

The Bylaws of Saint Anselm College

approved 27 January 2009, as amended and restated October 15, 2015, February 6, 2017

ARTICLE I

Name

The name of this Corporation shall be “Saint Anselm College.”

ARTICLE II

Place of Business

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

ARTICLE III

Purpose & Definitions

The object and aim of this Corporation is the conducting of Saint Anselm College. Saint Anselm College is an educational corporation, established by charter granted on 1 August 1889 and is an independent, private, Catholic institution. The purposes of the Corporation are exclusively charitable, educational, religious, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in its charter and these Bylaws, including all power and authority granted by the laws of New Hampshire within and subject to the limits of Section 501(c)(3).

To aid in the interpretation of these ByLaws, certain definitions and rules of construction are provided in Article XIX.

ARTICLE IV

Mission

Saint Anselm College is a Catholic, Benedictine, liberal arts college. As such it is thoroughly committed to the teaching of the Roman Catholic Church, to the principles of its Benedictine identity, and to the development of well-educated students who are dedicated to an active, enthusiastic pursuit of truth and who have the skills to live as virtuous citizens and principled leaders.

ARTICLE V

Seal of the Corporation

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

ARTICLE VI

Membership

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

ARTICLE VII

Officers of the Corporation

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

1. The Chair of the Members

- a. The Abbot of Saint Anselm Abbey shall be the Chair. The Abbot of Saint Anselm Abbey or, in his absence or if he is unable to serve, the Administrator of said Abbey in the town of Goffstown, County of Hillsborough and State of New Hampshire shall be *ex officio* the Chair of the Members. It is the Chair's right and power to appoint, name or remove the other officers of the Corporation.
- b. The Chair of the Members shall also be *ex officio* Chancellor of Saint Anselm College.
- c. In his capacity *ex-officio* as Chancellor of Saint Anselm College, he shall exercise ultimate authority in the formulation of the major principles which are to guide and govern the College. This authority shall be exercised within the limitations imposed in the Bylaws of Saint Anselm College.
- d. He shall call and preside over the annual meeting and all other meetings of the Members.
- e. He shall present important matters relating to the Reserved Powers as set forth in Article IX to the Members for consideration and necessary action.
- f. He shall authorize the seal of the Corporation to be affixed to all papers which may require it.
- g. Upon completion of the procedure for selecting a President established in Article XII.7.a, he shall present a candidate for President of the College to the Board of Trustees; following approval by the Board of Trustees, he shall appoint the President of the College.

- h. Subject to any approval by the Board of Trustees as may be set forth in Article X.3., he shall appoint Benedictines of Saint Anselm Abbey as members of the faculty, staff, and administration of Saint Anselm College who shall serve at the pleasure of both the Chair of the Members and the President, subject to the provisions for removal set forth in Article XII.7.b.
- i. He shall cause to be made each year a report by the President of the College on the state of Saint Anselm College and a report by the Treasurer of the College on the financial state of Saint Anselm College to the Members.
- j. He, or his delegate, shall have the authority to execute and sign all documents pertaining to the business of the Corporation and shall have power to transact the business of the Corporation in accordance with these Bylaws.

2. The Vice-Chair

- a. The Vice-Chair of the Members shall be appointed by the Chair of the Members.
- b. He shall perform those duties assigned to him by the Chair of the Members.

3. The Secretary of the Members

- a. The Secretary of the Members shall be appointed by the Chair of the Members.
- b. He shall keep the minutes of the meetings, when approved, as permanent records.
- c. He shall have custody of the Seal of the Corporation. He shall affix it to all written instruments of the Corporation requiring the seal and he shall attest the seal and signatures of the other officers of the Corporation.

ARTICLE VIII

Meetings of the Members

- 1. An annual meeting of the Members shall be held each year at such a time as determined by the Chair for the purpose of transacting any business which may come before the meeting.
- 2. Other meetings of the Members may be called at any time by the Chair.
- 3. All regular and special meetings of the Members shall be held at Saint Anselm Abbey in Goffstown, New Hampshire, or at such other place within or outside of the State of New Hampshire as shall be fixed in the notice of the meeting.
- 4. Written notice stating the place, date and hour of the meetings of the Members shall be delivered to each member either personally, by mail, or by any other method of

communication at least two (2) calendar days in advance of the meeting. In the case of meetings held without previous notice, a written waiver of notice, executed before or after the meeting, shall be deemed equivalent to notice of the meeting. The notice shall include an agenda for the meeting.

5. The Chair of the Members shall call and preside at the meetings of the Members.
6. A majority of the Members resident at Saint Anselm Abbey shall constitute a quorum for the conduct of business.
7. The Secretary shall keep minutes of the meetings of the Members and give due and proper notice of meetings to Members.
8. Any actions proposed by the Members relating to the Reserved Powers shall be communicated to the Chair of the Board of Trustees and the President of the College as soon as reasonably practical after the meeting of the Members.

ARTICLE IX

Reserved Powers of the Members

The following matters relating to the mission and operation of Saint Anselm College are reserved to the Members:

1. Changes to and interpretation of the fundamental mission and identity of the institution.
 - a. When the Chair of the Members determines that a matter being considered by the Board is within the Reserved Powers he shall present the matter to the Members.
2. Authorization for purchase or sale, of any campus real property from or to a third party in excess of the amount provided in the annual budget approved by the Board of Trustees and approved at the annual meeting of the Members;
3. Approval of a campus master plan, the construction and siting of significant new campus buildings or roadways, and any substantial change to the physical environment of the campus;
4. Amendment of these Bylaws in accord with the provisions of Article XX;
5. Merger or consolidation, or dissolution, of the Corporation, provided that such action shall be recommended by a two-thirds (2/3rds) vote of the Board of Trustees; and
6. The election of Members of the Corporation to the Board of Trustees.

ARTICLE X

Authority and Responsibilities of the Board of Trustees

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

1. Support the College's mission and ensure that the College is fulfilling its mission and purposes.
2. In accordance with Article VII, 1.g, assist the Chair of the Members in the selection of the President of the College, who is the College's Chief Executive Officer. Should the Board of Trustees, by a two-thirds (2/3rds) majority vote, determine that the President of the College should be removed, the Chair of the Board of Trustees shall notify the Chair of the Members. Upon such notification, the Chair of the Members shall immediately remove the President of the College.
3. Review and approve the appointment of any Vice Presidents and institutional officers, and advise the President regarding the qualifications for and terms of employment of any Vice President and institutional officer. Prior to reviewing and approving the appointment of the Vice President of Academic Affairs and the Dean of the College, the Board of Trustees shall receive any comments and recommendations provided by the Faculty Senate.
4. Provide counsel and support to the President and annually assess his/her performance based on goals and other criteria established by the Chair of the Members and the Chair of the Board in consultation with the President.
5. Review and approve proposed significant changes in the College's academic programs and other major enterprises and affiliations, including the approval of all academic majors, the conducting of a five year review of all majors and consider and approve whether post-graduate degrees should be offered and conferred.
6. Review and approve all proposed revisions to the Faculty Handbook as may be proposed and review and approve all institutional policies, including but not limited to Faculty Senate Bylaws and those policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel or anti-discrimination policies for all categories of employees. Additionally the Board will review and approve any compensation and benefit agreements that apply to any category of employees. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
7. Review and approve the annual budget and tuition and fees. Through an annual audit and other means, regularly monitor the College's financial condition and establish policy guidelines affecting all institutional assets.

8. Initiate, promote, and support major fund-raising efforts for the College, and authorize the College's officers to accept gifts and bequests subject to Board policy guidelines.
9. Authorize any debt financing, the issuance of any bonds, and approve the securitization of loans.
10. Approve the major renovations of existing buildings; recommend the purchase of land to the Members; approve the construction of significant new campus buildings or roadways; or purchase major equipment; and approve any substantial change to the physical environment of the campus. A condition precedent to the exercise of the Reserve Powers as set forth in Article IX.2 and IX.3, the Board shall recommend to the Members the purchase or sale of real estate and shall recommend to the Members the approval of a campus master plan, the construction and siting of new campus facilities and roadways and the siting of significant new campus buildings or roadways, and any substantial change to the physical environment of the campus.
11. Approve the lease of any campus real property to a third party as recommended by the President.
12. Approve such policies that contribute to the best possible environment for students to learn and develop their abilities. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
13. Review and approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
14. Review and approve all honorary degrees as recommended by members of the college community and authorize the President to award all earned degrees as recommended by the faculty. The determination of honorary degree recipients may be delegated to a committee appointed by the Chair of the Board and such honorary degree recipients may thereafter be presented to the Board for review and approval.
15. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
16. Periodically, but at least every five years, undertake assessment of the Board's performance.
17. Perform and do all things necessary in order to fulfill the mission of the College and the responsibilities delegated by these Bylaws or otherwise required of the Board of Trustees.
18. The Board of Trustees, either through the Chair of the Board of Trustees or by his/her delegated representative, shall prepare an annual report of the Board's stewardship for the Members of the Corporation.

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

ARTICLE XI

Membership of the Board of Trustees

1. The Chair of the Members and the President of Saint Anselm College shall be *ex-officio* voting members of the Board of Trustees.
2. Six members of the Board of Trustees shall be elected by the Members of the Corporation from among their number to three-year terms, with no limit on the number of terms to which they may be elected.
3. No more than thirty-two other persons shall serve on the Board of Trustees. Their term of office shall be for three years and may be renewed twice. A trustee who has served three consecutive three-year terms on the Board may be reappointed after one year off the Board.
4. Nominations for membership shall be presented to the Board of Trustees by a committee on trusteeship designated by the Chair of the Board. All appointments to the Board of Trustees shall be made by the Chair of the Members, and from those names recommended by the Board of Trustees. Membership shall become effective on the date the nominee accepts invitation to the Board. The nominee's first three-year term shall commence on the date of the first meeting of the Board following acceptance.
5. A trustee may be removed by a majority vote of the Board.

ARTICLE XII

Officers of the College

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

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

3. Authority and Responsibilities of the Chair of the Board. The Chair shall preside at all meetings of the Board and Executive Committee. The Chair shall also appoint such committees and perform such other duties as may be directed by the Board. The Chair will serve as an *ex officio* voting member of all other committees of the Board, and have other duties as the Board may prescribe from time to time. The Chair of the Board may appoint faculty members or other persons to serve on any Committees of the Board; provided, however, that any person appointed by the Chair of the Board who is not a Trustee shall be a non-voting member of the Committee.
4. Authority and Responsibilities of the Vice-Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board of Trustees. The Vice-Chair shall, in the case of the death, disability or absence of the Chair, perform all the duties of the latter and be vested with his/her powers.
5. Authority and Responsibilities of the Secretary. The Secretary shall ensure that the Board of Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly published as necessary, that minutes of Board and Executive Committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary shall perform other duties as prescribed from time to time by the Board and may be assisted in all duties by a staff member designated by the President. The Secretary shall occupy the role of Parliamentarian of the Board.
6. Authority and Responsibilities of the Treasurer. The Treasurer shall ordinarily serve as Chair of the Finance Committee of the Board of Trustees and otherwise serve as the key leader of the Board on all financial management policy matters. He or she shall ensure that all Trustees regularly receive appropriate and comprehensible financial reports from the administration of the College that include comparisons of revenues and expenditures with both the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports, including those for special or major board-approved expenditures, college investments, and annual or special audits, are provided to all Trustees in a timely manner for review and discussion as appropriate. He or she shall work closely with the chief financial officer of the College, the Board-approved auditor, and the investment and audit committees of the Board as appropriate or necessary.
7. The President.

- a. A committee, selected by the Chair of the Board and the Chair of the Members, shall work together to establish the process and qualifications under which a President shall be selected, and thereafter presented to and approved by the Board of Trustees and appointed by the Chair of the Members in accordance with Article VII.1.g. The Board of Trustees may also consult with and consider any comments provided by the Faculty Senate as the Board of Trustees determines appropriate. A qualified Benedictine of Saint Anselm Abbey, upon application, shall be given due and substantial consideration in respect of the significance of the mission.
- b. The President of the College shall be the Chief Executive Officer of the College and shall have the general powers and duties usually vested in the office of president of a college and shall have the general and active management, control and direction of the business operations, educational activities and other affairs of the College and shall exercise such powers and duties consistent with the mission of the College. The President's authority includes responsibilities for all College educational and managerial affairs, including the appointment and continuing employment of the faculty. The President is responsible for leading the College, hiring all Vice-Presidents and institutional officers, subject to the approval of the Board of Trustees set forth in Article X.3. In all events of hiring of faculty or considerations of Vice-Presidents or other institutional officers, the President shall consult with the Chair of the Members to determine whether there are any Members of the Corporation who may be duly qualified for the position. To the extent that any Member of St. Anselm Abbey is duly qualified as is determined by the President and the Chair of the Members, such Member shall be presented by the President and the Chair of the Members to the Board of Trustees either as a single candidate or in conjunction with other candidates. All Vice-Presidents, institutional officers, members of the administration, faculty and staff serve at the pleasure of the President; however, any Member of Saint Anselm Abbey may be removed from his position by either the Chair of the Members or the President.
 - i. The President is responsible for implementing Board policies, keeping the Board and the Members of the Corporation informed on appropriate matters, consulting with the Board in a timely fashion on matters appropriate to its policy-making and fiduciary functions, and serving as the key spokesperson for the College. The President shall have authority on behalf of the Trustees to perform all acts and execute all documents of the College and the Board consistent with Board policies and the best interests of the College. The President, or the Chief Financial Officer and Vice President for Finance of the College, shall prepare and present, upon advice of the Finance Committee, the annual budget for the operation of the college and present a formal report on the condition of said college at each annual and regular meeting of the Board of Trustees.
 - ii. Prior to recommending to the Board of Trustees any long-term (one (1) year or longer) lease of any campus real property to an unrelated third

property, the President shall consult with the Chair of the Members. The Chair of the Members thereafter shall notify the Members of the lease, its terms and duration.

- c. The President serves at the pleasure of the Board of Trustees and the Chair of the Members. Following a consultative discussion between the Trustees and the Chair of the Members, the President may be removed, with or without cause, either by a vote of two-thirds (2/3rds) of the Trustees or by the Chair of the Members.
- d. The President serves as an *ex officio* nonvoting member of all Board committees except the Audit Committee.

ARTICLE XIII

Meetings of the Board

- 1. The Board of Trustees shall hold an annual meeting and other regular meetings determined by the Board.
- 2. Written notice stating the place, date and hour of the meetings of the Board shall be delivered to each member either personally, by mail, email, or by any other method of communication at least fifteen calendar days in advance of the meeting. In the case of meetings held without previous notice, a written waiver of notice, executed before or after the meeting, shall be deemed equivalent to notice of the meeting.
- 3. A majority of members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Except as otherwise provided by law or these Bylaws, a vote of the majority of those members of the Board of Trustees present shall be valid and sufficient to transact any business coming before the Board of Trustees.
- 4. Special meetings may be held at the call of the Chair of the Board, the President, or one third of the trustees. The Chair or secretary of the Board of Trustees shall send written notice via email of such special meetings to all trustees, along with a clear statement of purpose, at least ten calendar days in advance. Business at such special meetings shall be confined to the stated purpose.
- 5. A Member of the Corporation who is also a member of the Board of Trustees will recuse himself from voting on matters pertaining to the areas of the college in which he works. In certain circumstances the Chair of the Board may determine that such a Member is ineligible to vote on certain resolutions related to the areas in which he works.
- 6. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent is obtained in writing, setting forth the action so taken, and is signed by all trustees then in office. Such written consent may be obtained by facsimile signature, or a transmittal via email of a scanned signature page. When such action

is taken in writing, execution is permitted in counterparts. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consents, or signed copies, shall be placed in the minute book.

7. Trustees may participate in, hold and vote at a meeting by means of telephonic conference call or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting at the commencement thereof shall constitute presence in person at the meeting.

ARTICLE XIV

Executive Committee

The Executive Committee shall include the Chair, Vice Chair, Secretary, and Treasurer of the Board and the President of the College and other members, all of whom shall be voting trustees, appointed by the Chair of the Board. The purpose of the Executive Committee is threefold:

1. It shall have the authority to take action on matters that cannot or should not be deferred to the Board's next scheduled meeting. The Executive Committee shall oversee the work of Board committees, the College's planning process and progress on planning goals, the Board's responsibility to advise and support the President and annually assess his/her performance.
2. It shall serve as the Board's agent in helping the President to address business between regular Board meetings.
3. It shall assist the Chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and by periodically assessing the quality of committee work.

The committee shall meet monthly or as often as necessary to conduct its business as the Chair and President determine, provided that the Executive Committee shall meet no fewer than six (6) times a year. The Chair shall ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the Board of Trustees at its next regular meeting. A majority of voting trustee committee members shall constitute a quorum.

ARTICLE XV

Board Committees

1. The Board shall establish such standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, approves. Each standing committee shall annually review such statements for their appropriateness and adequacy.

2. The Chair of the Board shall have the responsibility to appoint the Chairs, Vice-Chairs, and members of all Board committees including those members of the Executive Committee who do not serve *ex officio*. All committee Chairs, Vice-Chairs, and committee members shall be trustees unless otherwise set forth in these Bylaws. Only trustees may vote on any matter before any committee.
3. Each standing committee shall have at least one administrative staff advisor, as designated by the President, to assist it with its work. Each committee may also include one or more members of the Faculty as designated by the Chair of the Board upon recommendation of the President. Unless the member of the Faculty is a member of the Board of Trustees, the Faculty member shall serve in an advisory capacity and shall not vote on any matters requiring a vote of the committee. Each committee shall meet annually and as needed and report regularly on its work and recommendations to the Board of Trustees. All committees shall keep minutes of their meetings.

ARTICLE XVI

Composition, Purposes, and Responsibilities of Special Purpose Committees

1. Committee on Trusteeship

- a. The Committee on Trusteeship shall have at least five members, including the Chair of the Members. The committee's Chair, Vice-Chair, and members shall be appointed for renewable one-year terms by the Chair of the Board. The Committee on Trusteeship shall establish its own rules of procedure in consultation with the Chair of the Board, President of the College, and the Board of Trustees.
- b. The purpose of the committee on trusteeship is as follows:
 - i) Ensure that the Board's membership and leadership consists of highly qualified and committed individuals.
 - ii) Ensure that regular programs of new trustee and in-service education are maintained.
 - iii) Periodically recommend initiatives by which the Board shall assess its performance.
 - iv) Review the performance of incumbent trustees and Board officers who are eligible for reelection.
 - v) Maintain a list of qualified candidates for possible nomination and consider cultivation strategies for promising trustee candidates.
 - vi) Consider and recommend to the Chair of the Board whether any person should serve in an *ex officio* non-voting capacity on the Board of Trustees or on any Committees of the Board.
- c. The committee shall meet as often as necessary to conduct its business. It shall seek the assistance of all trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedure, as adopted by the Board of Trustees. A majority of the committee's members shall constitute a quorum.

2. Academic Affairs Committee.

- a. The Academic Affairs Committee shall have at least five trustee members and may include other members, appointed by the Chair of the Board after consultation with the President. The Academic Affairs Committee shall establish its own rules of procedure in consultation with the Chair of the Board, President of the College, and the Board of Trustees.
- b. The academic affairs committee shall:
 - a. Upon consultation with the President, recommend to the Board of Trustees the academic majors.
 - b. Review and recommend to the Board of Trustees promotion and tenure recommendations from the President.
 - c. Perform all functions as may be set forth in the Faculty Handbook or the Rank & Tenure Bylaws.
 - d. Recommend changes to the Faculty Handbook to be considered by the Faculty Senate.
 - e. Perform such other functions as may be recommended by the Faculty Senate or the President; provided, however, that the authority of the Academic Affairs committee shall not be expanded beyond the authority conferred herein or as may otherwise be approved by the Board of Trustees.

ARTICLE XVII

Indemnification

The Corporation shall indemnify its trustees, officers and committee members and its former trustees, officers and committee members and their respective heirs, executors, and administrators, against all judgments and assessments and reasonable costs and expenses, including attorney's fees, incurred by or imposed upon them in connection with any action, suit or proceedings to which they may be a party or with which they shall be threatened by reason of their being or having been trustees, officers or committee members of the Corporation, except with respect to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duties as trustee, officer or committee member. The Corporation shall have the right, but not the duty, to assume the defense of such trustee, officer or committee member or former trustee, officer or committee member in any such action, suit or proceeding. In the event that the Corporation does not assume the defense, the Corporation's liability for indemnification in the event of a proposed settlement of the action, suit or proceeding shall be conditioned upon the Corporation's express written approval of the settlement. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any trustee, officer or committee member may otherwise be entitled as a matter of law or contract.

ARTICLE XVIII

Conflict of Interest

No trustee of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation in any capacity, unless authorized by the concurring vote of a majority (unless a greater percentage vote is required by New Hampshire law) of all trustees then in office. All contracts with or compensation paid to any trustee shall be done in accordance with Corporation's Conflict of Interest Policy and in compliance with New Hampshire law.

Article XIX Miscellaneous

1. Books and Records

Saint Anselm College shall maintain books and records of account and minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, executed consents evidencing all actions taken by the Board of Trustees without a meeting, and waivers of notice of all meetings of the Board of Trustees and its committees. In addition, Saint Anselm College shall keep copies of all records required to be kept under New Hampshire law.

2. Fiscal Year

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

3. Tax Exempt Status

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

4. Dissolution

Upon the dissolution or other termination of existence of Saint Anselm College, the assets of the College shall be distributed to Saint Anselm Abbey, a New Hampshire 501(c)(3) corporation or, if it is not in existence, or if it declines acceptance, to one or more other organizations qualified as a tax exempt organization pursuant to Section 501(c)(3), as determined by the Board of Trustees at the time.

5. Internal Revenue Code

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

6. Definitions

For purposes of these Bylaws, these definitions shall apply:

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

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

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

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

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

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

Article XX

Review and Amendment of Bylaws

1. These Bylaws shall be reviewed periodically by the Chair of the Board of Trustees with the Executive Committee. The Chair of the Board of Trustees and Executive Committee shall recommend proposed changes and amendments to the Board of Trustees for their consideration.
2. The Board of Trustees may propose to the Members changes or amendments to these Bylaws by a two-thirds vote of those present.
3. The Members may initiate changes to these Bylaws by first submitting them to the Board of Trustees for consideration and recommended course of action. Having received the recommended course of action from the Board of Trustees, the Members may amend the Bylaws in accord with Article XX.4 below.

4. In keeping with Article IX.4 these Bylaws may be amended by an affirmative vote of two-thirds of the Members present at any legitimately convened meeting of the Members. If the amendments to the Bylaws are not approved by the Members, the Chair of the Board of Trustees and the Chair of the Members may establish a committee comprised of six trustees, three of which shall be Members and three of which shall be non-Benedictines to make further recommendations to the Board and Members.
5. These Bylaws will be reviewed by the Members and the Board of Trustees every five years from the adoption of any restated and amended Bylaws.

Article XXI Non-Discrimination

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

<End>

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