preliminary consideration as to whether or not the matter falls under Reserved Powers. No  
42 vote will be taken by the Corporation Members.  
43

44 If, following the meeting with the Corporation Members, the Chair of the Corporation  
45 Members still believes that the proposal may fall under the Reserved Powers, he shall notify  
46 the Chair of the Board of Trustees who will notify the Board of Trustees. The Chair of the

1 Board of Trustees may consult with the Board Committee on Catholic and Benedictine  
2 Mission and Identity but shall convene the Board of Trustees for consideration of the matter.  
3

4 The Chair of the Board will convey to the Corporation Members, in writing or in person, the  
5 results of the discussion of the Board of Trustees. Once the Corporation Members have  
6 received the results from the Chair of the Board of Trustees, if the Chair of the Corporation  
7 Members still believes the matter falls within reserved powers, he will bring the matter to the  
8 Corporation Members for a non-binding vote on the matter. If the Corporation Members  
9 determine by a two-thirds (2/3rds) non-binding vote of the Corporation Members in  
10 residence that the proposal falls under the reserved powers, the Chair of the Corporation  
11 Members shall notify the Chair of the Board of Trustees.  
12

13 The Chair of the Corporation Members shall invite the Officers of the College as identified in  
14 Article XII to meet with the Corporation Members to discuss the matter. After meeting with  
15 the Officers of the College, if the Chair of the Corporation Members still determines that the  
16 matter falls within Reserved Powers, he will submit the matter to the Corporation Members  
17 for final consideration. If the Corporation Members agree by a two-thirds (2/3rds) vote of  
18 the Corporation Members in residence that the matter falls within the Reserved Powers, the  
19 Chair of the Corporation Members shall notify the Chair of the Board of Trustees who shall  
20 notify the Board of Trustees. The final decision on the proposal or matter will be made by the  
21 Corporation Members.  
22

## 23 ARTICLE X

### 24 Authority and Responsibilities of the Board of Trustees 25

26 The Board of Trustees shall have the authority to perform and act as necessary or consistent in  
27 the exercise of its power and authority in the complete governance of the affairs not otherwise  
28 reserved to the Corporation Members as set forth in Article IX.  
29

30 The authority of the Board of Trustees is exercised through its general, academic, and financial  
31 policy-making functions and its responsibility for the College's financial health and welfare.  
32 The Board of Trustees shall exercise institutional authority as set forth in these Bylaws of Saint  
33 Anselm College. It shall have the authority to oversee the affairs of the College and carry out all  
34 lawful functions that are permitted by these Bylaws. This authority, exercised in consultation  
35 with the President of the College, shall include but shall not be limited to these illustrative  
36 functions:  
37

- 38 1. Support the College's mission and ensure that the College is fulfilling its mission and  
39 purposes.  
40
- 41 2. The selection and termination of the President of Saint Anselm College shall be by a vote of  
42 the Board of Trustees as follows:  
43
  - 44 a. Presidential Selection. Subject to Article XII, select and approve the President of the  
45 College, who is the College's Chief Executive Officer, and determine and approve all  
46 terms and conditions of such appointment. If an Interim President is needed, the Board

1 of Trustees shall determine the term of service for such Interim President and all terms  
2 and conditions of such appointment.  
3

4 b. Presidential Termination. Should the Board of Trustees, by a two-thirds (2/3rds) majority  
5 vote, determine that the President of the College should be removed either on its own  
6 initiative or upon the recommendations of the Trustee Overseers of Saint Anselm College  
7 as set forth in Article XI.6., the Chair of the Board of Trustees shall notify the Chair of  
8 the Corporation Members. Upon such notification, and after consultation with the Chair  
9 of the Corporation Members, the Chair of the Board is authorized to immediately remove  
10 the President of the College upon terms and conditions the Board deems appropriate.  
11

12 3. Consider, review, and approve the appointment of any Vice Presidents and Institutional  
13 Officers, and advise the President regarding the qualifications for and terms of employment  
14 of any Vice President and Institutional Officer. Prior to reviewing and approving the  
15 appointment of the Vice President of Academic Affairs and the Dean of the College or other  
16 Institutional Officer overseeing academic affairs, the Board of Trustees shall receive any  
17 comments and recommendations provided by the Faculty Senate in a manner deemed  
18 appropriate to the search for such position. Upon considering, reviewing, and approving any  
19 appointment, the Board of Trustees shall maintain a preference for appointing qualified  
20 Benedictines of Saint Anselm Abbey. Any Benedictine duly appointed shall be an employee  
21 of the College, be subject to annual performance assessments, and shall receive all  
22 appropriate benefits and assume all such liabilities in accordance with such status.  
23

24 4. Provide counsel and support to the President and annually assess his/her performance based  
25 on goals and other criteria established by the Chair of the Board, the Board of Trustees, and  
26 the Chair of the Corporation Members, in consultation with the President.  
27

28 5. Review and approve proposed significant changes in the College's academic programs and  
29 other major enterprises and affiliations, including the approval of all academic majors, the  
30 conducting of a five-year review of all majors and consider and approve whether post-  
31 graduate degrees should be offered and conferred.  
32

33 6. Review and approve all proposed revisions to the Faculty Handbook as may be proposed and  
34 review and approve all institutional policies, including but not limited to Faculty Senate  
35 Bylaws and those policies bearing on faculty appointment, promotion, tenure, and dismissal  
36 as well as personnel or anti-discrimination policies for all categories of employees.  
37 Additionally, the Board will review and approve any compensation and benefit agreements  
38 that apply to any category of employees. Unless a recommendation is made by the President  
39 for an earlier review, such policies shall be reviewed by the Board every five (5) years.  
40

41 7. Review and approve the annual budget and tuition and fees. Through an annual audit and  
42 other means, regularly monitor the College's financial condition and establish policy  
43 guidelines affecting and insuring the fiscal health of the College and all institutional assets.  
44 As part of each annual budget, certain funds shall be set aside for the hiring of new  
45 Benedictines of Saint Anselm Abbey who may not already be employees of the College,

1 provided that all new and existing positions are approved by the President of the College in  
2 accordance with Article VII.1.g.

3  
4 8. Initiate, promote, and support major fund-raising efforts for the College, and authorize the  
5 College's officers to accept gifts and bequests subject to Board policy guidelines.

6  
7 9. Authorize any debt financing, the issuance of any bonds, and approve the securitization of  
8 loans.

9  
10 10. Approve the major renovations of existing buildings; recommend the purchase or sale of land  
11 to the Corporation Members; recommend the construction of significant new campus  
12 buildings or roadways to the Corporation Members; purchase major equipment; and  
13 recommend any substantial change to the physical environment of the campus to the  
14 Corporation Members. As required by the Reserved Powers set forth in Article IX.2 and  
15 IX.3, the Board shall recommend to the Corporation Members the purchase or sale of real  
16 estate and shall recommend to the Corporation Members the approval of a campus master  
17 plan, the construction and siting of new campus facilities and roadways and the siting of  
18 significant new campus buildings or roadways, and any substantial change to the physical  
19 environment of the campus.

20  
21 11. Approve the lease of any campus real property to a third party as recommended by the  
22 President, subject to the Reserved Powers in Article IX.2.

23  
24 12. Approve such policies that contribute to the best possible environment for students to learn  
25 and develop their abilities. Unless a recommendation is made by the President for an earlier  
26 review, such policies shall be reviewed by the Board every five (5) years.

27  
28 13. Review and approve such policies that protect academic freedom and contribute to the best  
29 possible environment for the faculty to teach, pursue their scholarship, and perform public  
30 service. Unless a recommendation is made by the President for an earlier review, such  
31 policies shall be reviewed by the Board every five (5) years.

32  
33 14. Review and approve all honorary degrees as recommended by members of the college  
34 community and authorize the President to award all earned degrees as recommended by the  
35 faculty. The determination of honorary degree recipients may be delegated to a committee  
36 appointed by the Chair of the Board and such honorary degree recipients may thereafter be  
37 presented to the Board for review and approval.

38  
39 15. Serve actively as advocates for the College in appropriate matters of public policy in  
40 consultation with the President and other responsible parties as the Board shall determine.

41  
42 16. Periodically, but at least every five years, undertake assessment of the Board's performance.

43  
44 17. Perform and do all things necessary in order to fulfill the mission of the College and the  
45 responsibilities delegated by these Bylaws or otherwise required of the Board of Trustees.  
46

1 18. The Board of Trustees, either through the Chair of the Board of Trustees or by his/her  
2 delegated representative, shall provide an annual report of the Board's stewardship for the  
3 Members of the Corporation, which may be a written report or an oral report at a duly called  
4 meeting of the Corporation Members.  
5

6 19. Do all things necessary to foster and champion a diverse and inclusive community for  
7 teaching, learning and working, and to ensure that the affairs of the College be administered  
8 in a manner that promotes diversity and inclusion of all people regardless of any person's  
9 race, color, gender, religion, national origin, marital status, age, disability, sexual orientation,  
10 or veteran status and consistent with the Benedictine, Catholic principles that sustain the  
11 mission and heritage of Saint Anselm College.  
12

13 20. As requested by the Chair of the Board or upon its own initiative, refer any matter authorized  
14 under these Bylaws to the Trustee Overseers as set forth and established in Article XI,  
15 Section 6. Upon receipt of the recommendations of the Trustee Overseers, the Board may  
16 ratify, reject, or modify such recommendations or seek further assessment from the Trustee  
17 Overseers or any other person. Once the Trustee Overseers complete the purpose for which  
18 they are convened, the Board shall take final action except as provided in Article IX, in  
19 which case the Corporation Members may take final action.  
20  
21

## 22 ARTICLE XI

### 23 Membership of the Board of Trustees 24

25 1. The Chair of the Corporation Members shall be an *ex-officio* voting member of the Board of  
26 Trustees. The President of Saint Anselm College shall be an *ex-officio* non-voting member  
27 of the Board of Trustees.  
28

29 2. The Corporation Members may elect thirteen (13) people to serve on the Board of Trustees.  
30 No more than twelve (12) members of the Board of Trustees including the Chair of the  
31 Corporation Members shall be comprised of Corporation Members. The Corporation  
32 Member Trustees, other than the Chair of the Corporation Members, shall be nominated and  
33 elected solely by the Corporation Members from among their number to three-year terms  
34 with no limit on the number of terms to which they may be elected. Neither the Corporation  
35 Member Trustees, nor any Member-Elected Trustee pursuant to this section shall be subject  
36 to the nomination procedure set forth at Article XI.4. Any non-Member elected by the  
37 Corporation Members to serve on the Board of Trustees shall be limited to three consecutive  
38 three-year terms. A non-Member Member-Elected Trustee who has served three consecutive  
39 three-year terms on the Board may be reappointed after one year off the Board, with the  
40 consent of the Chair of the Board and the Chair of the Corporation Members before being  
41 considered by the Committee on Trusteeship. Before being elected by the Corporation  
42 Members, the name of any non-Member Trustee candidate will be submitted to the  
43 Committee on Trusteeship for its review and non-binding recommendation to the  
44 Corporation Members. The purpose of the review is to consider and provide feedback on the  
45 following: (1) skills, knowledge, and expertise; (2) ability to understand and discharge  
46 fiduciary duties as Trustees; and (3) diversity. Beginning in November 2020, Member-

1 Elected Trustees on average will fill two out of every three vacancies as they arise until  
2 Member-Elected Trustees have reached their maximum of thirteen (13) no later than the  
3 October 2023 Board meeting.  
4

- 5 3. No more than twenty-six (26) other persons shall serve on the Board of Trustees. Their term  
6 of office shall be for three years and may be renewed twice. A trustee who has served three  
7 consecutive three-year terms on the Board may be reappointed after one year off the Board,  
8 with the consent of the Chair of the Board and the Chair of the Corporation Members before  
9 being considered by the Committee on Trusteeship.

10  
11 If there are fewer than twenty-six (26) Trustees who are not Corporation Members, a  
12 proportional number of Corporation Member Trustees will be non-voting Trustees so that the  
13 number of voting Corporation Member Trustees is no more than one-third of the total voting  
14 members of the Board of Trustees. In this instance, the Chair of the Corporation Members  
15 shall determine which of the Trustees who are Corporation Member Trustees shall have  
16 voting rights.  
17

- 18 4. Nominations for membership shall be presented to the Board of Trustees by a committee on  
19 trusteeship designated by the Chair of the Board pursuant to Article XVI, Section 1. The  
20 names of candidates for nomination as Trustees pursuant to Section 3 of this Article XI will  
21 be submitted to the Chair of the Corporation Members for his review before they are  
22 considered by the Committee on Trusteeship. If the Chair of the Corporation Members in his  
23 sole discretion objects to a candidate for nomination at any time during the nominating  
24 process, the candidate shall not be considered by the Committee on Trusteeship, the  
25 Executive Committee, or the Board of Trustees, such objection being limited to one  
26 candidate if there are up to five seats open during the year or two candidates if there are six  
27 or more seats open during the year. All appointments to the Board of Trustees shall be made  
28 by the Chair of the Corporation Members, and from those individuals approved by the Board  
29 of Trustees. Within ten (10) days of the vote of the Board of Trustees approving such  
30 nomination, the Chair of the Corporation Members shall make such appointment.  
31 Membership shall become effective on the date the nominee accepts invitation to the Board.  
32 The nominee's first three-year term shall commence on the date of the first regularly  
33 scheduled meeting of the Board following acceptance.  
34

- 35 5. A trustee may be removed by a majority vote of the Board.  
36

- 37 6. Trustee Overseers of Saint Anselm College. The Trustee Overseers of the College may be  
38 created by the Chair of the Board of Trustees or by the Chair of the Corporation Members, as  
39 may be appropriate. The Chair of the Board of Trustees shall also convene the Trustee  
40 Overseers upon the recommendation of the Board of Trustees pursuant to Article XIII,  
41 Section 3. The Trustee Overseers shall include the Chair of the Corporation Members and  
42 the Chair of the Board of Trustees. The Trustee Overseers shall also include six additional  
43 Trustees: three selected by the Chair of the Corporation Members who shall select Trustees  
44 who are Members of the Corporation and three selected by the Chair of the Board who shall  
45 be non-Corporation Members. Three Members of the Corporation and three non-Member  
46 trustees shall constitute a quorum for the transaction of business at any meeting of the

1 Trustee Overseers. Meetings of the Trustee Overseers may be held at the call of the Chair of  
2 the Board of Trustees, the Chair of the Corporation Members, or two thirds (2/3rds) of the  
3 Trustees who are Trustee Overseers.  
4

5 a. The Trustee Overseers shall only be created and convened for a specific purpose as  
6 specifically authorized hereunder and the composition of the Trustee Overseers may  
7 change as determined by agreement of the Chair of the Board of Trustees and the Chair  
8 of the Corporation Members. The Trustee Overseers are to consider and assess and make  
9 recommendations to the Board of Trustees as set forth herein. The Trustees appointed as  
10 Trustee Overseers shall serve for that purpose and as long as needed to fulfill the request  
11 of the Chair of the Corporation Members or the Chair of the Board of Trustees. The  
12 Trustee Overseers are authorized to assess and make recommendations in the following  
13 areas:  
14

15 i) In the event of a vacancy for the President of the College, the Trustee Overseers shall  
16 consider any member of Saint Anselm Abbey presented by the Chair of the  
17 Corporation Members to the Chair of the Board of Trustees. If the Trustee Overseers  
18 determine by a majority vote that a Member of Saint Anselm Abbey is qualified to be  
19 President of the College, the Trustee Overseers shall receive comments from the  
20 faculty and administration in a manner determined appropriate by the Trustee  
21 Overseers and thereafter make a recommendation to the Board of Trustees for  
22 consideration.  
23

24 ii) The Trustee Overseers by a vote of at least five (5) Trustee Overseers shall make a  
25 recommendation on the selection of an interim President, to the Board of Trustees.  
26

27 iii) The Trustee Overseers shall meet and determine whether any reason to remove the  
28 President, with or without cause, exists. Upon a determination by a vote of at least  
29 five (5) Trustee Overseers that the President's employment should be terminated, the  
30 Trustee Overseers shall make a recommendation to the Board of Trustees.  
31  
32

## 33 ARTICLE XII

### 34 Officers of the College

35

- 36 1. The Officers of the College shall be the Chair, Vice-Chair, Secretary, and Treasurer of the  
37 Board of Trustees, and the President of the College.  
38
- 39 2. From those Trustees mentioned in Article XI.3 the Board shall elect biennially a Chair, Vice-  
40 Chair, a Secretary, and a Treasurer for a term of two (2) years. These officers may be re-  
41 elected without limitation during their terms on the Board. If an officer is elected with only  
42 one year remaining on a term, that officer's term on the Board shall be extended for an  
43 additional year. The Trustee will only be eligible for one one-year extension. The Board may  
44 create such other officers or committees as it shall determine necessary in the conduct of its  
45 affairs, appoint such committees and designate officers to fill such offices, fill vacancies in  
46 any office or committee, delegate to one or more officers any of the duties of another officer

1 or officers, and prescribe the duties of any officer or committee. If neither the Chair nor the  
2 Vice Chair have been appointed or are available to exercise their duties as set forth in  
3 subsections (3) and (4) below or as otherwise conferred by these Bylaws, the President of the  
4 College shall exercise such duties until such time as either the Chair and Vice-Chair are  
5 appointed or available.  
6

7 3. Authority and Responsibilities of the Chair of the Board. The Chair shall preside at all  
8 meetings of the Board and Executive Committee. The Chair shall also appoint such  
9 committees and perform such other duties as may be directed by the Board. The Chair will  
10 serve as an *ex officio* voting member of all other committees of the Board and have other  
11 duties as the Board may prescribe from time to time. The Chair of the Board may appoint  
12 faculty or students or other persons to serve on any Committees of the Board; provided,  
13 however, that any person appointed by the Chair of the Board who is not a Trustee shall be a  
14 non-voting member of the Committee. The Chair of the Board shall make the determination  
15 whether a matter falling within the scope of Article XI, Section 6 shall be reviewed by the  
16 Trustee Overseers prior to submission to the Board of Trustees for final action. If the Chair  
17 of the Board elects to refer a matter to the Trustee Overseers, the Chair of the Board shall  
18 notify the Board of Trustees of such election. Alternatively, the Chair of the Board may  
19 request the Trustees to consider the matter or make the referral to the Trustee  
20 Overseers. Any matter so concluded by the Board of Trustees shall be reported by the Chair  
21 of the Board to the Chair of the Corporation Members together with any and all resolutions  
22 or recommendations passed by the Board of Trustees. The Chair of the Board shall also  
23 review with the Chair of the Corporation Members every two (2) years the process regarding  
24 consideration and exercise of Reserve Powers and shall provide a report to the Board of  
25 Trustees.  
26

27 4. Authority and Responsibilities of the Vice-Chair. The Vice-Chair shall perform such duties  
28 as shall be assigned by the Board of Trustees. The Vice-Chair shall, in the case of the death,  
29 disability or absence of the Chair, perform all the duties of the latter and be vested with  
30 his/her powers.  
31

32 5. Authority and Responsibilities of the Secretary. The Secretary shall ensure that the Board of  
33 Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly  
34 published as necessary, that minutes of Board and Executive Committee meetings are  
35 accurate and promptly distributed to all trustees, that meetings are properly scheduled and  
36 trustees notified, and that Board policy statements and other official records are properly  
37 maintained. The Secretary shall perform other duties as prescribed from time to time by the  
38 Board and may be assisted in all duties by a staff member designated by the President. The  
39 Secretary shall occupy the role of Parliamentarian of the Board.  
40

41 6. Authority and Responsibilities of the Treasurer. The Treasurer shall ordinarily serve as Chair  
42 of the Finance Committee of the Board of Trustees and otherwise serve as the key leader of  
43 the Board on all financial management policy matters. He or she shall ensure that all  
44 Trustees regularly receive appropriate and comprehensible financial reports from the  
45 administration of the College that include comparisons of revenues and expenditures with  
46 both the approved annual budget and the preceding fiscal year for the same time periods.

1 The Treasurer shall ensure that other financial reports, including those for special or major  
2 board-approved expenditures, college investments, and annual or special audits, are provided  
3 to all Trustees in a timely manner for review and discussion as appropriate. He or she shall  
4 work closely with the chief financial officer of the College, the Board-approved auditor, and  
5 the investment and audit committees of the Board as appropriate or necessary.  
6

7 7. The President.  
8

9 a. The Chair of the Corporation Members may present to the Chair of the Board of Trustees  
10 a Benedictine of Saint Anselm Abbey to serve as President. The Chair of the Board of  
11 Trustees shall either present the candidate to the Board of Trustees or convene the  
12 Trustee Overseers for review of the candidate. If the Trustee Overseers agree by a  
13 majority, the candidate shall be presented to the Board of Trustees for consideration. A  
14 qualified Benedictine of Saint Anselm Abbey, upon nomination by the Chair of the  
15 Corporation Members and presentment by the Trustee Overseers shall be given due and  
16 substantial consideration in respect of the significance of the mission. If no such  
17 candidate is presented by the Chair of the Corporation Members, recommended by the  
18 Trustee Overseers, or if the Board of Trustees does not approve the Benedictine of Saint  
19 Anselm Abbey, the President shall be selected as set forth in 7.b.  
20

21 b. A committee, selected by the Chair of the Board and the Chair of the Corporation  
22 Members, shall work together to establish the process and qualifications under which a  
23 President shall be selected, and thereafter presented to and approved by the Board of  
24 Trustees and appointed by the Chair of the Corporation Members in accordance with  
25 Article VII.1.f. The Committee shall include at least two members of the faculty  
26 recommended by the faculty to the Chair of the Board and the Chair of the Corporation  
27 Members. Once the final candidate or candidates for President are determined, the Board  
28 of Trustees shall solicit and consider input provided by the faculty and the Faculty Senate  
29 representatives about those candidates in a manner appropriate to the search.  
30

31 c. In the event of a Presidential vacancy and an Interim President is needed to serve, the  
32 Chair of the Board of Trustees and Chair of the Corporation Members shall meet and  
33 confer as to whether there is an internal candidate who can serve on an interim basis,  
34 which candidate shall thereafter be presented to the Board of Trustees. If the Chair of the  
35 Board of Trustees and Chair of the Corporation Members are not in agreement, the  
36 Trustee Overseers shall make a recommendation to the Board of Trustees as to whether  
37 an internal or external candidate should serve on an interim basis.  
38

39 d. The President of the College shall be the Chief Executive Officer of the College and shall  
40 have the general powers and duties usually vested in the office of president of a college  
41 and a chief executive officer, including but not limited to, the signing authority for all  
42 contracts and third-party obligations of the College, upon the exercise of which, if  
43 necessary, the seal of the College may be affixed. In the exercise of his office the  
44 President reports directly to and is exclusively responsible to the Board of Trustees. The  
45 President shall have the general and active management, control and direction of the  
46 business operations, educational activities and all other affairs of the College and shall

1 exercise such powers and duties consistent with the mission of the College. The  
2 President's authority includes responsibilities for all College educational and managerial  
3 affairs, including the appointment and continuing employment of the faculty. The  
4 President is responsible for leading the College, overseeing, and with the faculty,  
5 developing, and implementing the academic vision. The President is responsible for  
6 leading the College's future initiatives consistent with its mission and identity. The  
7 President shall hire all Vice-Presidents and Institutional Officers, subject to the approval  
8 of the Board of Trustees set forth in Article X.3.  
9

- 10 e. In all events of hiring of Vice-Presidents or other Institutional Officers, the President  
11 shall follow the procedures set forth in this subsection prior to conducting a search  
12 process or proposing an internal candidate. The President shall inform the Chair of the  
13 Corporation Members of a vacancy or any new position at this level and if the Chair of  
14 the Corporation Members has a qualified Benedictine of Saint Anselm Abbey for such a  
15 position, he shall propose that Benedictine to the President. If such candidate is found  
16 satisfactory by the President for the position, which determination is within the sole  
17 discretion of the President, he shall be proposed to the Board of Trustees for  
18 consideration and, if approved, appointed by the President and Chair of the Corporation  
19 Members.  
20
- 21 f. All Vice-Presidents, Institutional Officers, members of the administration, faculty and  
22 staff serve at the pleasure of the President; however, any Benedictine of Saint Anselm  
23 Abbey may be removed from his position by either the Chair of the Corporation  
24 Members or the President.  
25
- 26 g. Subject to these Bylaws the President shall appoint qualified Benedictines of Saint  
27 Anselm Abbey as members of the faculty, staff, and administration at all levels below  
28 Vice President or Institutional Officers of Saint Anselm College who shall serve at the  
29 pleasure of both the Chair of the Corporation Members and the President. Such  
30 appointments may be made without the approval of the Board of Trustees provided the  
31 appointment is made after approval by the President in consideration of the needs of the  
32 College and within any budget approved by the Board of Trustees pursuant to Article  
33 X.7. Prior to approving the appointment, the President shall find the Benedictine duly  
34 qualified and he shall approve the position, job title, job description and compensation.  
35 To the extent that the Chair of the Corporation Members and the President agree as to the  
36 qualifications of Benedictine, no appointment shall be made to a faculty position without  
37 the President consulting with and receiving input from the relevant faculty department.  
38 The Chair of the Corporation Members and the President shall meet twice annually  
39 regarding planning for the appointments of the Benedictines to the College faculty or  
40 staff. The Chair of the Corporation Members acknowledges that any Benedictine duly  
41 appointed will be an employee of the College, subject to performance reviews and the  
42 standard employment policies, handbooks, and legal requirements of the College.  
43
- 44 h. The President is responsible for implementing Board policies, keeping the Board and the  
45 Members of the Corporation informed on appropriate matters, consulting with the Board  
46 in a timely fashion on matters appropriate to its governance, policy-making and fiduciary

1 functions, and serving as the key spokesperson for the College. The President shall have  
2 authority on behalf of the Trustees to perform all acts consistent with his powers and  
3 duties. The President shall be authorized to execute all documents of the College and the  
4 Board consistent with Board policies and the best interests of the College not otherwise  
5 reserved to the Chair of the Corporation Members under Article VII.1.i. The President,  
6 or the Chief Financial Officer and Vice President for Finance of the College, shall  
7 prepare and present, upon advice of the Finance Committee of the Board of Trustees, the  
8 annual budget for the operation of the college and present a formal report on the  
9 condition of said college at each annual and regular meeting of the Board of Trustees.

- 10 i. Prior to recommending to the Board of Trustees any long-term (one (1) year or longer)  
11 lease of any campus real property to an unrelated third property, the President shall  
12 consult with the Chair of the Corporation Members. The Chair of the Corporation  
13 Members thereafter shall notify the Corporation Members of the lease, its terms and  
14 duration, consistent with Article IX.2.

15 The President serves at the pleasure of the Board of Trustees to lead the College in all  
16 facets including as the messenger of its Catholic and Benedictine identity and nothing  
17 herein prevents the Board of Trustees from removing the President, with or without  
18 cause, by a two-thirds (2/3rds) vote of the Trustees on its own initiative.

- 19  
20 j. The President serves as an *ex officio* non-voting member of all Board committees except  
21 the Audit Committee.  
22  
23

## 24 ARTICLE XIII

### 25 Meetings of the Board

26

- 27 1. The Board of Trustees shall hold an annual meeting and other regular and special meetings as  
28 determined by the Chair of the Board, the Board as set forth in XIII.4, or the President. At  
29 annual meeting and at least two other regular meetings shall be held every year.  
30  
31 2. Written notice stating the place, date and hour of the annual and regular meetings of the  
32 Board shall be delivered to each member either personally, by mail, email, or by any other  
33 method of communication at least five (5) calendar days in advance of the meeting. In the  
34 case of meetings held without prior notice satisfying this provision, a written waiver of  
35 notice, executed by two-thirds majority of the Board of Trustees, before or after the meeting,  
36 shall be deemed equivalent to notice of the meeting.  
37  
38 3. A majority of members of the Board of Trustees shall constitute a quorum for the transaction  
39 of business at any meeting of the Board of Trustees. Except as otherwise provided by law or  
40 these Bylaws, a vote of the majority of those members of the Board of Trustees present shall  
41 be valid and sufficient to transact any business coming before the Board of Trustees.  
42  
43 4. Special meetings may be held at the call of the Chair of the Board, the President, or one third  
44 of the trustees. The Chair or Secretary of the Board of Trustees or such person as designated

1 by the Chair or Secretary, shall send written notice via email of such special meetings to all  
2 trustees, along with a clear statement of purpose, at least three (3) calendar days in advance  
3 unless two-thirds of the Trustees indicate that an earlier date is preferable. Business at such  
4 special meetings shall be confined to the purpose stated in the notice. In the case of special  
5 meetings held without prior notice satisfying this provision, a written waiver of notice,  
6 executed by two-thirds majority of the Board of Trustees, before or after the meeting, shall  
7 be deemed equivalent to notice of the meeting.  
8

9 5. On matters pertaining to the areas of the College in which he works, a Corporation Member  
10 who is also a member of the Board of Trustees will recuse and absent himself from that  
11 portion of the [Board] meeting either voluntarily or by order of the Chair of the Board of  
12 Trustees and he will not attend or participate in the deliberations of, or vote on, those matters;  
13 provided any such Corporation Member Trustee may remain at the request of the Chair of the  
14 Board to respond to any questions from other Trustees. However, Corporation Member  
15 Trustees may vote on the annual budget. Any Corporation Member Trustee who is also an  
16 employee of the College shall recuse and absent himself from the deliberations regarding,  
17 and any vote pertaining to, the performance, any review, and possible termination of the  
18 President or any appointment or review of any Vice President or other Institutional Officer to  
19 whom the Member may directly or indirectly report. At all times Corporation Member  
20 Trustees shall be permitted to vote on matters reserved to the Corporation Members pursuant  
21 to Article IX that also may be before the Board of Trustees.  
22

23 6. Any action required or permitted to be taken at a meeting of the Board of Trustees may be  
24 taken without a meeting if a consent is obtained in writing, setting forth the action so taken,  
25 and is signed by all trustees then in office. Such written consent may be obtained by  
26 facsimile signature, or a transmittal via email of a scanned or photographed signature page.  
27 When such action is taken in writing, execution is permitted in counterparts. Such consent  
28 shall have the same force and effect as an affirmative vote at a meeting duly called. The  
29 signed consents, or signed copies, shall be placed in the minute book.  
30

31 7. Trustees may participate in, hold and vote at a meeting by means of a live video meeting  
32 (e.g., Zoom, MS Teams) or a telephonic conference call or similar communications  
33 equipment by means of which all persons participating in the meeting can simultaneously  
34 hear each other during the meeting. Participation in such a meeting at the commencement  
35 thereof or during shall constitute presence in person at the meeting.  
36  
37

#### 38 ARTICLE XIV

##### 39 Executive Committee

40

41 1. The Executive Committee shall include the Chair of the Board, Vice Chair, Secretary,  
42 Treasurer, the President of the College, and the Standing and Special Committee Chairs  
43 established pursuant to Articles XV and XVI, all of whom shall be voting trustees, appointed  
44 by the Chair of the Board. The Chair of the Corporation Members shall serve as an *ex officio*  
45 voting member of the Executive Committee. If no other Corporation Member is serving on  
46 the Executive Committee, a Corporation Member Trustee will be appointed by the Chair of

1 the Board as an *ex officio* voting member. The purpose of the Executive Committee is  
2 threefold:

- 3
- 4 a. It shall have the authority to take action on matters that cannot or should not be deferred  
5 to the Board's next scheduled meeting. The Executive Committee shall oversee the work  
6 of Board committees, the College's planning process and progress on planning goals, the  
7 Board's responsibility to advise and support the President and annually assess his/her  
8 performance.
- 9
- 10 b. It shall serve as the Board's agent in helping the President to address business between  
11 regular Board meetings.
- 12
- 13 c. It shall assist the Chair of the Board and the President with their joint responsibility to  
14 help the Board function effectively and efficiently by suggesting Board meeting agenda  
15 items and by periodically assessing the quality of committee work.
- 16
- 17 2. The committee shall meet as often as necessary to conduct its business as the Chair and  
18 President determine, provided that the Executive Committee shall meet no fewer than four  
19 (4) times a year. As to any action taken on matters that cannot or should not be deferred to  
20 the Board's next scheduled meeting, the Chair shall ensure that minutes are taken and  
21 promptly distributed to all trustees. At the next scheduled meeting of the Board of Trustees  
22 the action shall be reported on and deemed ratified. A majority of voting trustee committee  
23 members shall constitute a quorum.
- 24
- 25

26 ARTICLE XV

27 Board Committees

- 28
- 29 1. The Board shall establish such standing and ad hoc committees as it deems appropriate to the  
30 discharge of its responsibilities. Each standing committee shall have a written statement of  
31 purpose and primary responsibilities as approved by the Board, and such rules of procedure  
32 or policy guidelines as it or the Board, as appropriate, approves. Each standing committee  
33 shall annually review such statements for their appropriateness and adequacy.
- 34
- 35 2. The Chair of the Board shall have the responsibility to appoint the Chairs, Vice-Chairs, and  
36 members of all Board committees including those members of the Executive Committee who  
37 do not serve *ex officio*. All committee Chairs, Vice-Chairs, and committee members shall be  
38 trustees unless otherwise set forth in these Bylaws. The Chair of the Board shall appoint at  
39 least one Corporation Member-Elected Trustee to each standing or special committee so long  
40 as there is no conflict of interest as determined by the Chair of the Board in consultation with  
41 the Chair of the Corporation Members. Only trustees may vote on any matter before any  
42 committee.
- 43
- 44 3. Each standing and Special Purpose committee shall have at least one administrative staff  
45 advisor, as designated by the President, to assist it with its work. Each committee may also  
46 consult with one or more members of the Faculty as designated by the Chair of the Board

1 upon recommendation by the President. Unless the member of the Faculty is a member of  
2 the Board of Trustees, the Faculty member shall, at the Chair of the Board's invitation, serve  
3 in a consulting capacity and shall not vote on any matters requiring a vote of the committee.  
4 Each committee shall meet annually and as needed and report regularly on its work and  
5 recommendations to the Board of Trustees. All committees shall keep minutes of their  
6 meetings.  
7

## 8 9 ARTICLE XVI

### 10 Composition, Purposes, and Responsibilities of Special Purpose Committees

#### 11 12 1. Committee on Trusteeship

- 13  
14 a. The Committee on Trusteeship shall have at least five members, including two  
15 Corporation Member-Elected Trustees, one of whom shall be the Chair of the  
16 Corporation Members and one third if there are seven or more Committee members. The  
17 committee's Chair, Vice-Chair, and members shall be appointed for renewable one-year  
18 terms by the Chair of the Board. The Committee on Trusteeship shall establish its own  
19 rules of procedure in consultation with the Chair of the Board, President of the College,  
20 and the Board of Trustees.  
21
- 22 b. The purpose of the committee on trusteeship is as follows:
- 23
- 24 i) Ensure that the Board's membership and leadership consists of highly qualified  
25 and committed individuals.  
26
  - 27 ii) Ensure that new trustees are provided with an orientation program within the first  
28 year of their term regarding the Catholic and Benedictine mission and identity of  
29 the College and the relationship between the Corporation Members and the Board  
30 of Trustees, which shall be conducted by the Chair of the Members or his  
31 designee.  
32
  - 33 iii) Periodically recommend initiatives by which the Board shall assess its  
34 performance.  
35
  - 36 iv) Review the performance of incumbent trustees and Board officers who are  
37 eligible for reelection.  
38
  - 39 v) Maintain a list of qualified candidates for possible nomination and consider  
40 cultivation strategies for promising trustee candidates.  
41
  - 42 vi) Following approval by a majority of the Committee, recommend qualified  
43 candidates for approval by the Executive Committee and then to the Board of  
44 Trustees.  
45

1           vii) Consider and recommend to the Chair of the Board whether any person should  
2           serve in an ex officio non-voting capacity on the Board of Trustees or on any  
3           Committees of the Board.  
4

5           c. The committee shall meet as often as necessary to conduct its business. It shall seek the  
6           assistance of all trustees in the course of meeting its responsibilities in accordance with  
7           these Bylaws and its own rules of procedure, as adopted by the Board of Trustees. A  
8           majority of the committee's members shall constitute a quorum.  
9

10       2. Academic Affairs Committee.

11  
12           a. The Academic Affairs Committee shall have at least five (5) trustee members and may  
13           include other members, appointed by the Chair of the Board after consultation with the  
14           President. The Academic Affairs Committee shall establish its own rules of procedure in  
15           consultation with the Chair of the Board, President of the College, and the Board of  
16           Trustees.  
17

18           b. The academic affairs committee shall:

19  
20           i) Upon consultation with the President, recommend to the Board of Trustees any  
21           new academic majors and degrees.  
22

23           ii) Review and recommend to the Board of Trustees promotion and tenure  
24           recommendations from the President.  
25

26           iii) Perform all functions as may be set forth in the Faculty Handbook or the Rank &  
27           Tenure Bylaws.  
28

29           iv) Recommend changes to the Faculty Handbook to be considered by the Faculty  
30           Senate.  
31

32           v) Perform such other functions as may be recommended by the Faculty Senate or  
33           the President; provided, however, that the authority of the Academic Affairs  
34           committee shall not be expanded beyond the authority conferred herein or as may  
35           otherwise be approved by the Board of Trustees.  
36

37       3. Committee on Catholic and Benedictine Mission and Identity.

38  
39           a. The Catholic and Benedictine Mission and Identity Committee shall consist of at least  
40           five Trustees, of which at least one-third shall be Corporation Members who are also  
41           Trustees. The Committee may consult with other individuals from the campus  
42           community who are not Trustees, who all shall be designated by the Chair of the Board  
43           after consultation with the President and Chair of the Corporation Members. The  
44           Catholic and Benedictine Mission and Identity Committee shall establish its own rules of  
45           procedure in consultation with the Chair of the Board, President of the College, the Chair  
46           of the Corporation Members, and the Board of Trustees.

- 1           b. The Catholic and Benedictine Mission Committee shall be concerned with the  
2           preservation and enhancement of the distinctive Catholic and Benedictine educational  
3           mission of the College in all its facets. The Committee shall provide an annual report to  
4           the Board of Trustees and shall be a resource for the Board.  
5  
6

7   ARTICLE XVII  
8   Indemnification  
9

- 10   1. The Corporation shall indemnify and assume the defense of, to the fullest extent authorize  
11   under New Hampshire law, its trustees, officers and committee members and its former  
12   trustees, officers and committee members and their respective heirs, executors, and  
13   administrators (individually referred to as "Indemnitee" and collectively referred to as  
14   "Indemnitees"), for any and all claims, judgments and assessments and reasonable costs and  
15   expenses, including attorney's fees, incurred by or imposed upon them in connection with  
16   any legal action, lawsuit or regulatory proceedings ("Proceedings") to which they may be a  
17   party or with which they shall be threatened by reason of their being or having been trustees,  
18   officers or committee members. except in relation to matters to which it is finally adjudged in  
19   such proceeding or, in the case of a settled matter an independent evaluation determines, such  
20   individual either: (a) intentionally and knowingly breached his or her fiduciary responsibility  
21   to the College; (b) intentionally and knowingly acted in a manner which was not in good  
22   faith, or failed to act in a manner which was in good faith, or which involved intentional  
23   misconduct or a knowing violation of law or the College's bylaws; or (c) derived an  
24   improper personal benefit from the conduct in question as described in N.H. RSA 7:19.  
25  
26   2. To receive indemnification, the Indemnitee shall submit to the President of the College a  
27   written request, including therein or therewith such documentation and information as is  
28   reasonably available to such Indemnitee and reasonably necessary to determine such  
29   Indemnitee's entitlement to indemnification. Upon receipt by the President of a written  
30   request for indemnification, a determination with respect to an Indemnitee's request shall be  
31   made: (1) by the College's Board of Trustees by a majority vote of a quorum consisting of  
32   trustees who are not parties to such action, suit or proceeding, even though less than a  
33   quorum of the full Board; or (2) by a committee of such trustees designated by majority vote  
34   of such trustees, even though less than a quorum; or (3) if there are no such trustees, or if  
35   such trustees so direct, by independent legal counsel (selected by a majority of trustees) in a  
36   written opinion. The determination of a Indemnitee's entitlement to indemnification shall be  
37   made within a reasonable time, and in any event within no more than 60 days, after receipt  
38   by the College of a written request for indemnification, together with the supporting  
39   documentation required hereby, and such determination shall specify whether the College  
40   elects to assume the direct defense of the Indemnitee or to reimburse the Indemnitee for the  
41   Indemnitee's reasonable expenses incurred in defending the Proceeding. The burden of  
42   establishing that an Indemnitee is not entitled to be indemnified shall be on the College.  
43  
44   3. In assuming the defense of the Indemnitee, reasonable expenses incurred in defending a  
45   Proceeding shall be paid by the College in such Proceeding within 30 days after receipt by  
46   the College of a statement requesting payment of such expenses as submitted by the

1 Indemnitee from time to time. Each such statement shall evidence the expenses incurred by  
2 the Indemnitee through the submission date and shall include an undertaking by or on behalf  
3 of the Indemnitee to repay such expenses if it shall ultimately be determined, by final judicial  
4 decision from which there is no further right to appeal, that the Indemnitee is not entitled to  
5 be indemnified by the College as authorized by the College's bylaws and these resolutions.  
6 The burden of establishing that an Indemnitee is not entitled to payment of expenses shall be  
7 on the College. Any such payment shall not be deemed to be a loan or extension or  
8 arrangement of credit by or on behalf of the College;  
9

- 10 4. The College shall purchase and continue in full force and effect an insurance policy  
11 providing Trustees and Officers liability insurance to which the Indemnitees shall be named  
12 insureds. The Board shall adopt such policies and procedures to implement this Article  
13 XVII, including, but not limited to, establishing Trustees and Officers liability insurance  
14 policy limits.  
15  
16 5. The College's obligation, if any, to indemnify or pay expenses to any Indemnitee under the  
17 Bylaws or any resolution adopted by the Board of Trustees shall be reduced to the extent  
18 such Indemnitee has otherwise received payment (under any insurance policy, indemnity  
19 clause, bylaw, agreement, vote or otherwise).  
20  
21 6. The foregoing right of indemnification shall not be deemed exclusive of any other rights to  
22 which any trustee, officer or committee member may otherwise be entitled as a matter of law  
23 or contract.  
24  
25 7. The right to be indemnified and defended by the College hereunder shall be defined as  
26 broadly as possible.  
27

28  
29 ARTICLE XVIII  
30 Conflict of Interest

31  
32 No trustee of the Board shall receive, directly or indirectly, any salary, compensation, or  
33 emolument from the College in any capacity, except for Member trustees who are employees of  
34 the College, or unless authorized by the concurring vote of a majority (unless a greater  
35 percentage vote is required by New Hampshire law) of all trustees then in office. All contracts  
36 with the College or compensation paid to any trustee shall be done in accordance with Board's  
37 Conflict of Interest Policy and in compliance with New Hampshire law.  
38

39  
40 Article XIX  
41 Miscellaneous

42  
43 1. Books and Records

44  
45 Saint Anselm College shall maintain books and records of account and minutes of the  
46 proceedings of its Board of Trustees and committees having any of the authority of the Board of

1 Trustees, executed consents evidencing all actions taken by the Board of Trustees without a  
2 meeting, and waivers of notice of all meetings of the Board of Trustees and its committees. In  
3 addition, Saint Anselm College shall keep copies of all records required to be kept under New  
4 Hampshire law.

5  
6 2. Fiscal Year

7  
8 The Board of Trustees is authorized to fix the fiscal year of Saint Anselm College and to change  
9 the year from time to time as it deems appropriate.

10  
11 3. Tax Exempt Status

12  
13 The affairs of Saint Anselm College shall at all times be conducted in such a manner as to assure  
14 the College's status as an organization qualifying for exemption from tax pursuant to Section  
15 501(c)(3).

16  
17 4. Dissolution

18  
19 Upon the dissolution or other termination of existence of Saint Anselm College, the assets of the  
20 College shall be distributed to Saint Anselm Abbey, a New Hampshire 501(c)(3) corporation or,  
21 if it is not in existence, or if it declines acceptance, to one or more other organizations qualified  
22 as a tax exempt organization pursuant to Section 501(c)(3), as determined by the Board of  
23 Trustees at the time. Nothing herein, however, shall permit the distribution of assets that is  
24 otherwise not authorized by or in accordance with the laws of the State of New Hampshire.

25  
26 5. Internal Revenue Code

27  
28 All references in these Bylaws to sections of the Internal Revenue Code shall be considered  
29 references to the Internal Revenue Code of 1986, as from time to time amended, and to the  
30 corresponding provisions of any applicable future United States Internal Revenue Law.

31  
32 6. Definitions

33  
34 For purposes of these Bylaws, these definitions shall apply:

35  
36 "Institutional Officers" shall mean Vice Presidents (including but not limited to any vice  
37 president, senior vice president or executive vice president), Provosts and Deans.

38  
39 "Major renovation" as used in Article X.10, shall mean any improvement to a building, structure  
40 or facility that changes the existing use of such building, structure or facility or constitutes a  
41 repair, modification or upgrade that has not otherwise been approved by the Board in the annual  
42 budget.

43  
44 "Major equipment" as used in Article X.10, shall mean the purchase, lease or installation of any  
45 equipment or technology that has not been approved by the Board in the annual budget.

1 “Review and approve” shall mean to assess the recommended action, analyze, and deliberate as  
2 to the outcome and arrive at a conclusion, which may or may not be consistent with the  
3 recommendation offered. The deliberation process may also entail seeking further consultation  
4 or information from the individual(s) making the recommendation and/or feedback from other  
5 affected stakeholders, as may be determined in the sole discretion of the decision maker.  
6

7 “Significant new campus buildings” as used in Article IX.3 and Article X.10 shall mean any  
8 new, permanent building, structure or facility that has not been previously approved as part of  
9 the campus master plan.  
10

11 7. These Bylaws shall take precedence over all other institutional documents and policy  
12 statements. To the extent any document and policy statement approved by the Board of  
13 Trustees (including but not limited to the Faculty Handbook) or any action taken by any  
14 Committee established by the Board of Trustees hereunder conflicts with or is inconsistent  
15 with these Bylaws or an ambiguity is otherwise created, these Bylaws shall take precedence  
16 and shall control the governance of Saint Anselm College.  
17

## 18 Article XX

### 19 Review and Amendment of Bylaws

- 20
- 21 1. These Bylaws shall be reviewed periodically by the Chair of the Board of Trustees with the  
22 Executive Committee. The Chair of the Board of Trustees and Executive Committee shall  
23 recommend proposed changes and amendments to the Board of Trustees for their  
24 consideration.  
25
  - 26 2. The Board of Trustees may alter, amend or repeal the bylaws or adopt new bylaws subject to  
27 the power of the Corporation Members to repeal or change by a two-thirds (2/3rds) vote of  
28 those Corporation Members in residence at Saint Anselm Abbey, consistent with RSA 292:6  
29 (2020).  
30
  - 31 3. These Bylaws will be reviewed by the Corporation Members and the Board of Trustees every  
32 five years from the adoption of any restated and amended Bylaws.  
33  
34  
35

## 36 Article XXI

### 37 Non-Discrimination

38 Consistent with the Benedictine, Catholic principles that sustain the mission and heritage of Saint  
39 Anselm College, no one acting on behalf of the College or in administering the affairs of the  
40 College, shall discriminate against any student, faculty, staff, vendor, or contractor on the basis  
41 of the individual’s race, color, gender, religion, national origin, marital status, age, disability,  
42 sexual orientation, or veteran status.  
43

44 <End>  
45  
46